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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 United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 17 May 2019 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 and consider 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 2018;
2. (1) to approve and re-elect the following as Directors, each as a separate resolution:
 - (a) Mr. YE Fan as an executive Director;
 - (b) Mr. JIP Ki Chi as an independent non-executive Director; and
 - (c) Ms. LUO Liuyu as an 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 auditor 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 or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might 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 require the exercise of such powers 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 (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, warrants or options issued by the Company 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 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, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

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 on The Stock Exchange of Hong Kong Limited (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 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 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 dividend from the share premium account under reserves of the Company of RMB0.0849 per share in respect of the year ended 31 December 2018 to the shareholders of the Company whose names appeared on the register of members of the Company on 28 June 2019 be and is hereby approved.”

By Order of the Board
YE Fan
Chairman

Hong Kong, 12 April 2019

Registered office:

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Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

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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, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the annual general meeting or any adjourned meeting thereof (on or before 14 May 2019). 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 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.

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr YE Fan (*Chairman*)

Mr YE Tao (*Chief Executive Officer*)

Ms LIU Xuehua

Independent Non-executive Directors:

Mr CHEN Guiyi

Mr WANG, Michael Chou

Mr JIP Ki Chi