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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Sun Art Retail Group Limited (the “Company”) will be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 26 March 2024 at 11:15 a.m. to consider and, if thought fit, passing, with or without modifications, the following resolutions. Unless otherwise defined, capitalised terms defined in the circular dated 8 March 2024 shall have the same meanings when used in this notice.

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the form and substance of the 2024 Delivery Services Master Purchase Agreements dated 25 January 2024 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (b) the proposed annual caps for the transactions contemplated under the category of purchase of delivery- and warehouse-related services by the Group from the Alibaba Affiliates for the years ending 31 March 2025, 31 March 2026 and 31 March 2027 be and are hereby approved, confirmed and ratified;
- (c) any one Director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, instruments (including affixing the common seal of the Company thereon) and take all such steps and execute such other documents as the Director in his or her opinion and absolute direction may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above.”

2. **“THAT**

- (a) the form and substance of the 2024 Joint Marketing Services Master Supply Agreement dated 25 January 2024 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;

- (b) the proposed annual caps for the transactions contemplated under the category of supply of marketing-related services by the Group to the Alibaba Affiliates for the years ending 31 March 2025, 31 March 2026 and 31 March 2027 be and are hereby approved, confirmed and ratified;
- (c) any one Director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, instruments (including affixing the common seal of the Company thereon) and take all such steps and execute such other documents as the Director in his or her opinion and absolute direction may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above.”

3. **“THAT**

- (a) the form and substance of the 2024 Platform Services Master Purchase Agreements dated 25 January 2024 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (b) the proposed annual caps for the transactions contemplated under the category of purchase of platform-related services by the Group from the Alibaba Affiliates for the years ending 31 March 2025, 31 March 2026 and 31 March 2027 be and are hereby approved, confirmed and ratified;
- (c) any one Director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, instruments (including affixing the common seal of the Company thereon) and take all such steps and execute such other documents as the Director in his or her opinion and absolute direction may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above.”

By Order of the Board
Sun Art Retail Group Limited
Mr. LIN Xiaohai
Executive Director and
Chief Executive Officer

Hong Kong, 8 March 2024

Registered office:
5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

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 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.
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 EGM (i.e. not later than 11:15 a.m. on Sunday, 24 March 2024 (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. Please note that Sunday, 24 March 2024 is a public holiday in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on that day for physical delivery of the proxy form. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 25 March 2024 to Tuesday, 26 March 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, 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, 22 March 2024.
5. A circular containing further details concerning items 1 to 3 set out in the above notice will be sent to all shareholders of the Company.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. **BAD WEATHER ARRANGEMENTS:**

The EGM will be held on Tuesday, 26 March 2024 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 EGM 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.

As at the date of this notice, the Directors of the Company are:

Executive Director:

LIN Xiaohai (*Chief Executive Officer*)

Non-Executive Directors:

HUANG Ming-Tuan (*Chairman*)

HAN Liu

LIU Peng

Independent Non-Executive Directors:

Karen Yifen CHANG

Charles Sheung Wai CHAN

Dieter YIH