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GOME RETAIL HOLDINGS LIMITED

國美零售控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 493)

NOTICE OF ADJOURNED SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an adjourned special general meeting (the “**Special General Meeting**” or “**SGM**”) of GOME Retail Holdings Limited (the “**Company**”) will be held on Friday, 17 September 2021, at 2:30 p.m. at Park Lane 3 + 4, Level 27, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong to consider and, if thought fit, approve with or without modifications, the following resolutions as an ordinary resolution and a special resolution, respectively, of the Company:

ORDINARY RESOLUTION

“THAT

The agreement dated 7 April 2021 between the Company and GOME Management Limited (the “**Agreement**”) (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) and the supplemental agreement dated 5 August 2021 between the Company and GOME Management Limited (the “**Supplemental Agreement**”) (a copy of which has been tabled at the meeting marked “B” and signed by the chairman of the meeting for identification purpose) and all transactions contemplated thereunder, be and are hereby approved, ratified and confirmed, and any one director be and is authorised to do all such things and take all such actions as he/she may consider necessary or desirable to implement and/or give effect to the Agreement, the Supplemental Agreement and all transactions contemplated thereunder, including, subject to, the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Consideration Shares (as defined in the circular of the Company dated 13 August 2021 (the “**Circular**”)), the allotment and issue of the Consideration Shares (as defined in the Circular) be and is hereby approved, and any one director be and is authorised to do all such things and take all such actions as he/she may consider necessary or desirable to implement and/or give effects to any of the matters relating to or incidental to the issue and allotment of the Consideration Shares (as defined in the Circular).”

* *For identification purpose only.*

SPECIAL RESOLUTION

“THAT

subject to and conditional upon the passing of the ordinary resolution above, the Whitewash Waiver (as defined in the Circular) granted or to be granted by the Executive (as defined in the Circular) be and is hereby approved and any one director be and is hereby authorised to do all such things and take all such actions as he/she may consider necessary or desirable to implement and/or give effects to any of the matters relating to or incidental to the Whitewash Waiver (as defined in the Circular).” (Note 1)

Yours faithfully,
By Order of the Board
GOME Retail Holdings Limited
Zhang Da Zhong
Chairman

Hong Kong, 7 September 2021

Principal place of business in Hong Kong:

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

Notes:

- (1) Under the Takeovers Code, the resolution in relation to the Whitewash Waiver must be approved by at least 75% of the independent vote that are cast either in person or by proxy by the Independent Shareholders at the SGM.
- (2) **The proxy form for the special general meeting (the “First SGM”) held on 6 September 2021 (which was dispatched to the members of the Company together with the circular of the Company dated 13 August 2021) (the “First Proxy Form”) shall continue to be valid and in full force for the purpose of the Special General Meeting.**
- (3) **Members of the Company, who had deposited the First Proxy Form for the First SGM, are NOT required to deposit a fresh set of the proxy form for the adjourned SGM unless you wish to alter your instruction(s) given previously. Where a member of the Company had deposited the First Proxy Form for the First SGM and deposits a fresh set of the proxy form for the adjourned SGM, the First Proxy Form for the First SGM shall be deemed to be revoked.**
- (4) Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is holder of two or more shares of the Company may appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (5) Any member of the Company entitled to attend and vote at the First SGM but has not appointed any proxy is entitled to appoint another person to attend and vote instead of him/her. To be valid, the form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer or attorney duly authorised.
- (6) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the SGM or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the SGM or at any adjourned meeting (as the case may be) should they so wish.
- (7) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting in person or by proxy, the vote of one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (8) As at the date of this notice, the Board comprises Mr. Zou Xiao Chun as executive director, Mr. Zhang Da Zhong, Ms. Huang Xiu Hong and Mr. Yu Sing Wong as non-executive directors, and Mr. Lee Kong Wai, Conway, Ms. Liu Hong Yu and Mr. Wang Gao as independent non-executive directors.