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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 Friday, 24 September 2021 at 9:30 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 7 September 2021 shall have the same meanings when used in this notice.

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the form and substance of the 2021 Master Supply Agreement dated 22 June 2021 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 the “Sale of Goods and Services by the Group to Alibaba Affiliates” for the years ending 31 March 2022, 31 March 2023 and 31 March 2024 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 2021 Master Business Cooperation Agreement dated 22 June 2021 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 the “Business Cooperation between the Group and Alibaba Affiliates” for the years ending 31 March 2022, 31 March 2023 and 31 March 2024 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.”

### **SPECIAL RESOLUTION**

- 3. **“THAT** the Proposed Amendment to the Articles of Association of the Company be and are hereby approved and that the Directors be and are hereby authorised to do all things necessary to implement the said proposed amendment to the articles of association of the Company.”

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

Hong Kong, 7 September 2021

*Registered office:*

Level 54, Hopewell Centre  
183 Queen’s Road East  
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 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.
- 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 9:30 am on Wednesday, 22 September 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. Please note that 22 September 2021 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, 20 September 2021 to Friday, 24 September 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 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, 17 September 2021.
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 Friday, 24 September 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](http://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.

8. **Precautionary measures for the EGM**

Please see cover page of the circular of the Company dated 7 September 2021 for measures being taken for the prevention of the spreading of the coronavirus disease (COVID-19) at the EGM; including: (i) compulsory body temperature check; (ii) submission of health and travel declaration form; (iii) wearing of surgical face mask; and (iv) limit the number of attendees at the EGM as may be necessary in order to maintain appropriate distancing and spacing in compliance with the guidance issued by Hong Kong Government from time to time.

Attendees who do not comply with the precautionary measures may be denied entry to the venue for the EGM, at the absolute discretion of the Company as permitted by law. Shareholders are encouraged to exercise their right to vote at the EGM by appointing the chairman of the EGM as their proxy and to return their forms of proxy by the time specified above, instead of attending the EGM in person.

*As at the date of this notice, the board of Directors of the Company comprises of six Directors, Mr. LIN Xiaohai (Chief Executive Officer) being the executive Director, Mr. HUANG Ming-Tuan (Chairman), and Mr. XU Hong being the non-executive Directors; and Ms. Karen Yifen CHANG, Mr. Dieter YIH and Mr. Charles Sheung Wai CHAN being the independent non-executive Directors.*