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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China MeiDong Auto Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MEIDONG AUTO

China MeiDong Auto Holdings Limited

中國美東汽車控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1268)

PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, DECLARATION OF DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening an annual general meeting of China MeiDong Auto Holdings Limited to be held at Space F, 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 13 May 2026 at 11:30 a.m. is set out on pages 15 to 20 of this circular. Whether or not you are able to attend the annual general meeting in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the office of 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (or any adjournment thereof). Such form of proxy is also published on HKExnews website at www.hkexnews.hk and the Company's website at www.meidongauto.com. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish. For the avoidance of doubt, holders of treasury shares (if any) of the Company shall abstain from voting at the annual general meeting.

21 April 2026

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

"AGM"	the annual general meeting of the Company to be held at Space F, 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 13 May 2026 at 11:30 a.m. (or any adjournment thereof); the notice of annual general meeting is set out on pages 15 to 20 of this circular
"Articles"	the articles of association of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC
"Company"	China MeiDong Auto Holdings Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands, shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	the Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and/or deal with Shares (including any sale and transfer of Treasury Shares out of treasury) as set out in the Ordinary Resolution No. 4 in the notice of the AGM
"Latest Practicable Date"	16 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum and Articles"	the memorandum of association and articles of association, as amended and restated from time to time
"Nomination Committee"	the nomination committee of the Company

"PRC"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau and Taiwan, unless otherwise specified
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares as set out in the Ordinary Resolution No. 5 in the notice of AGM
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	share(s) of a nominal or par value of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Codes"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong from time to time
"Treasury Shares"	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Article (including Shares repurchased by the Company and held or deposited in CCASS established and operated by HKSCC) for sale on the Stock Exchange
"Ye Family Trust"	The Ye Family Trust 2012, a trust set up pursuant to a trust deed dated 27 July 2012 where Mr. YE Fan is the settlor, and Mr. YE Fan, Mr. YE Tao and certain of their respective family members are beneficiaries
"%"	per cent.

In this circular, the terms "close associate(s)", "core connected person(s)", "controlling shareholder(s)", "subsidiary/subsidiaries" and "substantial shareholder(s)" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain Chinese names of institutions or other entities included in this circular have been translated into English and included as unofficial translations for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail over the English translations. Except the above, in the event of any inconsistency, the English version of this circular, notice of the AGM and form of proxy shall prevail over the Chinese version.

China MeiDong Auto Holdings Limited
中國美東汽車控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1268)

Executive Directors:
Mr. YE Fan *(Chairman)*
Mr. YE Tao *(Chief Executive Officer)*
Ms. LUO Liuyu

Independent Non-executive Directors:
Mr. CHEN Guiyi
Mr. WANG, Michael Chou
Mr. TO Siu Lun

Registered Office:
Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Room 2404, 24th Floor
World-Wide House
19 Des Voeux Road Central
Hong Kong

21 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, DECLARATION OF DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the proposed resolutions to be put forward at the AGM, including: (1) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (2) the proposed re-election of retiring Directors; and (3) declaration of dividend, and to give notice of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Directors believe that having the flexibility to repurchase shares pursuant to the Repurchase Mandate is in the interests of the Company.

The existing repurchase mandate which was granted at the Company's annual general meeting held on 20 May 2025 will lapse upon the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 5 in the notice of AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

The Company has no intention of exercising the Repurchase Mandate at the moment.

An explanatory statement required by the Listing Rules is set out in Appendix I hereto. The explanatory statement intends to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution on granting the Repurchase Mandate.

GENERAL MANDATE TO ISSUE SHARES

In addition, two Ordinary Resolutions will be proposed at the AGM to grant to the Directors (i) a general and unconditional mandate to allot, issue and deal with Shares (including sale or transfer of Treasury Shares, if any) not exceeding 20% of the number of issued Shares (excluding any Treasury Shares) as at the date of passing of the resolution in relation to the Issue Mandate; and (ii) an extension to such general mandate by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate subject to the passing of the resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, the total number of issued Shares was 1,346,247,201. Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that there being no change to the number of issued Shares after the Latest Practicable Date and up to the AGM, the mandate size proposed to be given under the Issue Mandate will be 269,249,440 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in the notice of AGM. The Directors currently have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 105 of the Articles, at each annual general meeting, one-third of the Directors, shall retire from office by rotation, provided that each Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. CHEN Guiyi (an Independent Non-executive Director) and Mr. TO Siu Lun (an Independent Non-executive Director) will retire from office by rotation at the AGM. Both of them, being eligible, offer themselves for re-election at the AGM. Separate resolution will be proposed for their re-election.

The candidates for re-election were determined based on the requirements of the Articles, and the rotation cycle with reference to the length of service of Directors since their prior re-election.

The Independent Non-executive Director, Mr. CHEN, has served the Board for more than 9 years. The Board noted the positive contributions of Mr. CHEN to the development of the Company's strategy and policies through the provision of independent, constructive and informed opinions from time to time. The Nomination Committee has reviewed the annual written confirmations of independence for the year ended 31 December 2025 from Mr. CHEN and assessed the independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered Mr. CHEN to remain independent. In addition, the Nomination Committee has considered the relevant diversity aspects based on the cultural and educational background, professional experience, skills and knowledge and recommended his nomination to the Board for approval. Based on the same considerations and reasoning, the Board has considered that his independence remain intact and approved his nomination.

The Nomination Committee has recommended the Board to nominate Mr. TO for recommendation to the Shareholders for re-election at the AGM. The Nomination Committee has considered and assessed the Mr. TO's merit and contribution to the Board, among other things, his individual qualifications, knowledge, skills, experience and background, his willingness to devote sufficient time to discharge duties, and his past performance. Among other things, the Nomination Committee has taken into consideration the role and responsibility assumed by Mr. TO, his importance to the Group's strategies, stable and continual operation and development, respectively. It also took into account, among other things, the need, balance, structure and size of the Board, the Company's corporate goals and strategy, the Company's nomination policy. Due regard was also given for the benefits of diversity (including gender, cultural background and ethnicity), as set out in the Board diversity policy.

The Board, having considered the recommendation of the Nomination Committee, considered that each of the retiring Directors have shown devotion and commitment to the Board. The Board recommends Mr. CHEN and Mr. TO to be re-elected at the AGM.

Biographies of the Directors proposed for re-election are set out in Appendix II to this circular.

FINAL DIVIDEND

As disclosed in the announcement of the Company dated 31 March 2026, the Board has recommended the payment of a final cash dividend of RMB0.0337 per Share for the year ended 31 December 2025 to the Shareholders whose names are on the register of members of the Company on Thursday, 10 September 2026 (the record date for final dividend). The declaration and payment of the final dividend is subject to, among other things, approval by Shareholders at the AGM and applicable requirements under the Cayman Islands company law, the Listing Rules and the Articles. Subject to the fulfillment of the above conditions, such final dividend will be paid in cash in Hong Kong dollars, calculated based on an exchange rate to be announced by the Company in due course. It is expected that the cheques for cash dividends will be sent by ordinary mail to shareholders at their own risk on Wednesday, 28 October 2026. Arrangement on closure of the register of members and record date for the final dividend is also set out in the announcement of the Company dated 31 March 2026.

ACTION TO BE TAKEN

A form of proxy for use at the AGM has been published on the HKExnews website at www.hkexnews.hk and the Company's website at www.meidongauto.com. Whether or not you are able to attend the AGM in person, please complete the form of proxy in accordance with the instructions printed thereon and return it to the office of 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. Therefore, the chairman of the AGM shall demand a poll for each and every resolution put forward at the AGM pursuant to Article 72 of the Articles.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the poll results will be made by the Company after the AGM pursuant to Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the following periods:

1. From Friday, 8 May 2026 to Wednesday, 13 May 2026 (the record date for eligibility to attend, speak and vote at the AGM) (both days inclusive), during which period no transfer of shares will be registered for the purpose of ascertaining the Shareholders entitled to attend, speak and vote at the AGM. All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, 7 May 2026; and

2. From Monday, 7 September 2026 to Thursday, 10 September 2026 (the record date for final dividend) (both days inclusive), during which period no transfer of shares will be registered for the purpose of ascertaining the Shareholders entitled to the final dividend to be approved at the AGM. All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at the above address no later than 4:30 p.m. on Friday, 4 September 2026.

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 (including the independent non-executive Directors) are of the opinion that the proposed resolutions set forth in the notice of AGM are in the interests of the Company, the Group and the Shareholders taken as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
YE Fan
Chairman

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully paid shares on the Stock Exchange subject to certain restrictions. This Appendix serves as an explanatory statement to the Shareholders as required by the Listing Rules to provide information of the proposed Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that having the flexibility to repurchase shares pursuant to the Repurchase Mandate is in the interests of the Company and the Shareholders taken as a whole. The Company may cancel any shares to be bought back under the Repurchased Mandate and/or hold them as treasury shares, subject to market conditions and the capital management needs of the Company at the relevant time, and subject to applicable requirements under applicable laws and the Articles. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share. Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles, and the laws of the Cayman Islands. Repurchases will only be made when the Directors believe that they will benefit the Company and the Shareholders as a whole.

3. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 1,346,247,201 and the Company did not hold any Treasury Shares.

On the basis that there being no changes in the number of issued Shares prior to the AGM, the Company would be allowed under the Repurchase Mandate, if approved, to repurchase a maximum of 134,624,720 Shares, representing approximately 10% of the total number of issued Shares as at the Latest Practicable Date.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Memorandum and Articles to repurchase its Shares. Under the laws of the Cayman Islands, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the applicable laws of the Cayman Islands and the Memorandum and Articles, out of capital and, in the case of any premium payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the applicable laws of the Cayman Islands and the Memorandum and Articles, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

6. ADDITIONAL INFORMATION

The Directors will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed repurchase of Shares which may be conducted under Repurchase Mandate has any unusual features.

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

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Apex Sail Limited directly held 703,916,000 Shares, representing approximately 52.29% of total issued Shares. Apex Sail Limited is a wholly-owned by Apex Holdings Enterprises Limited. The entire capital of Apex Holdings Enterprises Limited is asset of the Ye Family Trust (with IQ EQ (Switzerland) Limited acting as trustee). Mr. YE Fan and Mr. YE Tao and some of their respective family members are discretionary objects. Mr. YE Fan, Apex Holdings Enterprises Limited and Apex Sail Limited (among others) were deemed to be interested in such 703,916,000 Shares as at the Latest Practicable Date.

In the event that the Directors exercise the Repurchase Mandate in full (and assuming there being no other changes in the share capital of the Company and the shareholding interests), such Shares held by Apex Sail Limited will represent approximately 58.10% of the total issued Shares. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares nor to an extent as would result in an obligation to make a mandatory offer under the Takeovers Code.

8. SHARE REPURCHASE MADE BY THE COMPANY

Neither our Company nor any of its subsidiaries has purchased, sold or redeemed the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	2.28	1.76
May	2.32	2.01
June	2.38	2.03
July	2.36	2.05
August	2.20	1.97
September	2.14	1.89
October	2.01	1.60
November	1.90	1.54
December	1.70	1.15
2026		
January	1.50	1.18
February	1.77	1.38
March	1.80	1.33
April (up to the Latest Practicable Date)	1.55	1.16

Biographies of the Directors who will retire and are proposed to be re-elected at the AGM are set out as follows:

Mr. CHEN Guiyi (Independent Non-executive Director)

Mr. CHEN Guiyi (陳規易) ("**Mr. Chen**"), aged 48, was appointed as an independent non-executive Director with effect from 1 April 2017. From September 1997 to July 2001, Mr. Chen studied at the China Youth University of Political Science where he obtained a bachelor's degree in legal studies. From September 2003 to July 2004, he studied at the University of Groningen of the Netherlands where he obtained a master's degree in laws. From July 2001 to September 2005, he has been an associate director at the newspaper office of Beijing Times of People's Daily. From October 2005 to September 2020, he was one of the partners and lawyers of the law firm, Jingtian & Gongcheng in Beijing and Chengdu, the PRC. From March 2016 to September 2020, he was one of the partners of W&G Investment Management Co., Ltd. From August 2017 to September 2020, he was one of foreign legal consultants of the law firm, Loeb & Loeb LLP in Hong Kong. Since October 2020, he has been a Managing Director of Centurium Capital Management (HK) Ltd. Since October 2024, Mr. Chen has been a director of Luckin Coffee Inc. (OTC: LKNCY). Mr. Chen has ample experience in the capital market, specializing in both the domestic and overseas capital market. Mr. Chen is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Pursuant to an appointment letter signed between Mr. Chen and the Company, Mr. Chen's appointment is without any specific length or proposed length of services which continues until terminated by either party giving not less than three months' notice in writing to the other party. Mr. Chen is subject to retirement by rotation and re-election in accordance with the M&A. Mr. Chen is entitled to emoluments of HK$100,000 per annum under his appointment letter, which is determined by the Board and reviewed by the Remuneration Committee from time to time based on the Company's remuneration policy with reference to his duties and responsibilities, and his qualifications and experiences.

As at the Latest Practicable Date, Mr. Chen is interested in 1,250,000 Shares, comprising 750,000 Shares, and 500,000 underlying Shares derived from share options granted to him pursuant to the Company's share option scheme.

As at the Latest Practicable Date, save as disclosed above, Mr. Chen has confirmed that he does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company, and he does not have any other interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters relating to the re-election of Mr. Chen which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Mr. TO Siu Lun (Independent Non-executive Director)

Mr. TO Siu Lun (杜紹麟) ("**Mr. To**"), aged 57, was appointed as an independent non-executive Director with effect from 30 November 2022. Mr. To is a member of the Hong Kong Institute of Certified Public Accountants, a fellow of The Association of Chartered Certified Accountants and an associate of The Taxation Institute of Hong Kong. He worked at RSM Hong Kong (formerly known as RSM Nelson Wheeler) from March 2003 to March 2019, first as a tax director and became a partner since January 2005. Since March 2019, he has been a partner at ORI Capital Limited (a corporation licensed under the Securities and Futures Ordinance to conduct type 9 regulated activity (asset management) since January 2020). Mr. To is currently a director of ICO Strategy Limited, an independent director of Resverlogix Corp. (the shares of which are listed on the Toronto Stock Exchange (TSX: RVX)), a director of ORI Capital Limited, and an independent non-executive director of Combine Will International Holdings Limited (the shares of which are listed on the Singapore Exchange Securities Trading Limited, SGX: N0Z). He was an executive director of Digitel Group Limited from November 2001 to March 2002, and an independent non-executive director of China Bright Culture Group (a company previously listed on the Main Board of the Stock Exchange) from February 2024 to January 2025. From October 2020 to October 2024, Mr. To served as an independent non-executive director of Autotoll Limited. Mr. To was conferred a bachelor's degree in social science by the University of Hong Kong in 1990, and was conferred a master of arts in training and human resource development by the University of Technology, Sydney in July 2005. Mr. To is the chairman of the Audit Committee, and is a member of each of the Remuneration Committee and the Nomination Committee.

Pursuant to an appointment letter signed between Mr. To and the Company, Mr. To's appointment is without any specific length or proposed length of services which continues until terminated by either party giving not less than three months' notice in writing to the other party. Mr. To is subject to retirement by rotation and re-election in accordance with the M&A. Mr. To is entitled to emoluments of HK$180,000 per annum under his appointment letter, which is determined by the Board and reviewed by the Remuneration Committee from time to time based on the Company's remuneration policy with reference to his duties and responsibilities, and his qualifications and experiences.

Based on information provided by Mr. To, he was previously a director of the following companies incorporated in Hong Kong before their dissolution by deregistration on 18 June 2021, 11 March 2005 and 28 July 2017, respectively as they either ceased its business operations or never commenced business operations: Yuan Song Investment Limited (元宋投資有限公司), Hong Kong Lu Bao Tai High-Tech Company Limited (香港路寶泰科技有限公司) and SJS Holdings Limited (晶陽控股有限公司); and a director of Wodun Investment Consultation (Shenzhen) Co., Ltd. (沃頓投資諮詢(深圳)有限公司), which was incorporated in the PRC, and subsequently had its business license withdrawn as the entity ceased its business operation and no application was made for its renewal. Mr. To confirms that these entities either were principally engaged in investment holdings or have never commenced its business, and were solvent at the time of dissolution/discontinuation.

As at the Latest Practicable Date, Mr. To is interested in 250,000 underlying Shares derived from share options granted to him pursuant to the Company's share option scheme.

As at the Latest Practicable Date, save as disclosed above, Mr. To has confirmed that he does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company, and he does not have any other interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters relating to the re-election of Mr. To which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

China MeiDong Auto Holdings Limited
中國美東汽車控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1268)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Annual General Meeting**") of **CHINA MEIDONG AUTO HOLDINGS LIMITED** (the "**Company**") will be held at Space F, 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 13 May 2026 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with and without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "**Directors**") and the independent auditor of the Company for the year ended 31 December 2025;

2. (1) to approve and re-elect the following person as Directors, each as a separate resolution:

   (a) Mr. CHEN Guiyi as an Independent Non-executive Director; and

   (b) Mr. TO Siu Lun as an Independent Non-executive Director;

   (2) to authorize the board of Directors (the "**Board**") to fix the remuneration of the Directors;

3. to re-appoint KPMG as the auditors of the Company and to authorize the Board to fix the remuneration of the auditor of the Company;

4. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

"THAT:

(a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares) or securities convertible into shares (including bonds and debentures convertible into shares, options, warrants) or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might or would require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in sub-paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares (including sale or transfer of treasury shares, if any) in the capital of the Company) during or after the end of the Relevant Period (as defined below);

(c) the aggregate number of shares issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (including any sale or transfer of treasury shares) (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) an issue of shares upon the exercise of any rights of subscription or conversion under the terms of any securities, bonds, warrants or options which carry the right to subscribe for or are convertible into shares of the Company, or (iii) an issue of shares of the Company upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of shares or rights to acquire shares of the Company, or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the issued shares of the Company into a larger or smaller number of shares after the passing of the relevant 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 earlier 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 other applicable law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange)."

5. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares of the Company (including any sale or transfer of treasury shares) on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange (the "**Recognized Stock Exchange**"), subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other Recognized Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of the shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this Resolution shall not exceed 10% of the aggregate number of the issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution (subject to adjustment in the case of any conversion of any or all of the issued shares of the Company into a larger or smaller number of shares after the passing of the relevant resolution) and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earlier 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 other applicable law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

"**THAT** conditional upon the Resolutions Nos. 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate number of the issued shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in the Resolution No. 5 above (up to a maximum of 10% of the aggregate number of the issued shares of the Company (excluding any treasury shares) as stated in Resolution No. 5 above) shall be added to the aggregate number of shares may be issued, allotted or otherwise dealt with, or agreed conditionally or unconditionally to be issued, allotted or otherwise dealt with by the Directors pursuant to Resolution No. 4 set out in the notice convening this Annual General Meeting."

7. to consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

"**THAT** the payment of a final cash dividend of RMB0.0337 per ordinary share in respect of the year ended 31 December 2025 be and is hereby approved."

By order of the Board
YE Fan
Chairman

Hong Kong, 21 April 2026

Registered Office:
Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Room 2404, 24th Floor
World-Wide House
19 Des Voeux Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.

3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited 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 less than 48 hours before the time fixed for holding the annual general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he/she so wishes and in such event, the form of proxy shall be deemed to be revoked.

4. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the annual general meeting or any adjournment thereof in cases where the annual general meeting was originally held within 12 months from such date.

6. An explanatory statement containing the information reasonably necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 5 as set out in this notice is included in the circular of the Company published on the same day. Biographical details of the directors proposed to be re-elected as set out in this notice are set out in the same circular.

7. The register of members of the Company will be closed for the following periods:

   i. from Friday, 8 May 2026 to Wednesday, 13 May 2026 (the record date for eligibility to attend, speak and vote at the AGM), both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the shareholders entitled to attend and vote at the annual general meeting; and

   ii. from Monday, 7 September 2026 to Thursday, 10 September 2026 (the record date for final dividend), both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the shareholders entitled to the final dividend to be approved at the annual general meeting. The last day for dealing in shares on a cum-entitlement basis will be 2 September 2026 (Wednesday).

   All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 7 May 2026 (for being entitled to attend and vote at the annual general meeting) and 4:30 p.m. on Friday, 4 September 2026 (for being entitled to the final divided, if approved) respectively.

8. References to time and dates in this notice and the form of proxy are to Hong Kong time and dates.

9. If any shareholder chooses not to attend the annual general meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter to our email at info@meidongauto.com.

10. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.meidongauto.com) and to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

    If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

    Tricor Investor Services Limited
    17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
    Email: is-enquiries@vistra.com
    HK Tel: (852) 2980 1333
    Fax: (852) 2810 8185