

---

## IMPORTANT

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.*



## **GOLDEN EAGLE RETAIL GROUP LIMITED**

**金鷹商貿集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code : 3308)**

*Executive Directors:*

WANG Hung, Roger (*Chairman*)

TAN Jianlin

*Independent non-executive Directors:*

WONG Chi Keung

LAY Danny J

LO Ching Yan

*Head Office in the PRC:*

17th Floor, Block A

Golden Eagle World

No. 888 Yingtian Street

Jianye District

Nanjing, the PRC

*Principal Place of Business in Hong Kong:*

Unit 1206, 12th Floor

Tower 2, Lippo Centre

89 Queensway

Hong Kong

28 April 2023

To the shareholders

*Dear Sir or Madam,*

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**AND**

### **RE-ELECTION OF DIRECTORS**

**AND**

### **NOTICE OF ANNUAL GENERAL MEETING**

It is proposed that at the annual general meeting (the “Annual General Meeting”) of Golden Eagle Retail Group Limited (the “Company”) to be held at Unit 1206, 12th Floor, Tower 2, Lippo Centre, 89 Queensway, Hong Kong on Thursday, 1 June 2023 at 9:30 a.m., resolutions will be proposed to, inter alia, (i) grant to the directors of the Company (the “Directors”) the general mandates to issue and repurchase shares of the Company; and (ii) re-elect Directors.

---

## **IMPORTANT**

---

This circular contains the explanatory statement in compliance with the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and gives all the information reasonably necessary to enable the shareholders of the Company (the “Shareholders”) to make an informed decision as to whether to vote for or against the resolution approving the purchase by the Company of its own shares.

### **GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting, ordinary resolutions will be proposed to (i) grant a general mandate to the Directors to allot, issue and deal with the shares of the Company up to 20 per cent. of the total number of shares of the Company in issue (the “Share Issue Mandate”) as at the date of resolution to provide flexibility for the Company to raise fund by issue of new shares efficiently and (ii) subject to the grant of the Share Issue Mandate and the Repurchase Mandate (as defined below), increase the aggregate number of shares in the capital of the Company which may be allotted and issued by the Directors under the Share Issue Mandate by an amount equivalent to the number of shares repurchased by the Company under the Repurchase Mandate. On 21 April 2023 (the “Latest Practicable Date”), being the latest practicable date prior to the printing of this circular, there were in issue an aggregate of 1,660,205,000 shares of HK\$0.10 each in the Company (the “Shares”). Exercise in full of the Share Issue Mandate, on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, could accordingly result in up to 332,041,000 Shares being issued by the Company under the Share Issue Mandate. The Share Issue Mandate allows the Company to issue or agree to issue new Shares only during the period from the passing of the resolution approving the Share Issue Mandate and ending on the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “Articles”) or any applicable law to be held or (iii) the revocation or variation of the Share Issue Mandate by an ordinary resolution of the Shareholders in general meeting.

### **GENERAL MANDATE TO REPURCHASE SHARES**

#### **General mandate to repurchase shares**

At the Annual General Meeting, an ordinary resolution will be proposed to grant a general mandate to the Directors to exercise all powers of the Company to repurchase issued and fully paid Shares (the “Repurchase Mandate”). Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10 per cent. of the total number of shares in issue as at the date of the resolution. The Company’s authority is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules. Based on 1,660,205,000 Shares in issue as at the Latest Practicable Date, exercise in full of the Repurchase Mandate, on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, could accordingly result in up to 166,020,500 Shares being repurchased by the Company. The Repurchase Mandate allows the Company to make or

---

## IMPORTANT

---

agree to make purchases only during the period from the passing of the resolution of the Repurchase Mandate and ending on the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting (the “Repurchase Period”).

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company.

Such repurchases may enhance the net value of the Company and/or earnings per Share. As compared with the financial position of the Company as at 31 December 2022 (being the date of its latest audited accounts), the Directors consider that there would be a material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate are to be exercised in full during the Repurchase Period.

No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by the Articles to purchase the Shares. The Cayman Islands law provides that the amount of capital paid in connection with a share repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Cayman Islands law, the repurchased shares will remain part of the authorised but unissued share capital of the Company.

The Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its Shares.

### **Directors, their close associates and core connected persons**

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell the Shares to the Company nor has he/she/it undertaken not to do so in the event that the Company is authorised to make purchases of Shares.

---

## IMPORTANT

---

### **Undertaking of the Directors**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles.

### **Effect of Takeovers Code**

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer under Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Code”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Golden Eagle International Retail Group Limited (a company wholly-owned by GEICO Holdings Ltd. (“GEICO”) which is in turn wholly-owned by The 2004 RVJD Family Trust (the “Trust”), the family trust of Mr. Wang Hung, Roger, the Chairman and an executive Director of the Company), held 1,151,268,000 Shares, representing approximately 69.35 per cent. of the entire issued share capital of the Company. It was the only substantial shareholder holding more than 10 per cent. of the entire issued share capital of the Company. In the event that the Directors exercise in full the power under the Repurchase Mandate, the shareholding of Golden Eagle International Retail Group Limited in the Company would be increased to approximately 77.05 per cent. of the entire issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code. The Directors will not exercise their powers under the Repurchase Mandate to the extent if that repurchase would result in the number of Shares which are in the hands of the public falling below the minimum public float requirement under the Listing Rules.

### **Listing Rules for repurchases of shares**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase the Shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

#### ***(a) Shareholders’ approval***

The Listing Rules provide that all share repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate, or in relation to specific transactions.

#### ***(b) Source of funds***

Repurchases must be funded out of funds legally available for the purpose in accordance with all applicable laws of the Cayman Islands and the regulations as set out in the Articles.

---

## IMPORTANT

---

### General

During the six months preceding the date of this circular, no Shares have been repurchased by the Company.

During each of the previous twelve months, the highest and lowest traded prices of Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
April	5.86	5.44
May	5.82	5.48
June	5.83	5.47
July	5.77	5.47
August	5.85	5.46
September	5.79	4.83
October	5.15	4.75
November	5.31	4.00
December	5.85	4.68
<b>2023</b>		
January	5.14	4.02
February	4.62	4.04
March	5.45	4.32
1 April 2023 to the Latest Practicable Date	5.26	4.30

### RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles, Mr. Tan Jianlin shall hold office only until the Annual General Meeting and, being eligible, will offer himself for re-election.

In accordance with Article 87(1) and (2) of the Articles, Mr. Lay Danny J and Mr. Lo Ching Yan shall retire from office by rotation and being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with code provision B.2.3 of the Corporate Governance Code under Appendix 14 of the Listing Rules, if an independent non-executive director has served more than 9 years, his appointment should be subject to a separate resolution to be approved by the shareholders. Mr. Wong Chi Keung was appointed as an independent non-executive Director on 26 February 2006 and has served the Company for more than 9 years. The Board, taking into account the fact that the Group has no financial, business, family nor other material relationship with Mr. Wong Chi Keung other than his directorship in the Company, considers that he is still independent and should be re-elected. A separate resolution will be proposed at the Annual General Meeting for the re-election of Mr. Wong Chi Keung.

---

## IMPORTANT

---

Mr. Wong holds more than seven listed company directorships. During his tenure in acting as an independent non-executive Director of the Company and the Chairman or member of the board committees of the Company (the “Board Committees”), Mr. Wong has devoted significant time and efforts in attending to various business affairs of the Company that were brought to the attention, or which required the supervision, of the Board and/or the Board Committees, and with respect to which he has rendered valuable contributions. Mr. Wong is a professional accountant with extensive experience in the financial and corporate management fields. The Company considers that, having regard to his performance during his past tenure, he will be able to continue to contribute as a member of the Board and the Board Committees and will also be able to devote sufficient time in performing his duties as an independent non-executive Director of the Company in spite of his other listed company directorships.

The biographical details of Mr. Tan Jianlin, Mr. Lay Danny J, Mr. Lo Ching Yan and Mr. Wong Chi Keung are as follows:

### **Mr. Tan Jianlin**

Mr. Tan Jianlin (談建林), aged 59, joined the Group in February 2022 as a president, responsible for the Group’s overall operations management and has been appointed as an executive Director of the Company and the chief executive officer of the Group since 18 August 2022. Mr. Tan graduated from Southeast University (東南大學) with a bachelor degree and a master degree in engineering in 1985 and 1988 respectively. Mr. Tan has long been engaged in business operation and management work with 36 years of experience holding managerial positions in the fields of information technology, merchandising and operations management. From 2013 to February 2022, Mr. Tan served as the vice president, president, chief executive officer of Nanjing Central Emporium (Group) Stocks Company Limited (南京中央商場(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange) (the “Central Group”) and was a director of the Central Group from 29 April 2019 to 2 June 2022. Mr. Tan had also served as (i) the general manager of retail operation segment of Suning Universal Company Limited (蘇寧環球股份有限公司) from 2012 to 2013; (ii) the general manager of retail operation segment of Nanjing Global Era Group Co., Ltd. (南京僑鴻國際集團有限公司) from 2007 to 2012; (iii) the general manager of Nanjing New City Commercial Real Estate Company Limited (南京新城市商業置業有限公司) from 2001 to 2007; (iv) the general manager of the information technology department and the store manager of Nanjing Xinjiekou Store under the Group’s wholly-owned subsidiary, Golden Eagle International Retail Group (China) Co., Ltd. (金鷹國際商貿集團(中國)有限公司) from 1995 to 2001; and (v) the software engineer of Jiangsu Computing Technology Research Center Company Limited (江蘇省計算技術研究所) from 1988 to 1995.

Mr. Tan has entered into a service contract with the Company and the contract can be terminated by either party giving one-month prior notice to the other in writing. Mr. Tan is entitled to an annual remuneration of RMB1,200,000, and a discretionary bonus as determined by the remuneration committee of the Company. Such remuneration is determined with reference to Mr. Tan’s roles, duties, and responsibilities in the Group.

---

## IMPORTANT

---

As at the Latest Practicable Date, Mr. Tan did not have any interest in the Shares which are required to be disclosed within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “SFO”).

Mr. Tan acted as the president of the Company from 21 February 2022 until 17 August 2022. Save as disclosed above, Mr. Tan did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company or other members of the Group or other major appointments and professional qualifications.

### **Mr. Lay Danny J**

Mr. Lay Danny J (雷壬鯤), aged 71, was elected as an independent non-executive Director of the Company on 21 May 2014. Mr. Lay graduated with a B.S. in Physics from Chung Yuan University of Taiwan and obtained an MBA degree from Drury University in Missouri of the United States of America. Mr. Lay is a certified executive coach, through the Columbia University Executive Coaching Certification Program, and also certified by the International Coach Federation. He also served as a director and a member of the Board of Trustees at Drury University in Missouri of the United States of America from 2015 to 2021. Mr. Lay has over 38 years of experience in operational management. He was (i) the Special Assistant to the Governor of the State of Missouri, United States of America; (ii) the Commissioner for U.S. Banks; (iii) the General Manager of Ridge Tool Asia Pacific; (iv) the Director of Ridge Tool (Australia) Pty. Ltd., Leroy Somer Electro-Technique (Fuzhou) Co., Ltd., Tsubaki Emerson Co. Osaka, Japan, ClosetMaid (Jiangmen) Ltd., Tsubaki Emerson HSC (Tianjin) Co., Emerson Electric (China) Holdings Co., Ltd., Zhejiang Emerson Motor Co. Ltd., Emerson Electric (M) Sdn. Bhd., Emerson Electric (Thailand) Ltd., the Director and President of Emerson Electric Company, Greater China; (v) the Chairman and General Manager of Emerson Trading (Shanghai) Co., Ltd.; (vi) the Managing Director of Emerson Electric (Taiwan) Co., Ltd.; (vii) the Business Leader of Emerson Commercial and Residential Solutions, Asia Pacific Region; (viii) the Vice President of Business Development & Operations, Emerson Electric Company, South-east Asia Region; (ix) the Chairman and Director of Emerson Professional Tools (Shanghai) Ltd. and (x) the Director of Emerson Junkang Enterprise (Shanghai) Co., Ltd.. Mr. Lay was also an independent non-executive director of Forward Electronics Company, Limited (a company listed on the Taiwan GreTai Securities Market) during the period between 23 June 2016 to 9 August 2021.

Mr. Lay (i) has entered into a service contract with the Company for a term of one year commencing from 21 May 2022 and (ii) if Mr. Lay is elected, he will enter into another service contract with the Company for a term of one year commencing from 1 June 2023. Pursuant to the said service contract, Mr. Lay is entitled to an annual director’s fee of HK\$144,000. The director’s fee of Mr. Lay is determined with reference to the prevailing range of emolument for independent non-executive directors of listed companies in Hong Kong.

As at the Latest Practicable Date, Mr. Lay did not have any interest in the Shares which are required to be disclosed within the meaning of Part XV of the SFO.

---

## IMPORTANT

---

Save as disclosed above, Mr. Lay did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company or other members of the Group or other major appointments and professional qualifications.

### **Mr. Lo Ching Yan**

Mr. Lo Ching Yan (盧正昕), aged 79, was elected as an independent non-executive Director of the Company on 23 May 2019. Mr. Lo graduated from National Chengchi University of Taiwan with a bachelor degree in International Trade and obtained an MBA degree in 1970 and an Honorary Doctor's degree in Law in 2008 from Indiana State University of the United States of America. Mr. Lo has been a banker for more than 44 years. He served as a vice president at Citibank in New York from 1970 to 1976, and was seconded to Citibank in Taiwan from 1976 to 1986. He handled high-value syndicated loans for national corporations and unsecured term loans for small and medium enterprises during his term of office in Taiwan. He established Bank SinoPac (with total assets amounted to US\$50 billion in 2008) in Taiwan in 1992 and became its chief executive officer. In 1997, Bank SinoPac acquired Far East National Bank in California and he became the chairman of Far East National Bank. From 1997 to 2002, he also acted as the chief advisor of First Sino Bank in Shanghai for 5 years to assist its growth during its start-up period. He established SinoPac Holdings Company Limited in 2002, which engages in commercial banking, securities and insurance. In 2010, he became the chairman of Cosmos Bank in Taiwan and was responsible for improving its business performance. In 2014, he left Cosmos Bank upon its acquisition by China Development Financial Holding Corporation, and became the chief executive officer of Taurus Investment Corporation.

Mr. Lo has entered into a service contract with the Company for a term of one year commencing from 2 June 2022. Pursuant to the said service contract, Mr. Lo is entitled to an annual director's fee of HK\$144,000. The director's fee of Mr. Lo is determined with reference to the prevailing range of emolument for independent non-executive directors of listed companies in Hong Kong.

As at the Latest Practicable Date, Mr. Lo did not have any interest in the Shares which are required to be disclosed within the meaning of Part XV of the SFO.

Mr. Lo did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company or other members of the Group or other major appointments and professional qualifications.



---

## IMPORTANT

---

### **Mr. Wong Chi Keung**

Mr. Wong Chi Keung (黃之強), aged 68, has been serving the Company as an independent non-executive Director since February 2006. Mr. Wong holds an MBA degree from University of Adelaide in Australia. He is a fellow member of Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia; an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and The Chartered Institute of Management Accountants. Mr. Wong is a Responsible Officer for the licensed activities of asset management and advising on securities for Beagle Asset Management Company Limited (formerly known as CASDAQ International Capital Market (HK) Company Limited) under the Securities and Futures Ordinance of Hong Kong since 19 April 2016. Mr. Wong has over 46 years of experience in finance, accounting and management. Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of Yuexiu Property Company Limited (formerly known as Guangzhou Investment Company Limited), a company listed on the Stock Exchange, for over 10 years since December 1992. He currently also serves as an independent non-executive director and a member of the audit committee of various companies listed on the Stock Exchange, including Asia Orient Holdings Limited, Asia Standard International Group Limited, Asia Standard Hotel Group Limited, Century City International Holdings Limited, China Ting Group Holdings Limited, Changyou Alliance Group Limited (formerly known as Fortunet e-Commerce Group Limited), Yuan Heng Gas Holdings Limited (formerly known as Ngai Lik Industrial Holdings Limited), Paliburg Holdings Limited, Regal Hotels International Holdings Limited and Zhuguang Holdings Group Company Limited respectively. Mr. Wong is also an independent non-executive director of TPV Technology Limited which was privatised with effect from 14 November 2019. Mr. Wong was an independent non-executive director of Guoan International Limited during the period between 13 April 2021 to 9 June 2021.

Mr. Wong has entered into a service contract with the Company for a term of one year commencing from 26 February 2023. Pursuant to the said service contract, Mr. Wong is entitled to an annual director's fee of HK\$216,000. The director's fee of Mr. Wong is determined with reference to the prevailing range of emolument for independent non-executive directors of listed companies in Hong Kong.

As at the Latest Practicable Date, Mr. Wong did not have any interest in the Shares which are required to be disclosed within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wong did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company or other members of the Group or other major appointments and professional qualifications.

None of Mr. Tan Jianlin, Mr. Lay Danny J, Mr. Lo Ching Yan and Mr. Wong Chi Keung has any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

---

## **IMPORTANT**

---

Save as disclosed above, each of Mr. Tan Jianlin, Mr. Lay Danny J, Mr. Lo Ching Yan and Mr. Wong Chi Keung has confirmed that he is not aware of any other matters in relation to his own re-election which are required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders.

### **CLOSURE OF REGISTER OF MEMBERS**

The Company's Register of Members will be closed from Thursday, 25 May 2023 to Thursday, 1 June 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice convening the Annual General Meeting to be held at Unit 1206, 12th Floor, Tower 2, Lippo Centre, 89 Queensway, Hong Kong on Thursday, 1 June 2023 at 9:30 a.m. or any adjournment thereof is set out on pages 12 to 15 of this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at <http://www.hkexnews.hk> and the website of the Company at <http://www.getetail.com>. In order to be valid, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy will not preclude you from attending at the Annual General Meeting or any adjourned meeting thereof (as the case may be) should you so wish.

Pursuant to the Rule 13.39(4) of the Listing Rules, all the resolutions proposed to be approved at the Annual General Meeting will be taken by poll. The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the websites of the Company and the Stock Exchange in accordance with Rule 13.39(5) of the Listing Rules.

---

## IMPORTANT

---

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the grant of the Share Issue Mandate, the extension of the Share Issue Mandate, the Repurchase Mandate and the re-election of Directors are in the best interest of the Company and the Shareholders and so recommend you to vote in favour of the resolutions at the Annual General Meeting. The Directors will vote all their shareholdings in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
**WANG Hung, Roger**  
*Chairman*

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### GOLDEN EAGLE RETAIL GROUP LIMITED

### 金鷹商貿集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code : 3308)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Annual General Meeting”) of the abovenamed company (the “Company”) will be held at Unit 1206, 12th Floor, Tower 2, Lippo Centre, 89 Queensway, Hong Kong on Thursday, 1 June 2023 at 9:30 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2022.
- 2A. To re-elect Mr. Tan Jianlin as an executive director of the Company.
- 2B. To re-elect Mr. Lay Danny J as an independent non-executive director of the Company.
- 2C. To re-elect Mr. Lo Ching Yan as an independent non-executive director of the Company.
- 2D. To re-elect Mr. Wong Chi Keung as an independent non-executive director of the Company.
- 2E. To authorise the remuneration committee of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:
  - A. **“THAT:**
    - (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

**B. “THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon resolution no. 4B above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 4B above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above.”

By Order of the Board  
**Tai Ping, Patricia**  
*Company Secretary*

Hong Kong, 28 April 2023

*Principal Place of Business in Hong Kong:*  
Unit 1206, 12th Floor  
Tower 2, Lippo Centre  
89 Queensway  
Hong Kong

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) If Typhoon signal number 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.geretail.com> and on the HKExnews website of the Stock Exchange at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (2) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. The Company would like to remind member that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising their voting rights and strongly recommends that member appoint the Chairman of the Annual General Meeting as their proxy and submit their form of proxy as early as possible. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office 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 48 hours before the time for holding the meeting or adjourned meeting.
- (4) The register of members of the Company will be closed from Thursday, 25 May 2023 to Thursday, 1 June 2023 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the annual general meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.