THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **GOME Retail Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee.

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.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

GOME RETAIL HOLDINGS LIMITED
國美零售控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 493)

(I) ALLOTMENT AND ISSUE OF SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE; AND
(II) NOTICE OF SPECIAL GENERAL MEETING

Financial Adviser to the Company

Ignite Capital

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 4 to 17 of this circular. A notice convening the SGM of the Company to be held at 20/F., Officeplus@sheung wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on 17 March 2026 at 2:30 p.m. is set out on pages 18 to 20 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed with this circular.

Whether or not you intend to attend the SGM, you are requested to complete and sign the accompanying form of proxy, in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish, in such event, the relevant form of proxy shall be deemed to be revoked.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

REMINDERS FOR THE SGM

- No gift coupon will be distributed at the SGM.
- If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 12:30 p.m. on 17 March 2026 and/or the Hong Kong Observatory has announced at or before 12:30 p.m. on 17 March 2026 that either of the above mentioned warnings is to be issued within the next two hours or the extreme conditions as announced by the Hong Kong Special Administrative Government still exists two hours prior to 2:30 p.m. on 17 March 2026, the SGM shall automatically be postponed until further notice.

* *For identification purpose only.*

27 February 2026

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"Agreed Exchange Rate"	RMB1 = HK$1.1182;
"Announcement"	the announcement of the Company dated 16 January 2026 in relation to the Subscription;
"Board"	the board of the Company;
"Company"	GOME Retail Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 493);
"Completion"	the completion of the allotment and issue of the relevant Subscription Shares to the relevant Subscriber or its nominee shall take place on the third business day after the date on which the conditions precedent to completion of the relevant Subscription Agreement have been satisfied, or such other date as may be agreed by the parties to the relevant Subscription Agreement;
"Director(s)"	the directors of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issue Price"	the issue price of HK$0.015 per Share;
"JD Share Issue"	the proposed issue of a total of 284,116,885 new Shares to settle the outstanding convertible bonds of the Company held by Danube Innovation Limited (a company ultimately controlled by JD.com, Inc.) and accrued and penalty interests, details of which are set out in the announcements of the Company dated 31 March 2025 and 17 July 2025 and the circular of the Company dated 30 June 2025;

"Latest Practicable Date"	24 February 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
"Listing Committee"	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing;
"Listing Rules"	the Rules Governing the Listing of Securities of the Stock Exchange (as amended from time to time);
"Parties"	the Company, Subscriber A, Subscriber A Nominee and Subscriber B;
"PRC"	the People's Republic of China;
"RMB"	Renminbi, the lawful currency of the PRC;
"Settlement Amount A"	RMB290,000,000 (or HK$324,278,000 at the Agreed Exchange Rate);
"Settlement Amount B"	RMB46,813,886.34 (or HK$52,347,287.71 at the Agreed Exchange Rate);
"SGM"	the special general meeting of the Company to be held at 20/F., Officeplus@sheung wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on 17 March 2026 at 2:30 p.m. for the approval of the Subscription Agreements and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant to the Specific Mandate);
"Shares"	ordinary shares of HK$0.025 each of the Company;
"Shareholder(s)"	shareholder(s) of the Company;
"Specific Mandate"	the specific mandate to be sought from the Shareholders to authorise the allotment and issue of the Subscription Shares under the Subscription;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;

"Subscriber A"	上海金鉑鼎企業服務有限公司 (Shanghai Jinboding Enterprise Services Co., Ltd.*), a company established in the PRC;
"Subscriber A Nominee"	Jinboding Investment Management Limited, a company incorporated in Hong Kong with limited liability;
"Subscriber B"	China TaiYue Technology Limited, a company incorporated in Hong Kong with limited liability;
"Subscribers"	collectively, the Subscriber A and Subscriber B;
"Subscription"	the allotment and issue of the relevant Subscription Shares to the relevant Subscriber or its nominee pursuant to the terms of the relevant Subscription Agreement;
"Subscription Agreement A"	the agreement dated 16 January 2026 entered into between the Company, Subscriber A and Subscriber A Nominee;
"Subscription Agreement B"	the agreement dated 16 January 2026 entered into between the Company and Subscriber B;
"Subscription Agreements"	collectively, the Subscription Agreement A and the Subscription Agreement B;
"Subscription Shares A"	21,618,533,333 Shares to be allotted and issued pursuant to the Subscription Agreement A;
"Subscription Shares B"	3,489,819,180 Shares to be allotted and issued pursuant to the Subscription Agreement B;
"Subscription Shares"	collectively, the Subscription Shares A and the Subscription Shares B;
"Zhongke Taiyue"	中科泰岳(北京)科技有限公司 (Zhongke Taiyue (Beijing) Technology Co., Ltd.*), a company established in the PRC; and
"%"	per cent.

* *For identification purposes only*

GOME RETAIL HOLDINGS LIMITED
國美零售控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 493)

Executive Directors:
Mr. Zou Xiao Chun
Mr. Ding Jiang Ning
Ms. Wei Ting

Independent non-executive Directors:
Mr. Wang Gao
Mr. Lui Wai Ming
Mr. Liu Yin Hong

Registered office:
Victoria Place
1st Floor
31 Victoria Street
Hamilton HM10
Bermuda

Head office:
Suite 2915, 29th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong

27 February 2026

To the Shareholders

Dear Sir/Madam,

ALLOTMENT AND ISSUE OF SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the proposed allotment and issue of Subscription Shares under specific mandate by the Company.

The purpose of this circular is to provide you with the information, among other things, (i) further details of the Subscription Agreements and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant to the Specific Mandate); (ii) a notice convening the SGM; and (iii) other information required under the Listing Rules.

ALLOTMENT AND ISSUE OF SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE

On 16 January 2026, the Company, Subscriber A and Subscriber A Nominee entered into the Subscription Agreement A, pursuant to which the Company conditionally agreed to allot and issue, and Subscriber A (through Subscriber A Nominee) conditionally agreed to subscribe for a total of 21,618,533,333 Shares at the Issue Price of HK$0.015 per Share. Upon completion of the Subscription Agreement A, the Settlement Amount A, being RMB290,000,000 (or HK$324,278,000 at the Agreed Exchange Rate) owed by the Group to Subscriber A will be deemed irrevocably and unconditionally discharged by way of the allotment and issue of such Shares.

On 16 January 2026, the Company and Subscriber B entered into the Subscription Agreement B, pursuant to which the Company conditionally agreed to allot and issue, and Subscriber B conditionally agreed to subscribe for a total of 3,489,819,180 Shares at the Issue Price of HK$0.015 per Share. Upon completion of the Subscription Agreement B, the Settlement Amount B, being RMB46,813,886.34 (or HK$52,347,287.71 at the Agreed Exchange Rate) owed by the Group to Zhongke Taiyue will be deemed irrevocably and unconditionally discharged by way of the allotment and issue of such Shares.

The Subscription Shares

The Subscription Shares A (namely 21,618,533,333 Shares) represent:

(i) approximately 45.14% of the entire issued share capital of the Company as at the Latest Practicable Date; and

(ii) approximately 29.61% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, assuming that there will be no change in the issued share capital of the Company (other than the allotment and issue of the Subscription Shares) between the Latest Practicable Date and completion of the Subscription Agreements.

In 2024, Subscriber A acquired certain debts from Shanghai State-owned Assets Management Limited Company (上海國有資產經營有限公司), which in turn acquired the debts from Shanghai Bank Jiading Branch. As at the date of the Subscription Agreement A, the Group owed Subscriber A a total of RMB672,000,000 in outstanding principal amount. Upon completion of the Subscription Agreement A, the Settlement Amount A, being RMB290,000,000 (or HK$324,278,000 at the Agreed Exchange Rate) owed by the Group to Subscriber A will be deemed irrevocably and unconditionally discharged by way of the allotment and issue of such Shares, and the remaining amount owing by the Group to Subscriber A would become approximately RMB382,000,000. The Settlement Amount A has been determined based on the negotiations between the Group and Subscriber A with respect to the Company's recent share price performance (further details of which are set out below) and the shareholding percentage to be held by Subscriber A upon completion of the Subscription without obtaining control (as defined in the Code on Takeovers and Mergers issued by the Securities and Futures Commission) of the Company.

The number of Subscription Shares A has been calculated by dividing the Settlement Amount A by the Issue Price. The Subscription Shares A have an aggregate nominal value of approximately HK$540,463,333.33 and market value of HK$324,278,000 based on the closing price of HK$0.015 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement A.

The Subscription Shares B (namely 3,489,819,180 Shares) represent:

(i) approximately 7.29% of the entire issued share capital of the Company as at the Latest Practicable Date;

(ii) approximately 6.79% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares B, assuming that there will be no change in the issued share capital of the Company (other than the allotment and issue of the Subscription Shares B) between the Latest Practicable Date and completion of the Subscription Agreement B; and

(iii) approximately 4.78% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, assuming that there will be no change in the issued share capital of the Company (other than the allotment and issue of the Subscription Shares) between the Latest Practicable Date and completion of the Subscription Agreements.

Subscriber B, as a company incorporated in Hong Kong, is an agent or the designated nominee of Zhongke Taiyue, a company established in the PRC, for receiving the Subscription Shares B on behalf of Zhongke Taiyue. Zhongke Taiyue is the Group's IT service provider, which develops integrated online and offline systems for the Group's stores and online platforms. The Settlement Amount B represents the total amount of outstanding IT service fees owing by the Group to Zhongke Taiyue. Upon completion of the Subscription Agreement B and the allotment and issue of the Subscription Shares B to Subscriber B, the Settlement Amount B, being RMB46,813,886.34 (or HK$52,347,287.71 at the Agreed Exchange Rate) owed by the Group to Zhongke Taiyue will be deemed irrevocably and unconditionally discharged by way of the allotment and issue of such Shares, after which the Group would have no other outstanding debts owing to Zhongke Taiyue.

The number of Subscription Shares B has been calculated by dividing the Settlement Amount B by the Issue Price. The Subscription Shares B have an aggregate nominal value of HK$87,245,479.50 and market value of HK$52,347,287.71 based on the closing price of HK$0.015 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement B.

The Subscription Shares (namely 25,108,352,513 Shares, comprising the Subscription Shares A and the Subscription Shares B) represent:

(i) approximately 52.43% of the entire issued share capital of the Company as at the Latest Practicable Date; and

(ii) approximately 34.40% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, assuming that there will be no change in the issued share capital of the Company (other than the allotment and issue of the Subscription Shares) between the Latest Practicable Date and completion of the Subscription Agreements.

The Subscription Shares have an aggregate nominal value of HK$627,708,812.83 and market value of HK$376,625,287.71 based on the closing price of HK$0.015 per Share as quoted on the Stock Exchange on the date of the Subscription Agreements.

Issue Price

The Subscription Shares will be allotted and issued at the Issue Price of HK$0.015 per Share.

The Issue Price represents:

(i) the closing price of HK$0.015 per Share as quoted on the Stock Exchange on 16 January 2026, being the date of the Subscription Agreements;

(ii) a premium of approximately 5.63% over the average closing price of HK$0.0142 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately preceding 16 January 2026, being the date of the Subscription Agreements;

(iii) a premium of approximately 6.38% over the average closing price of HK$0.0141 per Share as quoted on the Stock Exchange for the ten consecutive trading days of the Shares immediately preceding 16 January 2026, being the date of the Subscription Agreements;

(iv) a premium of approximately 3.45% over the average closing price of HK$0.0145 per Share as quoted on the Stock Exchange for the thirty consecutive trading days of the Shares immediately preceding 16 January 2026, being the date of the Subscription Agreements;

(v) no theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules), taking into account the theoretical diluted price of approximately HK$0.015 per Share which is the same as the benchmarked price of approximately HK$0.015 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Announcement of HK$0.015 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Announcement of HK$0.0142 per Share);

(vi) no cumulative theoretical dilution effect in aggregation with the JD Share Issue, taking into account the cumulative theoretical diluted price of approximately HK$0.0228 per Share as compared to the benchmarked price of HK$0.018 per Share in respect of the JD Share Issue (taking into account the higher of the closing price on the date of the announcement relating to the JD Share Issue dated 31 March 2025 of HK$0.017 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of such announcement of HK$0.018 per Share); and

(vii) a discount of approximately 6.25% to the closing price of HK$0.016 per Share as quoted on the Stock Exchange on 24 February 2026, being the Latest Practicable Date.

The Issue Price has been determined through arm's length negotiations between the Company and the Subscribers after taking into account the Company's share price performance in the different periods set out above and the Subscribers' assessment of its acceptance of the terms of the settlement by way of debt-to-equity swaps whereby the debts can be settled without further delay and the Subscribers may benefit from the potential appreciation in value of the Company's shares in future. After further considering the reasons for and benefits of the Subscription set out in the paragraph headed "Reasons for and benefits of the Subscription and Use of Proceeds" below, the Board is of the view that the Issue Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Ranking of the Subscription Shares

The Subscription Shares, when allotted and issued, will be free of all encumbrances and rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Subscription Shares.

Conditions to completion of each of the Subscription Agreements

Completion of each of the Subscription Agreements is subject to the satisfaction of the following conditions:

(i) the passing of all necessary resolution(s) by the Shareholders at the SGM approving relevant Subscription Agreement and the transactions contemplated thereunder (including the allotment and issue of the relevant Subscription Shares pursuant to the Specific Mandate) in accordance with the Listing Rules; and

(ii) the grant by Listing Committee of the listing of, and permission to deal in, the relevant Subscription Shares on the Stock Exchange.

If the above conditions precedent are not satisfied on or before 30 June 2026 or such other date as may be agreed between the parties to the relevant Subscription Agreement, all rights and obligations of the parties in respect of or under the relevant Subscription Agreement shall cease and terminate, except for any rights or obligations accrued prior to such termination.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Completion

Completion of the allotment and issue of the relevant Subscription Shares to the relevant Subscriber or its nominee shall take place on the third business day after the date on which the conditions precedent to completion of the relevant Subscription Agreement have been satisfied, or such other date as may be agreed by the parties to the relevant Subscription Agreement.

Completion of the Subscription Agreement A is conditional on completion of the Subscription Agreement B. For the avoidance of doubt, completion of the Subscription Agreement B is not conditional on completion of the Subscription Agreement A.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in, the Subscription Shares.

SPECIFIC MANDATE

The Subscription Shares will be allotted and issued under the Specific Mandate to be approved by way of ordinary resolution by the Shareholders at the SGM.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND USE OF PROCEEDS

As set out in the interim report of the Company for the six months ended 30 June 2025 published on 26 September 2025, the Group's current liabilities exceeded its current assets by RMB38,626,787,000 as at 30 June 2025. The Group's current liabilities amounted to RMB41,825,128,000, of which RMB23,357,628,000 represented interest-bearing bank and other borrowings as at 30 June 2025, while its cash and cash equivalents amounted to RMB75,048,000 as at 30 June 2025. As at 30 June 2025, the Group's interest-bearing bank and other borrowings, including bonds, bank loans, and other borrowings, amounted to RMB23,363,901,000 in total, with the majority of them were in default or cross-default. Certain banks and other financial institutions have initiated legal actions against the Group on the overdue balances. Furthermore, the suspension of supply of goods from certain major suppliers has significantly impacted the Group's operations.

As set out in the annual report of the Company for the year ended 31 December 2024 published on 30 April 2025, and the quarterly update announcements of the Company dated 30 July 2025, 30 October 2025 and 30 January 2026, the Company has been negotiating with major suppliers, financial institutions, and other creditors on the terms of the debt-to-equity swap agreements. Debt-to-equity swap agreements could help address the relevant debts of the Group without exerting further pressure on the Group's cash flow. They also have significant positive implications. On one hand, it optimises the overall asset-liability structure of the Group through a capital arrangement, and partially resolves significant debt and judicial risks at the subsidiary level; on the other hand, it stabilises relationships with major creditors and business partners. As at the Latest Practicable Date, the Company is still negotiating with various suppliers, service providers, landlords, financial institutions and convertible bond holders or other creditors on the terms of the debt-to-equity swap agreements. It is believed that the Subscription can serve as a feasible demonstration case for handling debt issues with relevant creditors, providing new ideas and options for debt resolution decisions. Apart from debt-to-equity swap arrangements, the Group is also in negotiation with creditors or has entered into agreements with creditors on the restructuring, renewal and/or extension of the relevant debts.

The Subscribers are agents of financial or technical service providers of the Group in the ordinary and usual course of business of the Group. Although the Group will not receive any cash proceeds from the Subscription, the Group expects to repay debt of approximately RMB336.8 million (or approximately HK$376.6 million) in aggregate through the Subscription. The Subscription will therefore assist the Company in partially addressing its debt risks, which will support the restoration of the Company's overall creditworthiness and long-term business operations, as the Group continues to enhance creditors' and other stakeholders' confidence in the Group through making efforts to resolve its debt issues. As set out in the quarterly update announcement of the Company dated 30 January 2026, after the execution of the Subscription Agreement B, Zhongke Taiyue, as the technical service provider participating in the Subscription through Subscriber B, will continue to provide technical system services to the Group.

The Group will continue to communicate and negotiate with Subscriber A regarding the settlement method of the debt remaining to be due to Subscriber A after completion of the Subscription Agreement A in the amount of RMB382,000,000. The settlement proposals include but are not limited to: (i) Subscriber A's potential participation in the next round of debt-to-equity swap plans together with other financial institutions, suppliers, and/or service providers, taking into account the then shareholding interest held by Subscriber A and any parties acting in concert with it in the Company and without obtaining control (as defined in the Code on Takeovers and Mergers issued by the Securities and Futures Commission) of the Company; and/or (ii) repayment with the Group's internal funds and/or funds raised using other methods (including asset disposals and fundraising from potential investors). As at the Latest Practicable Date, the Company and Subscriber A have not entered into any specific or binding agreement or memorandum of understanding regarding any of the above potential repayment arrangements.

The Group has considered other fundraising means including asset disposals and fundraising from potential investors in particular those with state-owned backgrounds. In terms of asset disposals, as at the Latest Practicable Date, the Group has received preliminary interest from two potential buyers for its Chengdu property. As at the Latest Practicable Date, the Company has reached agreements in principle with two potential buyers and is negotiating with them on the transaction arrangements and agreement terms. The proceeds from the sale of the property will primarily be used to repay loans from financial institutions and project fees. The Company has been and will continue to search for potential buyers through direct engagement with companies that have potential demand for commercial properties and logistics bases, as well as through intermediaries who help to identify and introduce potential buyers. In terms of fundraising from potential investors, the Group has been in active negotiations with potential investors, in particular those with state-owned backgrounds, to invest in the Company in order to improve the Company's capital structure. As at the Latest Practicable Date, no concrete or definitive agreement or memorandum of understanding has been entered into by the Group. Upon careful consideration of the current status of the aforementioned fundraising means and the impracticalities associated with other fundraising means such as bank borrowing, placements, rights issue and open offer in view of the Group's current circumstances, the Directors conclude that the Subscription is generally a more suitable option for the Group in settling the relevant debts owing by the Group to the Subscribers.

The Issue Price represents a premium over the share price of the Shares prior to the date of the Subscription Agreements, which is in the interest of the Company and its shareholders. Nonetheless, the Company recognises that the Subscription may dilute the shareholdings of existing Shareholders. After carefully considering several important factors, the Directors believe this potential dilution can be justified. First and foremost, as mentioned above, the Subscription will assist the Company in partially addressing its debt risks, which will support the restoration of the Company's overall creditworthiness and long-term business operations. Second, the Subscription is expected to improve the Group's working capital and strengthen its financial position without increasing overall financing costs, which could also reduce net liabilities of the Group. Last, the Subscription requires Shareholder approval at the upcoming SGM. This process allows Shareholders to review the terms of the Subscription and make informed decisions on supporting or opposing the relevant resolutions.

Based on the above factors, the Board (including the independent non-executive Directors) believes that the Subscription is in the interest of the Company and the Shareholders as a whole and the terms of the Subscription Agreements are fair and reasonable.

INFORMATION ABOUT THE COMPANY

The Company is a limited liability company incorporated in Bermuda and is principally engaged in the operating and managing of retail stores and online sales network for electrical appliances, consumer electronic products and general merchandise in the PRC through self-operated and platform models.

INFORMATION ABOUT THE SUBSCRIBERS

The Subscribers are agents of financial or technical service providers of the Group in the ordinary and usual course of business of the Group. The Subscription has been entered into primarily for the purpose of debt settlement, details of which are set out in the section headed "REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND USE OF PROCEEDS" in this circular. Upon completion of the Subscription, the Subscribers have no intention or plan to change the current Board composition or to change the existing businesses of the Group. Neither Subscriber has any intention or plan to obtain control (as defined in the Code on Takeovers and Mergers issued by the Securities and Futures Commission) of the Company's shares. The Subscribers may continue to hold or may dispose of the Subscription Shares after completion of the Subscription, depending on their investment strategy, market circumstances and the share price of the Shares.

Subscriber A and Subscriber A Nominee

Subscriber A is a limited liability company established in the PRC and is principally engaged in investment holding and the acquisition and disposal of non-performing assets. It is owned as to (a) 69.05% by 上海金尚鉑企業服務有限公司 (Shanghai Jinshangbo Enterprise Service Co., Ltd.*), which is held as to (i) 51% by 上海尼贊建設開發有限公司 (Shanghai Nizan Construction Development Co., Ltd.*), which is in turn ultimately controlled by Mr. Zhao Xubo（趙旭波先生） and (ii) 49% by 上海屹蒞投資管理有限公司 (Shanghai Yili Investment Management Co., Ltd.*), which is in turn owned as to 50% by each of Ms. Wei Guowei（魏國偉女士）and Mr. Yang Xiaohui（楊小會先生）and (b) 30.95% by 上海安捷合創實業發展有限公司 (Shanghai Anjie Hechuang Industrial Development Co., Ltd.*), which is held as to (i) 70% by 上海潤捷嘉實業發展有限公司 (Shanghai Runjiejia Industrial Development Co., Ltd.*)which is in turn ultimately controlled by Mr. Li Jihua（李繼華先生） and (ii) 30% by 上海嶼安實業有限公司 (Shanghai Yu'an Industrial Co., Ltd.*) which is in turn ultimately controlled by Ms. Chen Youai（陳友愛女士）.

Subscriber A Nominee a limited liability company incorporated in Hong Kong and is principally engaged in investment holding. It is a wholly-owned subsidiary of Subscriber A.

In 2024, through public bidding on the Zhejiang Financial Assets Exchange Center Subscriber A acquired certain debts from Shanghai State-owned Assets Management Limited Company（上海國有資產經營有限公司）, which in turn acquired the debts from Shanghai Bank Jiading Branch. Shanghai State-owned Assets Management Limited Company（上海國有資產經營有限公司）is an asset management company established with the approval of the China Banking Regulatory Commission, primarily engaged in the acquisition and disposal of non-performing assets of financial institutions. It first acquired the debt from Shanghai Bank Jiading Branch, and then disposed of the debt through public bidding on the Zhejiang Financial Assets Exchange Center to Subscriber A. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, Subscriber A is an independent third party to Shanghai State-owned Assets Management Limited Company（上海國有資產經營有限公司）and Shanghai Bank Jiading Branch. As at the date of the Subscription Agreement A, the Group owed Subscriber A a total of RMB672,000,000 in outstanding principal amount. Upon completion of the Subscription Agreement A, the Settlement Amount A, being RMB290,000,000 (or HK$324,278,000 at the Agreed Exchange Rate) owed by the Group to Subscriber A will be deemed irrevocably and unconditionally discharged by way of the allotment and issue of such Shares, and the remaining amount owing by the Group to Subscriber A would become approximately RMB382,000,000.

Subscriber B

Subscriber B is a limited liability company incorporated in Hong Kong and is principally engaged in investment holding. It is owned as to 100% by Mr. Wang Han.

Subscriber B, as a company incorporated in Hong Kong, is an agent or the designated nominee of Zhongke Taiyue, a company established in the PRC, for receiving the Subscription Shares B on behalf of Zhongke Taiyue. Zhongke Taiyue is the Group's IT service provider, which develops integrated online and offline systems for the Group's stores and online platforms. Zhongke Taiyue is ultimately owned as to 99% by Ms. Zhang Hui (張慧女士) and 1% by Mr. Wu Dawei (武大偉先生). The Settlement Amount B represents the total amount of outstanding IT service fees owing by the Group to Zhongke Taiyue. Upon completion of the Subscription Agreement B and the allotment and issue of the Subscription Shares B to Subscriber B, the Settlement Amount B, being RMB46,813,886.34 (or HK$52,347,287.71 at the Agreed Exchange Rate) owed by the Group to Zhongke Taiyue will be deemed irrevocably and unconditionally discharged by way of the allotment and issue of such Shares, after which the Group would have no other outstanding debts owing to Zhongke Taiyue.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, (a) each of Subscriber A, Subscriber A Nominee, Zhongke Taiyue/Subscriber B, and their respective ultimate beneficial owners are independent of the Company and its connected persons of the Company, (b) there is no relationship (financial, business, family or otherwise) among Subscriber A and Zhongke Taiyue/Subscriber B and Subscriber A and Zhongke Taiyue/Subscriber B are independent to each other, and (c) each of the Subscribers, Zhongke Taiyue and/or their connected persons and associates did not have any side arrangement, agreement, understanding or undertaking (whether formal or informal and whether express or implied) with the Company, its directors and/or connected persons.

EQUITY FUND RAISING ACTIVITIES IN THE LAST TWELVE MONTHS

Save as disclosed below, the Company did not conduct any equity fund raising activities within the 12 months prior to the Latest Practicable Date.

Date of announcement/ circular	Activity	Use of proceeds stated in the disclosure	Actual use of proceeds as at the Latest Practicable Date
Announcement dated 31 March 2025 and 17 July 2025 and circular dated 30 June 2025	Proposed issue of a total of 284,116,885 new Shares to settle the outstanding convertible bonds of the Company held by Danube Innovation Limited (a company ultimately controlled by JD.com, Inc.) and accrued and penalty interests.	The Group would not receive any fund from such share issue.	Completion of the transaction is yet to take place as at the Latest Practicable Date.

EFFECT OF THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes in the shareholding structure of the Company as a result of the completion of the Subscription Agreement A and the Subscription Agreement B (assuming that there is no other change in the share capital and shareholding structure of the Company from the Latest Practicable Date to the date of completion of both the Subscription Agreement A and the Subscription Agreement B):

	As at the Latest Practicable Date		**Immediately upon completion of the Subscription Agreement B and before completion of the Subscription Agreement A**		**Immediately upon completion of the Subscription Agreements**	
	Number of Shares	*%*	*Number of Shares*	*%*	*Number of Shares*	*%*
Mr. Wong Kwong Yu ("**Mr. Wong**") and his associates *(Note)*	4,923,506,602	10.28	4,923,506,602	9.58	4,923,506,602	6.74
Subscriber A Nominee	–	–	–	–	21,618,533,333	29.61
Subscriber B	–	–	3,489,819,180	6.79	3,489,819,180	4.78
Other public Shareholders	42,967,572,597	89.72	42,967,572,597	83.63	42,967,572,597	58.87
Total	47,891,079,199	100.00	51,380,898,379	100.00	72,999,431,712	100.00

Note:

Among these 4,923,506,602 Shares, 3,315,899,938 Shares are held by Shinning Crown Holdings Inc., 1,200,000,000 Shares are held by Element Assets Management Limited, 160,000,000 Shares are held by Hillwood Assets Management Limited, 246,706,664 Shares are held by Smart Captain Holdings Limited (all the above companies are 100% beneficially owned by Mr. Wong, the substantial shareholder) in the capacity as trustee of a family trust established by Mr. Wong; and 900,000 Shares are held by Ms. Du Juan, the spouse of Mr. Wong.

IMPLICATION UNDER THE LISTING RULES

The Subscription Shares will be allotted and issued under the Specific Mandate, which is subject to the Shareholders' approval at the SGM.

GENERAL

The Subscription is conditional upon, among other things, the passing of ordinary resolution by the Shareholders at the SGM and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares.

SGM

The SGM will be convened for the purpose of considering, and if thought fit, approving the Subscription Agreements and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant to the Specific Mandate).

The voting in respect of the Subscription and the allotment and issue of the Subscription Shares pursuant to the Specific Mandate at the SGM will be conducted by way of poll. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any material interest in the Subscription Agreements and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant to the Specific Mandate) and no Shareholder will be required to abstain from voting on the resolution to approve the Subscription Agreements and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant to the Specific Mandate) at the SGM.

A notice convening the SGM is set out on pages 18 to 20 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed with this circular. If you are not able to attend and/or vote at the SGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL AT THE SGM

Pursuant to Rules 13.39(4) and (5) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands), and an announcement on the poll results of the general meeting must be made by the Company after the general meeting as soon as possible. Accordingly, the resolution to be proposed at the SGM as set out in the notice of the SGM will be voted by poll and an announcement on the poll results of the SGM will be made by the Company as soon as possible after conclusion of the SGM.

CLOSURE OF SHAREHOLDERS' REGISTER

For the purpose of determining the list of shareholders who are entitled to attend and vote at the SGM, the shareholders' register of the Company will be closed from Monday, 16 March 2026 to Tuesday, 17 March 2026 (both dates inclusive). No transfer of Shares will be registered during these days. In order to qualify to attend and vote at the SGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 13 March 2026.

RECOMMENDATIONS

Taking into consideration of the reasons set out in the paragraphs headed "REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND USE OF PROCEEDS" above, the Directors believe that the Subscription is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Subscription.

MISCELLANEOUS

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

Yours faithfully
By order of the Board of
GOME RETAIL HOLDINGS LIMITED
ZOU Xiao Chun
Executive Director

GOME RETAIL HOLDINGS LIMITED
國美零售控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 493)

NOTICE OF SPECIAL GENERAL MEETING AND CLOSURE OF SHAREHOLDERS' REGISTER

NOTICE IS HEREBY GIVEN that the special general meeting of GOME Retail Holdings Limited (the "**Company**") will be held at 20/F., Officeplus@sheung wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on 17 March 2026 at 2:30 p.m. (the "**SGM**") for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**,

(a) the subscription agreement dated 16 January 2026 (the "**Subscription Agreement A**", a copy of which has been produced to the SGM and marked "A" and initialed by the chairman of the SGM for the purpose of identification) entered into between the Company, Shanghai Jinboding Enterprise Services Co., Ltd.*(上海金鉑鼎企業服務有限公司)("**Subscriber A**"), a company established in the PRC, and Jinboding Investment Management Limited ("**Subscriber A Nominee**"), a company incorporated in Hong Kong with limited liability pursuant to which the Company conditionally agreed to allot and issue and the Subscriber A (through Subscriber A Nominee) conditionally agreed to subscribe for 21,618,533,333 new shares of the Company (the "**Subscription Shares A**") at the issue price of HK$0.015 per share, and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;

(b) the subscription agreement dated 16 January 2026 (the "**Subscription Agreement B**", a copy of which has been produced to the SGM and marked "**B**" and initialed by the chairman of the SGM for the purpose of identification) entered into between the Company and China TaiYue Technology Limited ("**Subscriber B**"), a company incorporated in Hong Kong with limited liability, pursuant to which the Company conditionally agreed to allot and issue and the Subscriber B conditionally agreed to subscribe for 3,489,819,180 new shares of the Company (the "**Subscription Shares B**") at the issue price of HK$0.015 per Share, and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;

(c) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the listing of and permission to deal in the Subscription Shares, the Directors be and are hereby granted a specific mandate for the allotment and issue of the Subscription Shares in accordance with the terms of the Subscription Agreements, provided that this specific mandate shall be in addition to, and shall not prejudice not revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

(d) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (including under seal, as applicable) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreements, the allotment and issue of the Subscription Shares and/or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waiver of any of the matters relating thereto or in connection therewith."

CLOSURE OF SHAREHOLDERS' REGISTER

For the purpose of determining the list of shareholders who are entitled to attend and vote at the SGM, the shareholders' register of the Company will be closed from Monday, 16 March 2026 to Tuesday, 17 March 2026 (both dates inclusive). No transfer of Shares will be registered during these days. In order to qualify to attend and vote at the SGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 13 March 2026.

By order of the Board of
GOME RETAIL HOLDINGS LIMITED
ZOU Xiao Chun
Executive Director

Hong Kong, 27 February 2026

Registered office:
Victoria Place
1st Floor
31 Victoria Street
Hamilton HM10
Bermuda

Head office:
Suite 2915, 29th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is holder of two or more shares of the Company may appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.

2. A form of proxy for use at the SGM is enclosed herewith.

3. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer or attorney duly authorised.

4. The form of proxy and the power of attorney or other authority, (if any), under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the SGM or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the SGM or at any adjourned meeting (as the case may be) should they so wish.

5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, (either in person or by proxy), in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting in person or by proxy, the vote of one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.

6. As at the date of this notice, the Board comprises Mr. Zou Xiao Chun, Mr. Ding Jiang Ning and Ms. Wei Ting as executive directors and Mr. Wang Gao, Mr. Lui Wai Ming and Mr. Liu Yin Hong as independent non-executive directors.