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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Lianhua Supermarket Holdings Co., Ltd.**, you should at once hand this circular and the form of proxy previously sent to shareholders to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00980)**

- (1) WORK REPORTS OF THE BOARD AND SUPERVISORY COMMITTEE FOR THE YEAR 2022;**
- (2) THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE REPORT OF THE INTERNATIONAL AUDITORS FOR THE YEAR 2022;**
- (3) PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2022;**
- (4) PROPOSED APPOINTMENT OF AUDITORS FOR THE YEAR 2023;**
- (5) ELECTION OF DIRECTORS;**
- (6) ELECTION OF SUPERVISORS;**
- (7) PROPOSED ANNUAL REMUNERATION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS;**
- AND**
- (8) NOTICE OF ANNUAL GENERAL MEETING**

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A Letter from the Board is set out on pages 3 to 9 of this circular.

The Company will convene the AGM at 9:30 a.m. on Thursday, 15 June 2023 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the PRC. The notice of AGM, together with the reply slip and proxy form, are enclosed herein. If you are eligible, and intend, to attend the AGM, please complete and return the relevant reply slip in accordance with the instructions printed thereon as soon as possible and in any event not later than Thursday, 25 May 2023. If you are not able to attend the AGM, please complete and return the relevant proxy form enclosed here with in accordance with the instructions printed thereon by not less than 24 hours before the time appointed for holding of the aforementioned meeting or any adjourned meetings. Completion and return of the proxy form will not preclude you from attending and voting in person at any of the aforementioned meetings or any adjournment thereof should you so wish.

26 April 2023

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## DEFINITIONS

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*In this circular, unless otherwise indicated in the context, the following expressions have the meaning set out below:*

“AGM”	the annual general meeting of the Company for the year 2022 to be held at 9:30 a.m. on Thursday, 15 June 2023 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the PRC
“Bailian Group”	Bailian Group Co., Ltd.* (百聯集團有限公司), a limited liability company incorporated in the PRC and a substantial Shareholder
“Board”	the board of Directors
“Company”	Lianhua Supermarket Holdings Co., Ltd., a joint Stock limited company incorporated in the PRC with Limited liability, the H Shares of which are listed on the Stock Exchange
“Directors(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Shanghai Bailian”	Shanghai Bailian Group Co., Limited* (上海百聯集團股份有限公司), a company listed on the Shanghai Stock Exchange and a substantial Shareholder
“Shareholder(s)”	shareholder(s) of the Company

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

*The English names of Chinese entities marked with “\*” are translations of their Chinese names and are included in this circular for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.*

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## LETTER FROM THE BOARD

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(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00980)

*Executive Director:*

Mr. Chong Xiao-bing

*Non-executive Directors:*

Mr. Pu Shao-hua (*Chairman*)

Mr. Shi Xiao-long (*Vice Chairman*)

Mr. Xu Pan-hua

Ms. Zhang Shen-yu

Mr. Dong Xiao-chun

Mr. Wong Tak Hung

*Independent Non-executive Directors:*

Mr. Xia Da-wei

Mr. Lee Kwok Ming, Don

Mr. Chen Wei

Mr. Zhao Xin-sheng

*Registered Office:*

Room 713, 7th Floor

No. 1258 Zhen Guang Lu

Shanghai

The PRC

*Principal Place of Business*

*in Hong Kong:*

16th Floor, Methodist Building

36 Hennessy Road

Wanchai

Hong Kong

26 April 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) WORK REPORTS OF THE BOARD AND SUPERVISORY COMMITTEE FOR THE YEAR 2022;**
- (2) THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE REPORT OF THE INTERNATIONAL AUDITORS FOR THE YEAR 2022;**
- (3) PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2022;**
- (4) PROPOSED APPOINTMENT OF AUDITORS FOR THE YEAR 2023;**
- (5) ELECTION OF DIRECTORS;**
- (6) ELECTION OF SUPERVISORS;**
- (7) PROPOSED ANNUAL REMUNERATION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS;**
- AND**
- (8) NOTICE OF ANNUAL GENERAL MEETING**

### **I. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the AGM and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

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## LETTER FROM THE BOARD

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The business to be transacted at the AGM as specified in the notice of the AGM is set out on pages 22 to 26 of this circular.

Ordinary resolutions to be proposed at the AGM for the Shareholders to approve, if thought fit, comprise: (i) the work report of the Board for the year ended 31 December 2022; (ii) the work report of the Supervisory Committee for the year ended 31 December 2022; (iii) the consolidated audited financial statements of the Company and the report of the international auditors for year ended 31 December 2022; (iv) the profit distribution proposal of the Company for the year ended 31 December 2022 for not distributing final dividend; (v) the re-appointment of Shanghai Certified Public Accountants as the Company's PRC auditors and Deloitte Touche Tohmatsu as the Company's international auditors for the period from the conclusion of the annual general meeting of the Company for the year 2022 to the conclusion of the annual general meeting of the Company for the year 2023 and to authorize the Board to fix their respective remuneration; (vi) the election of Directors; (vii) the election of Supervisors; and (viii) the proposed annual remuneration of the independent non-executive Directors.

For details of the abovementioned resolutions (i), (ii) and (iii), please refer to the annual report of the Company for the year ended 31 December 2022 to be despatched on or before 26 April 2023.

### II. BUSINESS TO BE TRANSACTED AT THE AGM

#### 1. To consider and approve the work report of the Board for the year ended 31 December 2022

The main contents of the work report of the Board of the Company for 2022 are set out in the section headed "Report of the Directors" in the 2022 annual report of the Company. The work report of the Board of the Company for 2022 contained in the Report of Directors was considered and approved by the Board on 28 March 2023, and is hereby proposed at the AGM for consideration and, if thought fit, approval by way of ordinary resolution.

#### 2. To consider and approve the work report of the Supervisory Committee of the Company for the year ended 31 December 2022

The main contents of the work report of the Supervisory Committee of the Company for 2022 is set out in the section headed "Report of the Supervisory Committee" in the 2022 annual report of the Company. The work report of the Supervisory Committee of the Company for 2022 was considered and approved by the Supervisory Committee on 28 March 2023, and is hereby proposed at the AGM for consideration and, if thought fit, approval by way of ordinary resolution.

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## LETTER FROM THE BOARD

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**3. To consider and approve the consolidated audited financial statements of the Company and the report of the international auditors for the year ended 31 December 2022**

The audited consolidated financial statements of the Company and the report of the international auditors for 2022 are set out in the 2022 annual report of the Company. The audited consolidated financial statements of the Company and the report of the international auditors for 2022 were considered and approved by the Board on 28 March 2023, and are hereby proposed at the AGM for consideration and, if thought fit, approval by way of ordinary resolution.

**4. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2022 for not distributing final dividend**

The profit distribution proposal of the Company for the year 2022 for not distributing final dividend was considered and approved by the Board on 28 March 2023, and the Board does not recommend the distribution of a final dividend for the year ended 31 December 2022. The profit distribution proposal of the Company for the year 2022 for not distribution final dividend is subject to the consideration and, if thought fit, approval of the Shareholders at the AGM by way of ordinary resolution.

**5. To consider and approve the re-appointment of Shanghai Certified Public Accountants as the Company's PRC auditors and Deloitte Touche Tohmatsu as the Company's international auditors, and to authorize the Board to fix their respective remuneration**

Each of Shanghai Certified Public Accountants and Deloitte Touche Tohmatsu has acted as the PRC auditors and the international auditors of the Company, respectively, for the Company for the year ended 31 December 2022. The Board proposes to re-appoint each of Shanghai Certified Public Accountants and Deloitte Touche Tohmatsu as the PRC auditors and the international auditors of the Company, respectively, for 2023 to audit the financial statements of the Company for 2023 to be prepared in accordance with the relevant financial reporting standards and to review the interim financial statements of the Company for the six months ended 30 June 2023 to be prepared in accordance with the relevant financial reporting standards. The term of office shall commence from the date of approval at the AGM until the conclusion of the annual general meeting of the Company for 2023.

Meanwhile, the Board proposes to the AGM to authorise the Board to determine the final remuneration of the above-mentioned auditors based on the work of the respective auditors.

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## LETTER FROM THE BOARD

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The above resolution has been considered and approved by the Board on 28 March 2023, and is hereby proposed at the AGM for consideration and, if thought fit, approval by way of ordinary resolution.

### **6. Election of directors**

In view of the expiration of the term of office of the seventh session of the Board at the conclusion of the AGM, the Board recommended Mr. Pu Shao-hua, Mr. Shi Xiao-long, Mr. Chong Xiao-bing, Ms. Hu Xiao, Ms. Zhang Shen-yu, Mr. Dong Xiao-chun, Mr. Wong Tak Hung, Mr. Xia Da-wei, Mr. Lee Kwok Ming, Don, Mr. Chen Wei and Mr. Zhao Xin-sheng as candidates for Directors of the eighth session of the Board. Please refer to Appendix I for the biographic details of the candidates for Directors of the eighth session of the Board.

The nomination committee of the Company (the “**Nomination Committee**”), taking into account the diversity of the Board, considered candidates for the Directors, from a number of aspects including, but not limited to cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintain a sound balance of the Board’s composition. On the basis of the Company’s requirements on independent non-executive Directors, the Nomination Committee considered the information of current independent non-executive Directors including, among other things, their occupation, academic qualification, professional title, detailed work experience and all concurrent posts. After seeking consent of the current independent non-executive Directors, the Nomination Committee convened a meeting to review their qualification and submitted a proposal and related documents to re-elect them as the independent non-executive Directors of the eighth session of the Board.



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## LETTER FROM THE BOARD

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The Board is of opinion that candidates for independent non-executive Directors, Mr. Xia Da-wei, Mr. Lee Kwok Ming, Don, Mr. Chen Wei and Mr. Zhao Xin-sheng, have professional qualifications and extensive experience respectively in finance, audit, human resource management, investment and compliance, and are able to provide the Board with professional advice in relevant fields. Mr. Xia Da-wei has abundant theoretical knowledge and practical experience in finance and audit and has high authority in the field of finance. Mr. Lee Kwok Ming, Don has extensive experience in finance, corporate management and mergers and acquisitions and possesses relevant professional qualifications. Mr. Chen Wei has abundant practical experience in corporate management and human resource management. Mr. Zhao Xin-sheng has extensive experience in market development, public relations, corporate mergers and acquisitions, risk management and internal control compliance. As such, the educational background, experience and practices of Mr. Xia Da-wei, Mr. Lee Kwok Ming, Don, Mr. Chen Wei and Mr. Zhao Xin-sheng make each of them capable of providing valuable opinions in multiple field, including corporate governance, finance and compliance, and contribute to the diversity of the Board.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders. Upon the expiry of the current service contracts, Mr. Xia Da-wei and Mr. Lee Kwok Ming, Don will have served as independent non-executive Directors for more than nine years. The reasons why the Board believes they are still independent and should be re-elected are set out in Appendix I of this circular.

Mr. Xu Pan-hua, a current non-executive Director, will retire upon the expiration of the term of office of the seventh session of the Board (i.e. on the date of the AGM). Mr. Xu Pan-hua has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

### **7. Election of supervisors**

In view of the expiration of the term of office of the seventh session of the Supervisory Committee at the conclusion of the AGM, Bailian Group and Shanghai Bailian, as Shareholders, recommended Mr. Li Feng and Mr. Luo Yang-hong as candidates for Supervisors of the eighth session of the Supervisory Committee, respectively. Please refer to Appendix II of this circular for the biographic details of the candidates for Supervisors of the eighth session of the Supervisory Committee.

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## LETTER FROM THE BOARD

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Ms. Tian Ying-jie, a current Supervisor, will retire upon the expiration of the term of office of the seventh session of the Supervisory Committee (i.e. on the date of the AGM). Ms. Tian Ying-jie has confirmed that she has no disagreement with the Board and there is no matter relating to her retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

### **8. Proposed annual remuneration of the independent non-executive directors**

The Board recommends an annual fee of RMB150,000 (after taxation) payable to each independent non-executive Director of the eighth session of the Board after taking into account factors including but not limited to remuneration paid by company of the same kind and time and liability to be assumed by the independent non-executive Directors, etc.

### **III. AGM**

The Company will convene the AGM to consider and, if appropriate, to approve: (i) the work report of the Board for the year ended 31 December 2022; (ii) the work report of the Supervisory Committee for the year ended 31 December 2022; (iii) the consolidated audited financial statements of the Company and the report of the international auditors for year ended 31 December 2022; (iv) the profit distribution proposal of the Company for the year ended 31 December 2022 for not distributing final dividend; (v) the re-appointment of Shanghai Certified Public Accountants as the Company's PRC auditors and Deloitte Touche Tohmatsu as the Company's international auditors for the period from the conclusion of the annual general meeting of the Company for the year 2022 to the conclusion of the annual general meeting of the Company for the year 2023 and to authorize the Board to fix their respective remuneration; (vi) the election of Directors; (vii) the election of Supervisors; and (viii) the proposed annual remuneration of the independent non-executive Directors.

The AGM will be convened at 9:30 a.m. on Thursday, 15 June 2023 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the PRC. Shareholders who intend to attend the AGM are requested to deliver the reply slip to the office of the secretary to the Board of the Company at 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the PRC on or before Thursday, 25 May 2023. The proxy form should be completed and returned to the relevant addresses listed on the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish.

The notice of the AGM is set out on pages 22 to 26 of this circular.

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## LETTER FROM THE BOARD

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### IV. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### V. RECOMMENDATION

The Board considers that the proposed resolutions in relation to (i) the work report of the Board for the year ended 31 December 2022; (ii) the work report of the Supervisory Committee for the year ended 31 December 2022; (iii) the consolidated audited financial statements of the Company and the report of the international auditors for year ended 31 December 2022; (iv) the profit distribution proposal of the Company for the year ended 31 December 2022 for not distributing final dividend; (v) the re-appointment of Shanghai Certified Public Accountants as the Company's PRC auditors and Deloitte Touche Tohmatsu as the Company's international auditors for the period from the conclusion of the annual general meeting of the Company for the year 2022 to the conclusion of the annual general meeting of the Company for the year 2023 and to authorize the Board to fix their respective remuneration; (vi) the election of Directors; (vii) the election of Supervisors; and (viii) the proposed annual remuneration of the independent non-executive Directors are in the interests of the Company and the Shareholders as a whole, and thus recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board of

**Lianhua Supermarket Holdings Co., Ltd.**

**Pu Shao-hua**

*Chairman*

**Candidates for Executive Director**

**Mr. Chong Xiao-bing**, aged 58, graduated from Beijing Union University with a college degree majoring in Mechanical Design and Manufacturing. Mr. Chong started his career in 1985. Mr. Chong has been a technician of Far East Instrument Co., Ltd., deputy director of the Electric Instrument Research Office of China Coal Research Institute, and consultant of ICC Business Consulting Company. Mr. Chong has worked at Wumart Group since 1997, and has been the store manager, regional manager, development director, operation director, marketing director, deputy general manager of Beijing Wumei Supermarket Co.,Ltd., vice president of Wumart Group and general manager of East China Region, etc. Mr. Chong has been working in Wumart Group for 22 years, where he has been in charge of purchasing, operation, marketing, investment promotion, planning and other fields. He has rich experience in operation and management of retail chain enterprises. Mr. Chong has strong task management ability, self-confidence and is hardworking with strong execution ability, which can ensure the powerful advancement of target tasks. Mr. Chong served as the executive deputy general manager of the Company from August 2019 to April 2021, and has been an executive director and the general manager of the Company since 23 April 2021.

Mr. Chong is presented for election as an executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Chong will enter into a service contract with the Company and he will be entitled to receive remuneration from the Company during the term of directorship. Mr. Chong will be entitled to a basic remuneration of RMB1,533,240.00 per year which is determined according to the results of the Company and the condition of similar companies in the market and may be adjusted. His basic remuneration and discretionary bonus during his term of directorship may be determined and adjusted according to the results of the Company and the condition of similar companies in the market, while such adjustments and determination shall be in accordance with the remuneration policy of the Company approved by the Shareholders at the annual general meeting of the Company for the year 2013.

As at the Latest Practicable Date, Mr. Chong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Chong has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Chong confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Candidates for Non-executive Directors**

**Mr. Pu Shao-hua**, aged 53, bachelor of arts, senior economist, is currently the president and deputy secretary of the Party Committee of Bailian Group. Mr. Pu served as general manager of Shanghai Ocean Fishery Co., Ltd. and deputy general manager of Shanghai Deep Sea Fishery Co., Ltd., director of foreign economic department of Shanghai Municipal Commission of Commerce, director of foreign economic department of Shanghai Economic Commission, director of the commercial industry management office Shanghai Municipal Commission of Commerce, director of the foreign trade development office of the Shanghai Municipal Commission of Commerce, president and deputy secretary of the Party Committee of Shanghai Fisheries Group Co., Ltd., secretary of the Party Committee, chairman and president of Shanghai Fisheries Group Co., Ltd., secretary of Party Committee, chairman of the board of Bright Dairy Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600597) and other positions. Mr. Pu has been a non-executive director of the Company and the chairman of the Board since 12 November 2021.

Mr. Pu is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Pu will not enter into any service agreement with the Company and he will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Pu has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Pu has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Pu confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Shi Xiao-long**, aged 46, graduate degree, doctor of economics, senior economist, is currently the executive director of the economic operation department of Bailian Group. Mr. Shi served as the deputy director of the strategy research office of Bailian Group, the director of the strategy research office of the director of the strategy research office and the deputy director of the secretary office of the board of directors of Bailian Group, executive deputy director of the economic operation department of Bailian Group and other positions. Mr. Shi has been a non-executive director of the Company and the vice chairman of the Board since 12 November 2021.

Mr. Shi is presented for election as a non-executive Director of the Company at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Shi will not enter into any service agreement with the Company and he will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Shi has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Shi has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Shi confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Ms Hu Xiao**, aged 43, graduated from The Hong Kong University of Science and Technology with a master degree in business administration in April 2008, serves as a director and managing director of the strategic investment department of Alibaba Group Holding Ltd. (阿里巴巴集團控股有限公司) (a company listed on the New York Stock Exchange under the stock code of BABA, and on The Stock Exchange of Hong Kong Limited under the stock code of 9988) consecutively since March 2017. Ms. Hu served as an accountant of KPMG Huazhen LLP (畢馬威華振會計師事務所) from September 2002 to July 2003, a research assistant of the stock research department of China International Capital Corporation Limited (中國國際金融股份有限公司) (a company listed on Shanghai Stock Exchange under the stock code of 601995, and on The Stock Exchange of Hong Kong Limited under the stock code of 3908) from July 2003 to July 2006, an associate and vice president of Citigroup Global Markets Asia Limited consecutively from July 2008 to July 2012, a vice president and director of Merrill Lynch (Asia Pacific) Limited consecutively from July 2012 to March 2017. She has served as a non-executive director of Huatai Securities Co., Ltd. (華泰證券股份有限公司) (a company listed on Shanghai Stock Exchange under the stock code of 601688, and on The Stock Exchange of Hong Kong Limited under the stock code of 6886) since October 2018, a non-independent director of YTO Express Group Co., Ltd. (圓通速遞股份有限公司) (a company listed on Shanghai Stock Exchange under the stock code of 600233) since February 2021, a director of BEST, Inc. (百世集團) (a company listed on the New York Stock Exchange, stock code: BEST) since February 2022 and a non-executive director of Red Star Macalline Group Corporation Ltd. (紅星美凱龍家居集團股份有限公司) (a company listed on Shanghai Stock Exchange under the stock code of 601828, and on The Stock Exchange of Hong Kong Limited under the stock code of 1528) since March 2022.

Ms. Hu is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Ms. Hu will not enter into any service agreement with the Company and she will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Ms. Hu has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Ms. Hu has not held any other directorships in any public listed companies in the past three years and, she has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Ms. Hu confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Ms. Zhang Shen-yu**, aged 50, graduated from Shanghai Second Polytechnic University with a bachelor's degree in Business Administration and is currently the secretary of Party Committee and general manager of Shanghai Bailian. Ms. Zhang served successively as the manager of the market operation department of the department store department of Bailian Group, deputy general manager of the Investment Attraction and Procurement Headquarters of Shanghai Bailian, deputy general manager of Shanghai Youyicheng Shopping Center Co., Ltd. and general manager of Orient Shopping Center Nandong Store of Shanghai Bailian Department Store Management Co., Ltd. From June 2014 to June 2015, she served as the assistant general manager of Shanghai Bailian. From June 2015 to May 2020, she worked with Bailian Omni-channel Electronic Commerce Co., Ltd. as deputy general manager, deputy secretary of Party Committee and general manager successively. She has been the secretary of Party Committee and executive deputy general manager (in charge) of Shanghai Bailian since May 2020, a director of Shanghai Bailian since June 2020 and served as the general manager of Shanghai Bailian since March 2021. Ms. Zhang was appointed as a non-executive director of the Company on 22 June 2020.

Ms. Zhang is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Ms. Zhang will not enter into any service agreement with the Company and she will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Ms. Zhang has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Ms. Zhang has not held any other directorships in any public listed companies in the past three years and, she has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Ms. Zhang confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Dong Xiao-chun**, aged 58, senior accountant, holds a master's degree in Business Administration from Shanghai Jiaotong University and is currently the financial director and the secretary of the board of Shanghai Bailian. Mr. Dong Xiao-chun worked in Hualian Shangsha and Shanghai Hualian Supermarket Company in his early years. He served successively as the financial director of Hualian Supermarket Co., Ltd., financial director of the department store department of Bailian Group and financial director and secretary of the board of directors of Shanghai Bailian. From September 2011 to June 2015, he served as the financial director of Shanghai Friendship Group Incorporated Company (now renamed as "Shanghai Bailian"), and also held the position of the secretary of the board of directors from February 2012. From June 2015 to May 2020, he served as the financial director of Bailian Electronic Commerce Co., Ltd. (renamed as "Bailian Financial Services Co., Ltd." from January 2019). Mr. Dong Xiao-chun has been the financial director of Shanghai Bailian since May 2020 and a director of Shanghai Bailian since June 2020. Mr. Dong Xiao-chun was appointed as a non-executive director of the Company on 22 June 2020.

Mr. Dong is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Dong will not enter into any service agreement with the Company and he will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Dong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Dong has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Dong confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Wong Tak Hung**, aged 70, is the president of Wong Sun Hing Investment Co., Ltd. (王新興投資有限公司). From 1970 to 1978, Mr. Wong was the manager of Sun Hing Textile Factory (新興毛紡織造廠), and from 1978 to 1990, he was the managing director of Wong Sun Hing Company Limited (王新興有限公司). Since 1990, he has been the president of Wong Sun Hing Group (王新興集團). He has also been the chairman of Shenzhen Xin Xing Entrepreneurship Guarantee Company Limited (深圳新興創業擔保有限公司) since 2003 and he has been the chairman of Guangzhou Wanling Properties Company Limited (廣州市萬菱置業有限公司) since 2004. Since 2005, he has also been the chairman of Wanling Industrial (Guangdong) Company Limited (萬菱實業(廣東)有限公司). Mr. Wong joined the Group in April 1997, and he has over 30 years of business experience.



Mr. Wong is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Wong will not enter into any service agreement with the Company and he will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Wong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Wong has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Wong confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

#### **Candidates for Independent Non-executive Directors**

**Mr. Xia Da-wei**, aged 70, holds a master's degree in Economics and is a professor and PhD tutor. From July 1985 to September 2000, Mr. Xia served as a teacher, the assistant principal and the vice president of Shanghai University of Finance and Economics. From September 2000 to August 2012, he served as the dean of Shanghai National Accounting Institute. Mr. Xia served as a professor, PhD tutor and director of the academic committee of Shanghai National Accounting Institute since August 2012. Mr. Xia has also served as the vice president of China Industrial Economics Association, the consultant expert of Accounting Standards Committee of the Ministry of Finance, the vice president of Chinese Accounting Association, the vice president of China Association of Chief Financial Officers, the president of Shanghai Accounting Association, the honorary professor of Chinese University of Hong Kong, adjunct professor of School of Management of Fudan University, and member of the expert committee of listed companies of Shanghai Stock Exchange, and he enjoys government subsidies from the State Council. Mr. Xia has served as an independent director of Guotai Jun'an Co., Ltd. (國泰君安股份有限公司) (a company listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, stock code: 601211, HK. 2611) since May 2016; Mr. Xia has served as an independent director of Juneyao Airlines Co., Ltd. (上海吉祥航空股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 603885) since July 2017. Mr. Xia has served as an independent director of Guotai Junan Co., Ltd. (國泰君安股份有限公司) (a company listed on the Shanghai Stock Exchange and the Stock Exchange with stock code 601211 and HK.2611, respectively) from May 2016 to May 2022, has been an external supervisor of Industrial Bank Co., Ltd. (興業銀行股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 601166) from May 2016 to May 2022, has served as an independent director of Yanggo Group Co., Ltd (陽光城集團股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code 000671) from December 2020 to August 2022 and has served as an independent director of Baoshan Iron and Steel Co., Ltd. (寶山鋼鐵股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 600019) from April 2013 to September 2019. Mr. Xia has been an independent non-executive Director of the Company since September 2004.

Mr. Xia is presented for election as an independent non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Xia will enter into a service contract with the Company and he will be entitled to receive remuneration of RMB150,000 (after taxation) per year, of which amount is determined by the Board taking into account the condition of similar companies in the market and the prevailing market conditions subject to approval by the Shareholders at the AGM, from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Xia has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Xia has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Xia confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Xia has served as an independent non-executive Director for more than nine years and his re-election will be subject to a separate resolution to be approved by the Shareholders. Being an independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. Xia has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. Xia would not affect his exercise of independent judgment and is satisfied that Mr. Xia has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. Meanwhile, Mr. Xia satisfies the independence requirements under Rule 3.13 of the Listing Rules. The Board therefore considers the re-election of Mr. Xia as independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

**Mr. Lee Kwok Ming, Don**, aged 65, is a fellow of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) and an associate of the Chartered Institute of Management Accountants in the United Kingdom (英國特許管理會計師公會) and holds a master's degree of science in Business Administration from the University of Bath (英國巴富大學). He is now an independent non-executive director of Bossini International Holdings Limited (a company listed on the Stock Exchange with stock code HK.0592), Want Want China Holdings Limited (a company listed on the Stock Exchange with stock code HK.0151) and Tam Jai International Co. Limited (a company listed on the Stock Exchange with stock code HK.2217). Before his retirement in April 2020, he served as the financial director of Stella International Holdings Ltd. (九興控股有限公司, a company listed on the Stock Exchange with stock code HK.1836). Mr. Lee has held the position of financial director in various listed companies of the Stock Exchange and has more than 30 years of financial management experience and extensive experience in mergers and acquisitions, as well as corporate finance. He joined the Group in May 2003.

Mr. Lee is presented for election as an independent non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Lee will enter into a service contract with the Company and he will be entitled to receive remuneration of RMB150,000 (after taxation) per year, of which amount is determined by the Board taking into account the condition of similar companies in the market and the prevailing market conditions subject to approval by the Shareholders at the AGM, from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Lee has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Lee has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Lee confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Lee has served as an independent non-executive Director for more than nine years and his re-election will be subject to a separate resolution to be approved by the Shareholders. Being an independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. Lee has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. Lee would not affect his exercise of independent judgment and is satisfied that Mr. Lee has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. Meanwhile, Mr. Lee satisfies the independence requirements under Rule 3.13 of the Listing Rules. The Board therefore considers the re-election of Mr. Lee as independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

**Mr. Chen Wei**, aged 60, is the Professor of Management Practice at Peking University HSBC Business School (PHBS) and Director of Centre of Innovation and Entrepreneurship at PHBS. Mr. Chen has served as an independent director of Linklogis Inc. (聯易融科技集團) (a company listed on the Hong Kong Stock Exchange, stock code: HK.9959) since March 2021. Prior to joining PHBS, Mr. Chen was the senior vice president for Didi Chuxing. Before Didi Chuxing, Mr. Chen served as executive vice president and Chief Human Resource Officer (CHRO) at Vanke Enterprises Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 000002). Mr. Chen Wei started up the Hay Group consulting business in China and later served as managing director for Greater China and North East Asia. He became the global executive team member in 2009 and board member in 2013 of Hay Group. Mr. Chen Wei also worked for Coca Cola and Nike in marketing and general management earlier in his business career. Mr. Chen Wei holds a bachelor's degree in Psychology from East China Normal University and a master's degree in Workforce Learning and Development from Pennsylvania State University in USA. He has also graduated from AMP (Advanced Management Program) from Harvard Business School. Mr. Chen has been an independent non-executive director of the Company since 28 March 2018.

Mr. Chen Wei is presented for election as an independent non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Chen Wei will enter into a service contract with the Company and he will be entitled to receive remuneration of RMB150,000 (after taxation) per year, of which amount is determined by the Board taking into account the condition of similar companies in the market and the prevailing market conditions subject to approval by the Shareholders at the AGM, from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Chen Wei has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Chen Wei has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Chen Wei confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Zhao Xin-sheng**, aged 48, is a Chartered Professional Accountant (CPA) of Canada and Certified Information System Auditor (CISA). He has been the managing director of Shanghai Think Bridge Business Consulting Co., Ltd. since October 2002. From September 1996 to September 2002, Mr. Zhao worked at the Audit and Business Advisory Department of Arthur Andersen, mainly responsible for the financial statement auditing of listed companies and multinational enterprises and business consulting in corporate risk and control. From 2010 to 2018, Mr. Zhao served as an independent director of Shanghai Yimin Commercial Group Co., Ltd. He has served as an independent director of Shanghai Bright Power Semiconductor Co., Ltd. (上海晶豐明源半導體股份有限公司)(a company listed on Shanghai Stock Exchange GEM with stock code 688368) since 22 May 2020. Mr. Zhao graduated from Shanghai University of Finance and Economics in 1996 with a bachelor's degree in Accounting. He has rich experience in corporate accounting and financial consulting, human resources allocation, marketing, public relation, corporate merger and acquisition, risk management and internal control as well as legal compliance. Mr. Zhao has been an independent non-executive director of the Company since 29 March 2019.

Mr. Zhao is presented for election as an independent non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Zhao will enter into a service contract with the Company and he will be entitled to receive remuneration of RMB150,000 (after taxation) per year, of which amount is determined by the Board taking into account the condition of similar companies in the market and the prevailing market conditions subject to approval by the Shareholders at the AGM, from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Zhao has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Zhao has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Zhao confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Candidates for Supervisors**

**Mr. Li Feng**, aged 52, is a senior auditor and holds a master's degree of Public Administration at the School of International Relations and Public Affairs of Fudan University. He is currently the senior director of audit and risk control center of Bailian Group. From 1993 to March 2020, Mr. Li Feng worked in the Shanghai Audit Bureau, successively served as staff of Public Transport Audit Office, deputy chief staff member and chief staff member of the Foreign Investment Audit Office, the deputy director of the Law Department (Review and Hearing Office), the deputy director, third-level investigator and second-level investigator of the Law Department (Hearing Office) of the Shanghai Audit Bureau. Mr. Li Feng has served as the senior director of the audit and risk control center of Bailian Group since June 2020. Mr. Li has been a supervisor of Shanghai Bailian since June 2020 and the chairman of the supervisory committee of Shanghai First Pharmaceutical Co., Ltd. ("**First Pharmaceutical**", a company listed on the Shanghai Stock Exchange, stock code: 600833) since October 2020. Mr. Li Feng was appointed as a supervisor of the Company on 22 June 2020. He has been the chairman of the supervisory committee of the Company since 2 December 2021.

Mr. Li Feng is presented for election as a Supervisor at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Li Feng will not enter into a service contract with the Company and he will not be entitled to any remuneration from the Company during the term of serving as a Supervisor.

As at the Latest Practicable Date, Mr. Li Feng has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Li Feng has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Li Feng confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Luo Yang-hong**, aged 42, holds an MBA from Hong Kong Baptist University. From July 2004 to April 2011, Mr. Luo served as Senior Audit Manager of Audit Department of CIS Region of Huawei Technologies Co., Ltd.; From May 2011 to January 2014, he served as Deputy General Manager of the Finance Department of GCL (Group) Holdings Limited; From February 2014 to March 2017, he served as deputy general manager of regional financial cost of Wanda Commercial Management Co., Ltd. Shanghai Regional Company; From April 2017 to June 2020, he served as the deputy general manager of Shenzhen Ping An Integrated Financial Services Co., Ltd.; From September 2020 to February 2021, he served as the chief financial officer of Hengtai Business Management Group Co., Ltd.; From April 2021 to September 2022, he served as the chief financial officer of Shanghai Eye Control Technology Co., Ltd.; Since October 2022, he has served as the deputy general manager of finance of Shanghai Bailian.

Mr. Luo is presented for election as a Supervisor at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2025, subject however to the articles of association of the Company. If elected, Mr. Luo will not enter into a service contract with the Company and he will not be entitled to any remuneration from the Company during the term of serving as a Supervisor.

As at the Latest Practicable Date, Mr. Luo has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Luo has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Luo confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that need to be brought to the attention of the Shareholders and the Stock Exchange.

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## NOTICE OF AGM

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*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00980)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “**AGM**”) of Lianhua Supermarket Holdings Co., Ltd. (the “**Company**”) for the year 2022 will be held at 9:30 a.m. on Thursday, 15 June 2023 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the People's Republic of China (the “**PRC**”), to consider and, if thought fit, pass the following ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. To approve the work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2022;
2. To approve the work report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2022;
3. To approve the consolidated audited financial statements of the Company and the report of the international auditors for the year ended 31 December 2022;
4. To approve the profit distribution proposal of the Company for the year ended 31 December 2022 for not distributing final dividend;
5. To approve the re-appointment of Shanghai Certified Public Accountants as the Company's PRC auditors and Deloitte Touche Tohmatsu as the Company's international auditors for the period from the conclusion of the annual general meeting of the Company for the year 2022 to the conclusion of the annual general meeting of the Company for the year 2023 and to authorize the Board to fix their respective remuneration; and



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## NOTICE OF AGM

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6. To approve the members of the eighth session of the Board of the Company (*Note 1*)
- (i) To approve the appointment of Mr. Pu Shao-hua as a non-executive director of the eighth session of the Board;
  - (ii) To approve the appointment of Mr. Shi Xiao-long as a non-executive director of the eighth session of the Board;
  - (iii) To approve the appointment of Mr. Chong Xiao-bing as an executive director of the eighth session of the Board;
  - (iv) To approve the appointment of Ms. Hu Xiao as a non-executive director of the eighth session of the Board;
  - (v) To approve the appointment of Ms. Zhang Shen-yu as a non-executive director of the eighth session of the Board;
  - (vi) To approve the appointment of Mr. Dong Xiao-chun as a non-executive director of the eighth session of the Board;
  - (vii) To approve the appointment of Mr. Wong Tak Hung as a non-executive director of the eighth session of the Board;
  - (viii) To approve the appointment of Mr. Xia Da-wei as an independent non-executive director of the eighth session of the Board;
  - (ix) To approve the appointment of Mr. Lee Kwok Ming, Don as an independent non-executive director of the eighth session of the Board;
  - (x) To approve the appointment of Mr. Chen Wei as an independent non-executive director of the eighth session of the Board;
  - (xi) To approve the appointment of Mr. Zhao Xin-sheng as an independent non-executive director of the eighth session of the Board;

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## NOTICE OF AGM

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7. To approve the members of the eighth session of the supervisory committee of the Company: *(Note 2)*
  - (i) To approve the appointment of Mr. Li Feng as a supervisor of the eighth session of the supervisory committee of the Company;
  - (ii) To approve the appointment of Mr. Luo Yang-hong as a supervisor of the eighth session of the supervisory committee of the Company; and
8. To approve the proposed remuneration of each of the independent non-executive directors of the eighth session of the Board as RMB150,000 (after taxation) per annum and the grant of authorization to the chairman of the eighth session of the Board to enter into letter of appointment with each of the independent non-executive directors.

By order of the Board  
**Lianhua Supermarket Holdings Co., Ltd.**  
**Pu Shao-hua**  
*Chairman*

Shanghai, the PRC, 26 April 2023

*Notes:*

1. Please refer to Appendix I of the circular for details of the candidates for Directors.
2. Please refer to Appendix II of the circular for details of the candidates for Supervisors.
3. The H shares share registrar of the Company will be closed from Monday, 15 May 2023 to Thursday, 15 June 2023 (both days inclusive), during which no transfer of H shares of the Company (“**H Shares**”) will be effected. Any holders of H Shares, whose names appear on the Company’s Register of Members on Thursday, 15 June 2023, are entitled to attend and vote at the AGM after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the AGM, persons holding H Shares shall lodge share transfer documents and the relevant share certificates with the H Shares share registrar not later than 4:30 p.m. on Friday, 12 May 2023.
4. The address of the Company’s share registrar for share transfer of H Shares in Hong Kong is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

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## NOTICE OF AGM

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5. Holders of H Shares of the Company, who intend to attend the AGM, must complete the reply slips for attending the AGM and return them to the office of the secretary to the Board not later than 20 days before the date of the AGM. Details of the office of the secretary to the Board are as follows:

13th Floor  
Bailian Central Plaza  
1258 Zhen Guang Lu  
Shanghai  
The PRC  
Tel: (8621) 5278 9576  
Fax: (8621) 5279 7976

6. Each holder of H Shares who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his/her/its behalf at the AGM. A shareholder of the Company who has appointed more than one proxy may only vote by poll. Each shareholder of the Company who wished to appoint one or more proxies should first review the annual report of the Company for the year ended 31 December 2022.
7. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified.
8. In the case of holder of H Shares of the Company, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
9. Each holder of domestic shares of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as paid up in Renminbi (the "**Domestic Shares**") and of unlisted foreign shares of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as paid up in foreign currency (the "**Unlisted Foreign Shares**") is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his/her/its behalf at the AGM. Notes (7) to (8) also apply to holders of the Domestic Shares and Unlisted Foreign Shares, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board, the address of which is set out in Note (5) above, not less than 24 hours before the time for holding the AGM or any adjournment, thereof in order for such documents to be valid.
10. Shareholders shall produce their identity documents when attending the meeting. If a proxy attends the AGM on behalf of a shareholder of the Company, he/she should produce his/her identity card and the instrument signed by the shareholder or his/her legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the AGM, such legal representative should produce his/her identity card and valid documents evidencing his/her capacity as such legal representative. If a legal person share shareholder appoints a representative of the company other than its legal representative to attend the AGM, such representative should produce his/her identity card and an authorization instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.

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## NOTICE OF AGM

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11. The AGM is expected to last for half a day. Shareholders of the Company attending the AGM are responsible for their own transportation and accommodation expenses.

*As at the date of this notice, the directors of the Company are:*

*Executive director:* Chong Xiao-bing;

*Non-executive directors:* Pu Shao-hua, Shi Xiao-long, Xu Pan-hua,  
Zhang Shen-yu, Dong Xiao-chun and  
Wong Tak Hung;

*Independent non-executive directors:* Xia Da-wei, Lee Kwok Ming, Don, Chen Wei and Zhao  
Xin-sheng.