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

If you have sold or transferred all your shares in Sun Art Retail Group Limited, you should at once hand this circular, together with the enclosed 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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SUN ART
Retail Group Limited

SUN ART RETAIL GROUP LIMITED

高鑫零售有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 06808)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED CHANGE OF AUDITORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Sun Art Retail Group Limited to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 August 2021 at 4:30 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 4:30 p.m. on Tuesday, 10 August 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.sunartretail.com).

References to time and dates in this circular are to Hong Kong time and dates.

3 June 2021

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DEFINITIONS

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

“A-RT”	A-RT Retail Holdings Limited (吉鑫控股有限公司), a limited liability company incorporated in Hong Kong and an indirectly wholly owned subsidiary of Alibaba Group;
“Alibaba Group”	Alibaba Group Holding Limited (阿里巴巴集團控股有限公司), a company incorporated in the Cayman Islands, with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (Stock Symbol: BABA), and its ordinary shares listed on the Main Board of the Stock Exchange (Stock Code: 9988);
“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 August 2021 at 4:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company adopted by special resolution passed on 14 May 2015 and as amended on 17 May 2019 and currently in force;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors of the Company;
“Company”	Sun Art Retail Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiary(ies) as ascribed to it under the Listing Rules;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in paragraph 6 of the notice of the Annual General Meeting;
“Latest Practicable Date”	25 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Nomination Committee”	the nomination committee of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) in the capital of the Company;
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in paragraph 5 of the notice of the Annual General Meeting;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time;
“Taobao China”	Taobao China Holding Limited, a company incorporated in Hong Kong and an indirectly wholly owned subsidiary of Alibaba Group;
“%”	per cent.

SUN ART
Retail Group Limited

SUN ART RETAIL GROUP LIMITED

高鑫零售有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 06808)

Executive Director:

LIN Xiaohai (*Chief Executive Officer*)

Non-Executive Directors:

HUANG Ming-Tuan (*Chairman*)

LI Yonghe

XU Hong

Independent Non-Executive Directors:

Karen Yifen CHANG

Dieter YIH

Charles Sheung Wai CHAN

Head Office and Registered Office:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

Place of business in the People's

Republic of China:

No. 255, Jiangchang Xi Road

Jing'an District, 200436 Shanghai

China

3 June 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED CHANGE OF AUDITORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the proposed change of auditors and (iii) the granting to the Directors of the Share Buy-back Mandate and the Issuance Mandate to buy back Shares and to issue new Shares respectively.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 95 of the Articles of Association, Mr. HUANG Ming-Tuan and Ms. Karen Yifen CHANG shall retire by rotation at the Annual General Meeting. In addition, Mr. LIN Xiaohai, Mr. LI Yonghe and Mr. XU Hong, who have been appointed by the Board on 22 December 2020, as well as Mr. Charles Sheung Wai CHAN, who has been appointed by the Board on 31 January 2021, shall hold office until the Annual General Meeting pursuant to article 99 of the Articles of Association. Each of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Ms. Karen Yifen CHANG, an Independent Non-Executive Director of the Company who has been serving the Company for more than 9 years, has confirmed her independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Ms. Karen Yifen CHANG actively participated the meetings of the Board and the Board committees held in the past years and the current financial year. Details of the attendance records are set out in the Corporate Governance Report. The relevant Board papers and materials were provided to the Directors for review and consider prior to the meetings. Ms. Karen Yifen CHANG has remained responsible for her performance functions and discharged her duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

Ms. Karen Yifen CHANG has confirmed that she will continue to devote sufficient time for the discharge of her functions and responsibilities as an Independent Non-Executive Director of the Company. With her background and experience as set out in the biographical information, Ms. Karen Yifen CHANG is fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Ms. Karen Yifen CHANG's position outside the Company will not affect her in maintaining her current role in, and her functions and responsibilities for, the Company. During her tenure of office, Ms. Karen Yifen CHANG had performed her duty as an Independent Non-Executive Director of the Company to the satisfaction of the Board. The Nomination Committee of the Company and the Board are of the opinion that Ms. Karen Yifen CHANG remains independent notwithstanding the length of her service and believe that her valuable professional knowledge and general business acumen will continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all Independent Non-Executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who are eligible to offer themselves for re-election at the Annual General Meeting. The Company considers that the retiring Independent Non-Executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

LETTER FROM THE BOARD

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED CHANGE OF AUDITORS

Since October 2020, Alibaba Group has become the controlling shareholder of the Company. With the accounting principles and standards applicable to the Company and to the Alibaba Group becoming increasingly sophisticated and complex. The Board is of the view that it would be in the best interest of the Company and its shareholders as a whole for the Company to appoint the same auditors as the Alibaba Group, i.e. PricewaterhouseCoopers, for the alignment of the audit work and with a view to enhancing the efficiency of the audit services. The Company has reached a mutual understanding with KPMG that they will not offer itself for re-appointment at the Annual General Meeting and will retire as the auditors of the Company upon expiration of its current term of office with effect from the conclusion of the Annual General Meeting. With the recommendation from the Audit Committee, the Board proposes to appoint PricewaterhouseCoopers as the new auditors of the Company upon the retirement of KPMG subject to the approval of Shareholders of the Company at the Annual General Meeting.

The Company has received a confirmation letter dated 10 May 2021 from KPMG confirming that there are no matters in relation to its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreements or outstanding matters between the Company and KPMG, and no other matters in relation to the proposed change of auditors that need to be brought to the attention of the Shareholders.

Accordingly, an ordinary resolution will be proposed at the Annual General Meeting in relation to the approval of the appointment of PricewaterhouseCoopers as the auditors of the Group following the retirement of KPMG with effect from the conclusion of the Annual General Meeting and until the conclusion of the next annual general meeting of the Company, as well as the authorization of the Board to fix the remuneration of the new auditors contained in item 4 of the notice of Annual General Meeting as set out on page 19 to 23 of this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 12 May 2020, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular (i.e. a total of 953,970,470 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 12 May 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular (i.e. a total of 1,907,940,940 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.sunartretail.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 4:30 p.m. on Tuesday, 10 August 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

7. SPECIAL ARRANGEMENTS AT THE ANNUAL GENERAL MEETING IN LIGHT OF COVID-19

Due to the recent development of the epidemic COVID-19, the Company will implement the following precautionary measures at the principal place of meeting of the Annual General Meeting against the epidemic to protect the Shareholders from the risk of infection:

- i. compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.0 degrees Celsius will not be admitted to the venue;
- ii. every Shareholder or proxy is required to (a) fill in health declaration form with information including travelling record and health condition; and (b) wear surgical facial mask throughout the meeting. Any person who refuses to follow the aforesaid will not be admitted to the venue; and
- iii. every Shareholder or proxy who has travelled from jurisdictions, which according to the Department of Health of Hong Kong would render such person subject to a quarantine order, within 14 days of the date of Annual General Meeting will not be admitted to the venue.

Furthermore, the Company wishes to strongly advise the Shareholders, particularly Shareholders who are unwell, subject to quarantine in relation to COVID-19 or unable to travel to attend to Annual General Meeting, that they may appoint any person or the chairman of the Annual General Meeting as a proxy to vote on the resolutions to be proposed at the Annual General Meeting, instead of attending the Annual General Meeting in person. The Company also encourages Shareholders to watch the Company's website and regulatory news services for any updates in relation to the Annual General Meeting that may need to be provided.

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, proposed change of auditors and proposed granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

9. 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

Yours faithfully,

For and on behalf of the Board

Sun Art Retail Group Limited

LIN Xiaohai

Executive Director and Chief Executive Officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

(1) MR. LIN XIAOHAI

Mr. LIN Xiaohai (林小海), aged 49, is an Executive Director of the Company since 22 December 2020, and has been appointed as the Chief Executive Officer of the Company since on 10 May 2021. Mr. Lin also serves as a director of some subsidiaries of the Company. He is responsible for daily management of the Company, planning and implementing the overall strategies, financial objectives and direction of the Company, and overseeing its business operations. He has served as the vice-president of Alibaba Group and the general manager of Alibaba LST (a shopping platform operated by Alibaba Group) since July 2016. He also has served as the general manager, legal representative and director of Hangzhou Yuanmao E-Commerce Co., Ltd* (杭州源貓電子商務有限公司) (a member of the Alibaba Group) since September 2017.

Before joining the Alibaba Group, Mr. Lin served as the head of market strategy for Greater China from September 2013 to September 2014 and vice-president of the sales for Greater China from September 2014 to June 2016 at P&G (China) Marketing Co., Ltd* (寶潔(中國)營銷有限公司).

Mr. Lin received a bachelor's degree in chemistry (paper manufacturing) from South China University of Technology in 1994.

Mr. Lin has entered into a director service agreement with a term of appointment for a period of three years until 21 December 2023 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lin receives an annual remuneration of HK\$1.00 as per the service agreement.

As at the Latest Practicable Date, Mr. Lin was not interested in the Shares of the Company within the meaning of Part XV of the SFO. He was interested in 255,432 ordinary shares (American Depositary Shares (“ADS”)) and 107,000 Restricted Share Units (“RSU”) in the number of ordinary shares of Alibaba Group beneficially held by him.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to Mr. Lin required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

(2) MR. HUANG MING-TUAN

Mr. HUANG Ming-Tuan (黃明端), aged 66, is the chairman of the Board and currently a Non-Executive Director with effect from 10 May 2021. Mr. Huang also serves as a director of some subsidiaries of the Company. He is responsible for leading and overseeing the performance of duties of the Board, ensuring the effective operation of the Board and the establishment of good corporate governance practices and procedures. Mr. Huang was a Director of the Company during the period from 28 April 2011 to 30 January 2018, the Chief Executive Officer of the Company from 17 May 2019 to 10 May 2021, and has been appointed as the chairman of the Board since 17 October 2020. Mr. Huang has been involved in the business and operational strategies of the Company.

Prior to joining the Group in 2001, Mr. Huang was the general manager of Ruentex Industries Limited from 1991 to 1997, where he was responsible for devising and implementing its overall strategies and supervising its business operations. From 1997 to 2000, Mr. Huang was the general manager of RT-Mart International Ltd..

Mr. Huang received a Master of Business Administration from the College of Management, National Taiwan University in 1984.

Mr. Huang has entered into a service agreement with a term of appointment for a period of three years until 9 May 2024 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Huang receives an annual remuneration of HK\$1.00 as per the service agreement.

As at the Latest Practicable Date, Mr. Huang, was or was deemed to be, interested in 68,334,202 shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to Mr. Huang required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

(3) MR. LI YONGHE

Mr. LI Yonghe (李永和), aged 49, is a Non-Executive Director of the Company since 22 December 2020. Mr. Li is currently the vice-president of the Alibaba Group and the president of the Tongcheng retail division (a division of the Alibaba Group) since June 2018. Mr. Li has also been serving as a director of Sanjiang Shopping Club Co., Ltd.* (三江購物俱樂部股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 601116) since 10 May 2019.

Before joining the Alibaba Group, Mr. Li served as the vice-president of Yongle (China) Electronics Retail Company Limited* (永樂(中國)電器銷售有限公司) from 1999 to 2003, and later as the supply chain director of GOME Retail Holdings Limited (a company listed on the Stock Exchange and formerly known as GOME Electrical Appliances Holding Limited, stock code: 00493) from 2006 to 2010. Mr. Li also served as the chief operating officer of Jingdong E-commerce at JD.com (a company both listed on NASDAQ under the stock code JD, and on the Stock Exchange under the stock code 09618) from 2011 to 2016.

Mr. Li received a bachelor's degree in mechanics from Zhejiang Sci-Tech University in 1994 and an EMBA degree from China Europe International Business School in 2017.

Mr. Li has entered into a service agreement with a term of appointment for a period of three years until 21 December 2023 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Li receives an annual remuneration of HK\$1.00 as per the service agreement.

As at the Latest Practicable Date, Mr. Li was not interested in the Shares of the Company within the meaning of Part XV of the SFO. He was interested in 16,272 ordinary shares (ADS) and 312,000 RSU in the number of ordinary shares of Alibaba Group beneficially held by him.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to Mr. Li required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(4) MR. XU HONG

Mr. XU Hong (徐宏), aged 48, is a Non-Executive Director of the Company since 22 December 2020. Mr. Xu has joined Alibaba Group since July 2018 and is currently the Deputy Chief Financial Officer of Alibaba Group. He has also been serving as a director or supervisor for various companies of the Alibaba Group.

Mr. Xu has been (i) a non-executive director of Lianhua Supermarket Holdings Co., Ltd.* (聯華超市股份有限公司) (a company listed on the Stock Exchange, stock code: 00980) since August 2018; (ii) a non-independent director of Suning.com Co., Ltd.* (蘇寧易購集團股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002024) since May 2019; (iii) a non-executive director of Alibaba Health Information Technology Limited (a company listed on the Stock Exchange, stock code: 00241) since June 2019; (iv) a non-executive director of Red Star Macalline Group Corporation Ltd. (a company both listed on the Stock Exchange under the stock code 01528 and the Shanghai Stock Exchange under the stock code 601828) since October 2019; (v) a non-independent director of Meinian Onehealth Healthcare Holdings Co., Ltd.* (美年大健康產業控股股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002044) since December 2019; and (vi) a non-executive director of Alibaba Pictures Group Limited (a company listed on the Stock Exchange, stock code: 01060) since January 2020.

Mr. Xu served as a director of Concord Investment (China) Co., Ltd., a subsidiary of the Company, from 11 November 2019 to 20 February 2021.

Before joining the Alibaba Group, Mr. Xu served as a partner at PricewaterhouseCoopers from July 2007.

Mr. Xu received a bachelor's degree in science (physics) in 1996 from Fudan University and he is a member of the Chinese Institute of Certified Public Accountants since 1999.

Mr. Xu has entered into a service agreement with a term of appointment for a period of three years until 21 December 2023 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Xu receives an annual remuneration of HK\$1.00 as per the service agreement.

As at the Latest Practicable Date, Mr. Xu was not interested in the Shares of the Company within the meaning of Part XV of the SFO. He was interested in 164,928 ordinary shares (ADS) and 394,000 RSU in the number of ordinary shares of Alibaba Group beneficially held by him.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to Mr. Xu required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(5) MR. CHARLES SHEUNG WAI CHAN

Mr. Charles Sheung Wai CHAN (陳尚偉), aged 67, is an Independent Non-Executive Director of the Company since 31 January 2021. Mr. Chan has more than 40 years of experience in corporate finance, financial regulations and risk management. Mr. Chan started his career as an auditor at the Canadian office of Arthur Andersen in 1977 and was promoted to partnership in 1988. He subsequently joined the China & Hong Kong office of Arthur Andersen as an audit partner in 1994. From July 2002 to June 2012, Mr. Chan was a partner of the China & Hong Kong office of PricewaterhouseCoopers. Mr. Chan served as a member of the Listing Committee of the Hong Kong Stock Exchange from 1998 to 2001 and also as a member of the Election Committee for the first Legislative Council of Hong Kong in 1998. From 1996 to 1999, Mr. Chan was a council member of the Hong Kong Institute of Certified Public Accountants. He also served as a member of the Accounting Standards Committee, Auditing Standards Committee and the chairman of the China Technical Committee of the Hong Kong Institute of Certified Public Accountants.

Mr. Chan has been an independent non-executive director of SRE Group Limited (a company listed on the Stock Exchange, stock code: 1207), Maoyan Entertainment (a company listed on the Stock Exchange, stock code: 1896) and Hansoh Pharmaceutical Group Company Limited (a company listed on the Stock Exchange, stock code: 3692) since July 2012, January 2019 and June 2019, respectively, and was an independent director of Changyou.com Ltd (a company listed on NASDAQ under the stock code CYOU) between September 2013 and April 2020 and an independent non-executive director of CITIC Securities Company Limited (a company listed on the Stock Exchange, stock code: 6030) between May 2016 and May 2019.

Mr. Chan obtained a Bachelor of Commerce degree in May 1977 from the University of Manitoba, in Canada. He is a member of both the Chartered Accountants of Canada and the Hong Kong Institute of Certified Public Accountants.

Mr. Chan has signed a letter of appointment with the Company with a term of appointment for a period of three years until 30 January 2024 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Chan receives an annual remuneration of HK\$475,000 as per the letter of appointment.

As at the Latest Practicable Date, Mr. Chan was not interested in the Shares of the Company within the meaning of Part XV of the SFO. He was interested in 4,000 ordinary shares of Alibaba Group beneficially held by him.

Save as disclosed above, at the Latest Practicable Date, Mr. Chan did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to Mr. Chan required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

(6) MS. KAREN YIFEN CHANG

Ms. Karen Yifen CHANG (張挹芬), aged 57, is an Independent Non-Executive Director of the Company since 27 June 2011. Ms. Chang has served as the chief executive officer of Jack Wolfskin Trading (Shanghai) Co., Ltd., a leading international outdoor brand, since August 2017 after being the non-executive director for 2 years. As a veteran from retail and consumer industry, she was the chief executive officer for Natural Beauty Bio-Technology Limited (a company listed on the Stock Exchange, stock code: 157), the chief financial officer, the chief executive officer and the executive director of Pou Sheng International (Holdings) Limited (a company listed on the Stock Exchange, stock code: 3813) from October 2007 to December 2015. In addition, Ms. Chang has many years of management consultancy and investment banking experiences from working with KPMG in Washington DC and Los Angeles in the United States as well as Jardine Fleming, Merrill Lynch and Credit Suisse in Shanghai and Hong Kong from 1992 to 2006.

Ms. Chang received a Bachelor degree in Arts in English Literature from Fu-Jen Catholic University in Taiwan in 1986 and a Master of Business Administration degree from the George Washington University in Washington D.C. in the United States in 1988.

Ms. Chang has signed a letter of appointment with the Company with a term of appointment for a period of three years until 26 June 2023 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Chang receives an annual remuneration of HK\$395,000 as per the letter of appointment.

As at the Latest Practicable Date, Ms. Chang did not have any interest in Shares within the meaning of Part XV of the SFO. Ms. Chang meets the independent guideline as set out in rules 3.13 of the Listing Rules.

Pursuant to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Ms. Chang has served the Company for more than nine years. As an Independent Non-Executive Director with extensive experience and knowledge and in-depth

understanding of the Company's operations and business, Ms. Chang has expressed objective views and given independent guidance to the Company over the past years. She continues demonstrating a firm commitment to her role. The Nomination Committee of the Company and the Board considered that her long service would not affect her exercise of independent judgment and was satisfied that Ms. Chang has the required integrity and experience to continue fulfilling the role of an Independent Non-Executive Director and considered Ms. Chang to be independent.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chang did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to Ms. Chang required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Chang that need to be brought to the attention of the Shareholders.

* *for identification purpose only*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 9,539,704,700 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 9,539,704,700 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 953,970,470 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Hong Kong and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

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 fifteen months ended 31 March 2021) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
June, 2020	13.40	10.94
July, 2020	13.40	10.64
August, 2020	11.90	10.04
September, 2020	10.36	8.29
October, 2020	10.30	7.57
November, 2020	8.67	8.10
December, 2020	8.22	7.34
January, 2021	8.78	6.93
February, 2021	8.00	6.69
March, 2021	12.80	10.74
April, 2021	7.54	6.37
May, 2021 (<i>up to the Latest Practicable Date</i>)	7.43	5.72

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

7. TAKEOVERS CODE

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

To the best knowledge of the Company, as at the Latest Practicable Date, A-RT, Taobao China and New Retail Strategic Opportunities Investment 1 Limited were interested in a total of 7,507,666,581 Shares representing approximately 78.70% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of the above shareholders would be increased to approximately 87.44% of the issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

SUN ART

Retail Group Limited

SUN ART RETAIL GROUP LIMITED

高鑫零售有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 06808)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “**Annual General Meeting**”) of Sun Art Retail Group Limited 高鑫零售有限公司 (the “**Company**”) will be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 August 2021 at 4:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors for the fifteen months ended 31 March 2021.
2. To declare a final dividend of HK\$0.13 per share for the fifteen months ended 31 March 2021.
3.
 - (a) To re-elect Mr. LIN Xiaohai as an Executive Director.
 - (b) To re-elect Mr. HUANG Ming-Tuan as a Non-Executive Director.
 - (c) To re-elect Mr. LI Yonghe as a Non-Executive Director.
 - (d) To re-elect Mr. XU Hong as a Non-Executive Director.
 - (e) To re-elect Mr. Charles Sheung Wai CHAN as an Independent Non-Executive Director.
 - (f) To re-elect Ms. Karen Yifen CHANG as an Independent Non-Executive Director.
 - (g) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To appoint PricewaterhouseCoopers as auditors of the Company following the retirement of KPMG with effect from the conclusion of the Annual General Meeting and to authorize the Board to fix their remuneration.

5. **“THAT:**

(a) subject to paragraph 5(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph 5(a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any subsequent consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws 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 in general meeting.”

6. **“THAT:**

(a) subject to paragraph 6(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph 6(a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme 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 articles of association of the Company,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph 6(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws 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 in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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).”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of the resolutions set out in paragraphs 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in paragraph 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in paragraph 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Sun Art Retail Group Limited
LIN Xiaohai

Executive Director and Chief Executive Officer

Hong Kong, 3 June 2021

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her. In light of the epidemic situation of COVID-19, shareholders may consider appointing the chairman of the above meeting as his/her proxy to vote on the resolutions, instead of attending the above meeting in person.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 4:30 p.m. on Tuesday, 10 August 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 9 August 2021 to Thursday, 12 August 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 August 2021.

NOTICE OF ANNUAL GENERAL MEETING

5. For determining the entitlement to the proposed final dividend, the record date is fixed on Tuesday, 17 August 2021. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 17 August 2021.
6. A circular containing further details concerning items 3, 4, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. Due to the recent development of the epidemic COVID-19, the Company will implement the following precautionary measures at the principal place of meeting of the Annual General Meeting against the epidemic to protect the Shareholders from the risk of infection:
 - i. compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.0 degrees Celsius will not be admitted to the venue;
 - ii. every Shareholder or proxy is required to (a) fill in health declaration form with information including travelling record and health condition; and (b) wear surgical facial mask throughout the meeting. Any person who refuses to follow the aforesaid will not be admitted to the venue; and
 - iii. every Shareholder or proxy who has travelled from jurisdictions, which according to the Department of Health of Hong Kong would render such person subject to a quarantine order, within 14 days of the date of Annual General Meeting will not be admitted to the venue.

Furthermore, the Company wishes to strongly advise the Shareholders, particularly Shareholders who are unwell, subject to quarantine in relation to COVID-19 or unable to travel to attend to Annual General Meeting, that they may appoint any person or the chairman of the Annual General Meeting as a proxy to vote on the resolutions to be proposed at the Annual General Meeting, instead of attending the Annual General Meeting in person. The Company also encourages Shareholders to watch the Company's website and regulatory news services for any updates in relation to the Annual General Meeting that may need to be provided.

9. **BAD WEATHER ARRANGEMENTS:**

The Annual General Meeting will be held on Thursday, 12 August 2021 as scheduled regardless of whether or not any rainstorm warning signal or tropical cyclone signal is in force in Hong Kong at any time on that day.

Shareholders may visit the website of the Company at www.sunartretail.com for details of the alternative meeting arrangements. Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.