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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)**

### **COMPLETION OF THE ISSUE OF THE CONSIDERATION SHARES IN RELATION TO THE LEASING AGREEMENT**

Reference is made to the circular of the Company dated 13 August 2021 (the “**Circular**”) in relation to, among other things, the Agreement, the Supplemental Agreement and the Whitewash Waiver. Capitalised terms used in this announcement have the same meanings as ascribed to them in the Circular.

The Board is pleased to announce that, on 27 September 2021, the Company completed the issue of the Consideration Shares.

Details of the shareholding structure of the Company (i) immediately before completion of the issue of the Consideration Shares; (ii) immediately after completion of the issue of the Consideration Shares; and (iii) immediately after completion of the issue of the Consideration Shares and full conversion of the convertible bonds is set out below.

Shareholders	Shareholding immediately before completion of the issue of the Consideration Shares		Shareholding immediately after completion of the issue of the Consideration Shares		Shareholding after completion of the issue of the Consideration Shares and full conversion of the convertible bonds <sup>(1)</sup>	
	<i>Number of Shares</i>		<i>Number of Shares</i>		<i>Number of Shares</i>	
		%		%		%
The Controlling Shareholder and parties acting in concert with him						
– GOME Management <sup>(2)</sup>	5,500,000,000	23.08	15,423,940,777	45.69	15,423,940,777	43.22
– Shinning Crown Holdings Inc. <sup>(2)</sup>	4,454,979,938	18.69	4,454,979,938	13.20	4,454,979,938	12.48
– Shine Group Limited <sup>(2)</sup>	634,016,736	2.66	634,016,736	1.88	634,016,736	1.78
– Ms. Du Juan <sup>(2)</sup>	246,706,664	1.04	246,706,664	0.73	246,706,664	0.69
The Trustee <sup>(4)(5)</sup>	1,320,316,000	5.54	1,320,316,000	3.91	1,320,316,000	3.70
	<u>12,156,019,338</u>	<u>51.01</u>	<u>22,079,960,115</u>	<u>65.41</u>	<u>22,079,960,115</u>	<u>61.87</u>
Mr. Wang Junzhou	3,938,000 <sup>(3)</sup>	0.02	3,938,000	0.01	3,938,000	0.01
Public shareholders	11,672,646,084	48.97	11,672,646,084	34.58	11,672,646,084	32.71
Convertible bonds holders	–	–	–	–	1,929,032,258	5.41
Total	<u>23,832,603,422</u>	<u>100.00</u>	<u>33,756,544,199</u>	<u>100.00</u>	<u>35,685,576,457</u>	<u>100.00</u>

*Notes:*

- (1) Assuming full conversion of all the outstanding convertible bonds and assuming no adjustment to the conversion price of such bonds.
- (2) GOME Management, Shinning Crown Holdings Inc. and Shine Group Limited are wholly owned by the Controlling Shareholder. Ms. Du Juan is the spouse of the Controlling Shareholder.
- (3) The Shares represent the 22,000,000 share awards granted to Mr. Wang Junzhou (“**Mr. Wang**”), who was the chief executive of the Company and resigned from his position effective 27 August 2021, under the Share Award Scheme of the Company. Of the 22,000,000 share awards, 3,938,000 Shares have been vested to Mr. Wang as at the date of this announcement. The vesting of the remaining 18,062,000 Shares are subject to vesting conditions. As at the date of this announcement, the vested share awards were held by Mr. Wang personally while the unvested shares awards were held by the Trustee for and on behalf of Mr. Wang. Save for the interest of Mr. Wang under the Share Award Scheme, none of the Directors had any interest in the Shares as at the date of this announcement.
- (4) The Share Award Scheme was adopted by the Company in October 2016 to provide incentives to officers and employees for their contributions to the Group. The Shares under the Share Award Scheme are held by a professional independent trustee. Under the Share Award Scheme, the Trustee shall not exercise the voting rights in respect of any Shares held under the trust (including but not limited to the granted Shares, and further Shares acquired out of the income derived therefrom). The Trustee is presumed to be acting in concert with the Controlling Shareholder.

- (5) As at the date of this announcement, the Trustee held in aggregate 1,320,316,000 Shares (including the unvested share awards held for and on behalf of Mr. Wang), representing approximately 5.54% of the issued share capital of the Company, of which (a) 386,963,000 Shares, representing approximately 1.62% of the issued share capital of the Company, are granted but unvested Shares held on trust for the grantees of the Share Award Scheme; and (b) 933,353,000 Shares, representing approximately 3.92% of the issued share capital of the Company, are held for the share pool of the Share Award Scheme. No Director has been awarded Shares or held any Shares under the Share Award Scheme.

By order of the Board  
**GOME Retail Holdings Limited**  
**Zhang Da Zhong**  
*Chairman*

Hong Kong, 27 September 2021

*As at the date of this announcement, 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to GOME Management and parties acting in concert with it) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the directors of GOME Management comprises Ms. Du Juan, Ms. Huang Xiu Hong, Mr. Zhou Ya Fei and Ms. Cheng Hung.*

*The directors of GOME Management jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to GOME Management and parties acting in concert with it, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

\* *For identification purpose only.*