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# CHINA AUTOMOBILE NEW RETAIL (HOLDINGS) LIMITED 中國汽車新零售(控股)有限公司

(Incorporated in Bermuda with limited liability) (Stock Code: 526)

# DISCLOSEABLE AND MAJOR TRANSACTIONS SUBSCRIPTIONS OF FINANCIAL PRODUCTS

## SUBSCRIPTIONS OF FINANCIAL PRODUCTS

The Group made subscriptions for certain financial products offered by National Trust between March 2020 and September 2020, a summary of which are set out as follows:

寧波新江厦超市連鎖有限公司 (Ning Bo Xin Jiang Sha Chain Supermarket Company Limited\*)

- the 1<sup>st</sup> National Trust Financial Products of RMB50,000,000 subscribed on 29 April 2020;
- the 2<sup>nd</sup> National Trust Financial Products of RMB90,000,000 subscribed on 18 May 2020;
- the 3<sup>rd</sup> National Trust Financial Products of RMB60,000,000 subscribed on 28 June 2020;
- the 4<sup>th</sup> National Trust Financial Products of RMB80,000,000 subscribed on 10 August 2020;
- the 5<sup>th</sup> National Trust Financial Products of RMB70,000,000 subscribed on 17 August 2020;
- the 6<sup>th</sup> National Trust Financial Products of RMB70,000,000 subscribed on 21 August 2020; and
- the 7<sup>th</sup> National Trust Financial Products of RMB60,000,000 subscribed on 24 August 2020;

寧波新江厦股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited\*)

- the 8<sup>th</sup> National Trust Financial Products of RMB60,000,000 subscribed on 31 August 2020;
- the 9<sup>th</sup> National Trust Financial Products of RMB60,000,000 subscribed on 3 September 2020;
- the 10<sup>th</sup> National Trust Financial Products of RMB60,000,000 subscribed on 7 September 2020;
- the 11<sup>th</sup> National Trust Financial Products of RMB50,000,000 subscribed on 10 September 2020;
- the 12<sup>th</sup> National Trust Financial Products of RMB50,000,000 subscribed on 14 September 2020; and
- the 13<sup>th</sup> National Trust Financial Products of RMB40,000,000 subscribed on 16 September 2020.

The Group also made subscription for a financial product offered by Daye Trust Co. Ltd.on 30 March 2021.

# LISTING RULES IMPLICATIONS

## **Discloseable transactions**

As one of the applicable percentage ratios for the subscription amount of (A)(i) the 2<sup>nd</sup> National Trust Financial Products when aggregated with that of the 1<sup>st</sup> National Trust Financial Products; (ii) the 4<sup>th</sup> National Trust Financial Products when aggregated with the 3<sup>rd</sup> National Trust Financial Products; (iii) the 8<sup>th</sup> National Trust Financial Products when aggregated with that of the 7<sup>th</sup> National Trust Financial Products; (iv) the 10<sup>th</sup> National Trust Financial Products; and (v) the 13<sup>th</sup> National Trust Financial Products when aggregated with the 12<sup>th</sup> National Trust Financial Products, pursuant to Rule 14.22 of the Listing Rules, and (B) the Daye Financial Products exceed 5% but are less than 25%, (i) the subscriptions of the 2<sup>nd</sup> National Trust Financial Products, the 10<sup>th</sup> National Trust Financial Products the 8<sup>th</sup> National Trust Financial Products, the 10<sup>th</sup> National Trust Financial Products, the 10<sup>th</sup> National Trust Financial Products, and (B) the Daye Financial Products exceed 5% but are less than 25%, (i) the subscriptions of the 2<sup>nd</sup> National Trust Financial Products, the 10<sup>th</sup> National Trust Financial Products, the 10<sup>th</sup> National Trust Financial Products, the 10<sup>th</sup> National Financial Products and the 13<sup>th</sup> National Trust Financial Products and the Daye Financial Products, the 4<sup>th</sup> National Financial Products, constituted discloseable transactions which are subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

### **Major transactions**

Pursuant to Rule 14.22 of the Listing Rules, as one of the applicable percentage ratios for the subscription amount of the (i) the 6<sup>th</sup> National Trust Financial Products when aggregated with that of the 1<sup>st</sup> National Trust Financial Products, 2<sup>nd</sup> National Trust Financial Products, 3<sup>rd</sup> National Trust Financial Products, 4<sup>th</sup> National Trust Financial Products and 5<sup>th</sup> National Trust Financial Products; and (ii) the 11<sup>th</sup> National Trust Financial Products when aggregated with that of the 7<sup>th</sup> National Trust Financial Products, 8<sup>th</sup> National Trust Financial Products, 9<sup>th</sup> National Trust Financial Products, 8<sup>th</sup> National Trust Financial Products, 9<sup>th</sup> National Trust Financial Products and 10<sup>th</sup> National Trust Financial Products exceed 25% but are less than 75%, the subscriptions of the 6<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products constituted major transactions of the Company which are subject to the notification, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

# GENERAL

The SGM will be convened and held for the Shareholders to consider, ratify and if thought fit, approve, among other matters, the agreements for the subscriptions of the 6<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products and the transactions contemplated thereunder.

As additional time is required by the Company to prepare the circular containing, among other things, (i) further details of the 6<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products and the transactions contemplated thereunder and other; (ii) other information as required by the Listing Rules and (iii) a notice of the SGM and a form of proxy, it is expected that the circular will be despatched to the Shareholders on or before 9 July 2021.

# **INADVERTENT BREACH OF RULE 14.34 OF THE LISTING RULES**

The failure to make timely disclosure pursuant to Rule 14.34 of the Listing Rules was due to the management of the Company inadvertently failing to aggregate the subscription amounts of the XJS Supermarket Financial Products and the XJS Company Financial Products pursuant to Rule 14.22. As a result, the Company had not complied with the applicable requirements under Chapter 14 of the Listing Rules after the Subscriptions in a timely manner.

# **REMEDIAL MEASURES**

The Company deeply regrets its non-compliance with Rule 14.34 of the Listing Rules but would like to stress that non-compliance was inadvertent and the Company had no intention to withhold any information relating to the Subscriptions from disclosure.

To prevent the reoccurrence of the current instance of non-compliance, the Company intends to adopt certain measures as further set out in the section headed "Remedial Measures" of this announcement.

## SUBSCRIPTIONS OF THE FINANCIAL PRODUCTS

The Board announces that between March 2020 and September 2020, 寧波新江廈超市 連鎖有限公司(Ning Bo Xin Jiang Sha Chain Supermarket Company Limited\*) and 寧波 新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited\*) subscribed for XJS Supermarket Financial Products and XJS Company Financial Products respectively offered by National Trust, a summary of which is set out as follows:

## (1) 1<sup>st</sup> National Trust Financial Products

(2)

| Parties   | :          | (1)  | National Trust  |
|---|------------|--|---|
|   |            | (2)  | 寧波新江廈超市連鎖有限公司 (Ning Bo<br>Xin Jiang Sha Chain Supermarket Company<br>Limited*)  |
| Name of the financial products                                    | :          |  | 告信托申鑫70號單一資金信托 (National Trust<br>nxin No. 70 Single Fund Trust*)   |
| Subscription Date   | :          | 29 A   | April 2020  |
| Maturity Date   | :          | 28 A   | April 2023  |
| Subscription Amount   | :          | RM   | B50,000,000   |
| Expected rate of return   | :          | 5.19   | $\delta$  |
|   |            |  |   |
| 2 <sup>nd</sup> National Trust Finance                            | ial P      | roduo  | ets   |
| 2 <sup>nd</sup> National Trust Finance<br>Parties                 | ial P<br>: |  | e <b>ts</b><br>National Trust   |
|   | ial P      |  | National Trust  |
|   | :          | <ol> <li>(1)</li> <li>(2)</li> <li>國民</li> </ol>   | National Trust<br>寧波新江廈超市連鎖有限公司 (Ning Bo<br>Xin Jiang Sha Chain Supermarket Company   |
| Parties<br>Name of the financial                                  | :          | (1)<br>(2)<br>國民<br>Sher   | National Trust<br>寧波新江廈超市連鎖有限公司 (Ning Bo<br>Xin Jiang Sha Chain Supermarket Company<br>Limited*)  |
| Parties<br>Name of the financial<br>products                      | :          | (1)<br>(2)<br>國民<br>Sher<br>18 M   | National Trust<br>寧波新江廈超市連鎖有限公司 (Ning Bo<br>Xin Jiang Sha Chain Supermarket Company<br>Limited*)<br>名信托申鑫70號單一資金信托 (National Trust<br>nxin No. 70 Single Fund Trust*) |
| Parties<br>Name of the financial<br>products<br>Subscription Date | :          | <ul> <li>(1)</li> <li>(2)</li> <li>國民</li> <li>Sher</li> <li>18 M</li> <li>17 M</li> </ul> | National Trust<br>寧波新江廈超市連鎖有限公司 (Ning Bo<br>Xin Jiang Sha Chain Supermarket Company<br>Limited*)<br>名信托申鑫70號單一資金信托 (National Trust<br>nxin No. 70 Single Fund Trust*) |

| (3) | <b>3<sup>rd</sup> National Trust Financial Products</b> |               |  |  |
|-----|---|---------------|--|--|
|     | Parties   | :             | (1) National Trust   |  |
|     |   |               | <ul><li>(2) 寧波新江廈超市連鎖有限公司 (Ning Bo<br/>Xin Jiang Sha Chain Supermarket Company<br/>Limited*)</li></ul> |  |
|     | Name of the financial products                          | :             | 國民信托申鑫70號單一資金信托 (National Trust<br>Shenxin No. 70 Single Fund Trust*)                                  |  |
|     | Subscription Date                                       | :             | 28 June 2020   |  |
|     | Maturity Date   | :             | 27 June 2023   |  |
|     | Subscription Amount                                     | :             | RMB60,000,000  |  |
|     | Expected rate of return                                 | :             | 5.1%   |  |
| (4) | 4 <sup>th</sup> National Trust Financia                 | eial Products |  |  |
|     | Parties   | :             | (1) National Trust   |  |
|     |   |               | <ul><li>(2) 寧波新江廈超市連鎖有限公司 (Ning Bo<br/>Xin Jiang Sha Chain Supermarket Company<br/>Limited*)</li></ul> |  |
|     | Name of the financial products                          | :             | 國民信托申鑫70號單一資金信托 (National Trust<br>Shenxin No. 70 Single Fund Trust*)                                  |  |
|     | Subscription Date                                       | :             | 10 August 2020   |  |
|     | Maturity Date   | :             | 9 August 2023  |  |
|     | Subscription Amount                                     | :             | RMB80,000,000  |  |
|     | Expected rate of return                                 | :             | 5.1%   |  |

# (3) 3<sup>rd</sup> National Trust Financial Products

| (5) | 5 <sup>th</sup> National Trust Financia | l Trust Financial Products |      |  |
|-----|---|----------------------------|------|--|
|     | Parties                                 | :                          | (1)  | National Trust   |
|     |   |                            | (2)  | 寧波新江廈超市連鎖有限公司 (Ning Bo<br>Xin Jiang Sha Chain Supermarket Company<br>Limited*) |
|     | Name of the financial products          | :                          |      | 信托申鑫70號單一資金信托 (National Trust<br>nxin No. 70 Single Fund Trust*)               |
|     | Subscription Date                       | :                          | 17 A | August 2020  |
|     | Maturity Date                           | :                          | 16 A | August 2023  |
|     | Subscription Amount                     | :                          | RM   | B70,000,000  |
|     | Expected rate of return                 | :                          | 5.19 | 6  |
| (6) | 6 <sup>th</sup> National Trust Financia | cial Products              |      |  |
|     | Parties                                 | :                          | (1)  | National Trust   |
|     |   |                            | (2)  | 寧波新江廈超市連鎖有限公司 (Ning Bo<br>Xin Jiang Sha Chain Supermarket Company<br>Limited*) |
|     | Name of the financial products          | :                          |      | 告信托申鑫70號單一資金信托 (National Trust<br>nxin No. 70 Single Fund Trust*)              |
|     | Subscription Date                       | :                          | 21 A | August 2020  |
|     | Maturity Date                           | :                          | 20 A | August 2023  |
|     | Subscription Amount                     | :                          | RM   | B70,000,000  |
|     | Expected rate of return                 | :                          | 5.19 | $\delta$   |

# (5) 5<sup>th</sup> National Trust Financial Products

| (7) | 7 <sup>th</sup> National Trust Financial Products   |   |  |
|-----|---|---|--|
|     | Parties   | : | (1) National Trust   |
|     |   |   | <ul><li>(2) 寧波新江廈超市連鎖有限公司 (Ning Bo<br/>Xin Jiang Sha Chain Supermarket Company<br/>Limited*)</li></ul> |
|     | Name of the financial products                      | : | 國民信托申鑫70號單一資金信托 (National Trust<br>Shenxin No. 70 Single Fund Trust*)                                  |
|     | Subscription Date                                   | : | 24 August 2020   |
|     | Maturity Date                                       | : | 23 August 2023   |
|     | Subscription Amount                                 | : | RMB60,000,000  |
|     | Expected rate of return                             | : | 5.1%   |
| (8) | ) 8 <sup>th</sup> National Trust Financial Products |   | roducts  |
|     | Parties   | : | (1) National Trust   |
|     |   |   | <ul><li>(2) 寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited*)</li></ul>                        |
|     | Name of the financial products                      | : | 國民信托申鑫80號單一資金信托 (National Trust<br>Shenxin No. 80 Single Fund Trust*)                                  |
|     | Subscription Date                                   | : | 31 August 2020   |
|     | Maturity Date                                       | : | 30 August 2023   |
|     | Subscription Amount                                 | : | RMB60,000,000  |
|     | Expected rate of return                             | : | 4.7%   |

# (7) 7<sup>th</sup> National Trust Financial Products

| (9)     | 9th National Trust Financial Products   |                 |   |  |
|---------|---|-----------------|---|--|
|         | Parties                                 | :               | (1) National Trust  |  |
|         |   |                 | <ul><li>(2) 寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited*)</li></ul> |  |
|         | Name of the financial products          | :               | 國民信托申鑫80號單一資金信托 (National Trust<br>Shenxin No. 80 Single Fund Trust*)           |  |
|         | Subscription Date                       | :               | 3 September 2020  |  |
|         | Maturity Date                           | :               | 2 September 2023  |  |
|         | Subscription Amount                     | :               | RMB60,000,000   |  |
|         | Expected rate of return                 | :               | 4.7%  |  |
| (10)    | 10 <sup>th</sup> National Trust Financi | ancial Products |   |  |
| Parties |   | :               | (1) National Trust  |  |
|         |   |                 | <ul><li>(2) 寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited*)</li></ul> |  |
|         | Name of the financial products          | :               | 國民信托申鑫80號單一資金信托 (National Trust<br>Shenxin No. 80 Single Fund Trust*)           |  |
|         | Subscription Date                       | :               | 7 September 2020  |  |
|         | Maturity Date                           | :               | 6 September 2023  |  |
|         | Subscription Amount                     | :               | RMB60,000,000   |  |
|         | Expected rate of return                 | :               | 4.7%  |  |

# (9) 9<sup>th</sup> National Trust Financial Products

#### **Parties** : (1) National Trust (2) 寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited\*) Name of the financial 國民信托申鑫80號單一資金信托 (National Trust : products Shenxin No. 80 Single Fund Trust\*) **Subscription Date** : 10 September 2020 **Maturity Date** 9 September 2023 : **Subscription Amount** RMB50,000,000 : Expected rate of return : 4.7% (12) 12<sup>th</sup> National Trust Financial Products Parties : (1) National Trust (2) 寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited\*) 國民信托申鑫80號單一資金信托 (National Trust Name of the financial : Shenxin No. 80 Single Fund Trust\*) products **Subscription Date** : 14 September 2020 **Maturity Date** 13 September 2023 : **Subscription Amount** RMB50,000,000 : Expected rate of return : 4.7%

### (11) 11<sup>th</sup> National Trust Financial Products

# (13) 13<sup>th</sup> National Trust Financial Products

| Parties                        | : | (1)  | National Trust  |
|--------------------------------|---|------|---|
|                                |   | (2)  | 寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited*)         |
| Name of the financial products | : |      | 是信托申鑫80號單一資金信托 (National Trust<br>nxin No. 80 Single Fund Trust*) |
| Subscription Date              | : | 16 S | September 2020  |
| Maturity Date                  | : | 16 S | September 2023  |
| Subscription Amount            | : | RM   | B40,000,000   |
| Expected rate of return        | : | 4.79 | 70  |

The Board also announces that on 30 March 2021 寧波新江廈股份有限公司 (Ning Bo Xin Jiang Sha Stock Company Limited\*) subscribed for Daye Financial Products offered by Daye Trust Co., Ltd, the particulars of which are set out as follows:

## **Daye Financial Products**

| Parties                        | : | <ul><li>(1) Daye Trust Co., Ltd (大業信托有限責任公司)</li></ul>                                     |
|--------------------------------|---|--|
|                                |   | <ul><li>(2) 寧波新江廈股份有限公司 (Ning Bo Xin Jiang Sha Stock Company Limited*)</li></ul>           |
| Name of the financial products | : | 大業信托新江廈(一期)單一資金信托合同 (Daye<br>Trust Xin Jiang Sha (Phase 1) Single Fund Trust<br>Contract*) |
| Subscription Date              | : | 31 March 2021  |
| Maturity Date                  | : | 30 March 2022  |
| Subscription Amount            | : | RMB80,000,000  |
| Expected rate of return        | : | 5.99%  |

# **REASONS FOR AND BENEFITS OF SUBSCRIPTIONS**

The Company utilized certain idle funds to subscribe for the XJS Supermarket Financial Products and XJS Company Financial Products from National Trust. Given the Board is of the views that the XJS Supermarket Financial Products and XJS Company Financial Products are highly secured with appropriate returns, the Board considers the Subscriptions are conducive to enhancing the utilization of capital and increasing income from idle funds. The consideration in relation to the Subscriptions was determined after taking into account various factors including cash management, the level of risk and return of the financial products and their respective maturity dates.

Accordingly, the Directors are of the view that the Subscriptions are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

# **INFORMATION ABOUT THE PARTIES**

## The Company

The Company is an investment holding company principally engaged in the trading of imported cars. Together with subsidiaries, the Company operates business through six segments: (i) the car trading platform segment is engaged in providing imported cars platform services and property rental services (ii) the car-sale segment is engaged in the trading of imported cars; (iii) the manufacturing and trading segment is engaged in the manufacture and trading of plastic and metallic household products; (iv) the retail segment is engaged in the management of department stores and the operation of supermarket operation; (v) the wholesale segment is engaged in the wholesales of wine and beverages and electrical appliances and (vi) the investments holding segment is engaged in the debts management and the investment in equity securities.

### **National Trust**

國民信托有限公司 (National Trust Company Limited\*), was established in 1987 and is one of the licensed trust financial institutions in the PRC under the supervision of the China Banking and Insurance Regulatory Commission.

### Daye Trust Co., Ltd

Daye Trust Co., Ltd (大業信托有限責任公司), is a non-bank financial institution approved by the China Banking Regulatory Commission and re-registered on the basis of the reorganization of the original Guangzhou Science and Technology Trust and Investment Company. Daye Trust Co., Ltd is registered in Guangzhou, and has business management departments in Beijing, Shanghai and Wuhan.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, National Trust, Daye Trust Co., Ltd and their respective ultimate beneficial owners are third parties independent of the Group and its connected persons.

## IMPLICATIONS OF THE LISTING RULES

#### **Discloseable transactions**

As one of the applicable percentage ratios for the subscription amount of (A)(i) the 2<sup>nd</sup> National Trust Financial Products when aggregated with that of the 1<sup>st</sup> National Trust Financial Products; (ii) the 4<sup>th</sup> National Trust Financial Products when aggregated with the 3<sup>rd</sup> National Trust Financial Products; (iii) the 8<sup>th</sup> National Trust Financial Products when aggregated with that of the 7<sup>th</sup> National Trust Financial Products and (iv) the 10<sup>th</sup> National Trust Financial Products when aggregated with that of the 7<sup>th</sup> National Trust Financial Products and (iv) the 10<sup>th</sup> National Trust Financial Products and (v) the 13<sup>th</sup> National Trust Financial Products when aggregated with the 12<sup>th</sup> National Trust Financial Products, pursuant to Rule 14.22 of the Listing Rules, and (B) the Daye Financial Products exceed 5% but is less than 25%, the subscriptions of the 2<sup>nd</sup> National Trust Financial Products, the 10<sup>th</sup> National Trust Financial Products and the 13<sup>th</sup> National Trust Financial Products constituted discloseable transactions which are subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

#### **Major transactions**

Pursuant to Rule 14.22 of the Listing Rules, as one of the applicable percentage ratios for the subscription amount of the (i) the 6<sup>th</sup> National Trust Financial Products when aggregated with that of the 1<sup>st</sup> National Trust Financial Products, 2<sup>nd</sup> National Trust Financial Products, 3<sup>rd</sup> National Trust Financial Products, 4<sup>th</sup> National Trust Financial Products and 5<sup>th</sup> National Trust Financial Products; and (ii) the 11<sup>th</sup> National Trust Financial Products, 8<sup>th</sup> National Trust Financial Products, 9<sup>th</sup> National Trust Financial Products, 8<sup>th</sup> National Trust Financial Products, 9<sup>th</sup> National Trust Financial Products and 10<sup>th</sup> National Trust Financial Products exceed 25% but is less than 75%, the subscriptions of the 6<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products of the 7<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products exceed 25% but is less than 75%, the subscriptions of the 6<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products of the A<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products and 11<sup>th</sup> National Trust Financial Products of the Company which are subject to the notification, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

### **INADVERTENT BREACH OF RULE 14.34 OF THE LISTING RULES**

The failure to make timely disclosure pursuant to Rule 14.34 of the Listing Rules was due to the management of the Company inadvertently failing to aggregate the subscription amount of the XJS Supermarket Financial Products and the XJS Company Financial Products pursuant to Rule 14.22. As a result, the Company had not complied with the applicable requirements under Chapter 14 of the Listing Rules after the Subscriptions in a timely manner.

At the time when the Company noted the failure to make timely disclosure for the Subscription and inadvertently breach of Rule 14.34 of the Listing Rule, the Company immediately carried out some remedial measures such as immediately examined the coordination and reporting path for doing all notifiable transactions, and promptly assigned the finance manager in Hong Kong office to oversee all transactions to make sure all notifiable transactions of the Company will comply with the Listing Rules and all other laws and regulations.

## **REMEDIAL MEASURES**

The Company deeply regrets its non-compliance with Rules 14.34 of the Listing Rules but would like to stress that such non-compliance was inadvertent and the Company had no intention to withhold any information relating to the Subscriptions from disclosure.

To prevent the reoccurrence of the current instance of non-compliance, the Company intends to adopt the following measures:

- 1. the Company will enhance the training provided to the Directors, the senior management and responsible finance staff, including requesting its legal adviser to give seminars on the compliance requirements and practical knowledge of notifiable transactions to its staff, so as to reinforce their understanding of and to emphasize the importance of compliance with the Listing Rules;
- 2. the Company will strengthen the implementation of its internal control system on transactions including but not limited to increasing the number of members of the team which has been designated to monitor and oversee all the on-going transaction, and strengthening the coordination and reporting arrangements for notifiable transactions among the various departments of the Company, including the finance department, the business department and the Board. Before entering into each agreement, the finance department will coordinate those departments to review the relevant agreement to ensure compliance with the Listing Rules;
- 3. the Company will maintain closer cooperation with its professional advisers in relation to regulatory compliance; and
- 4. if the Company intends to conduct similar transactions, it will seek advice from its external legal advisers on whether this will trigger any disclosure or compliance requirements under the Listing Rules. If necessary, the Company will consult the Stock Exchange about the proper treatment of the proposed transaction.

The Company has been conducting its business based on an internal control system which is designed to ensure the compliance of the applicable laws, rules and regulations, including but not limited to the Listing Rules. In view of the incidents, the Company shall further strengthen its internal control system by adopting the above measures so as to ensure no occurrence of the above incidents shall take place again.

# GENERAL

The SGM will be convened and held for the Shareholders to consider, ratify and if thought fit, approve, among other matters, the agreements for the subscriptions of the 6<sup>th</sup> National Trust Financial Products and the 11<sup>th</sup> Trust Financial Products and the transactions contemplated thereunder.

As additional time is required by the Company to prepare the circular containing, among other things, (i) further details of the 6<sup>th</sup> National Trust Financial Products and the 11<sup>th</sup> Trust Financial Products and the transactions contemplated thereunder and other; (ii) other information as required by the Listing Rules and (iii) a notice of the SGM and a form of proxy, it is expected that the circular will be despatched to the Shareholders on or before 9 July 2021.

### DEFINITIONS

In this announcement, the following words and expressions shall have the meanings set out below, unless the context otherwise requires:

| "Board"                      | the board of Directors   |
|------------------------------|--|
| "Company"                    | China Automobile New Retail (Holdings) Limited (stock code: 526), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange |
| "connected person(s)"        | has the meaning ascribed to it under the Listing Rules   |
| "Daye Financial<br>Products" | the financial products offered by Daye Trust Co., Ltd. and subscribed by 寧波新江廈股份有限公司 (Ning Bo Xin Jiang Sha Stock Company Limited*) at RMB80,000,000 on 30 March 2021  |
| "Director(s)"                | director(s) of the Company   |
| "Group"                      | the Company and its subsidiaries   |
| "HK\$"                       | Hong Kong dollars, the lawful currency of Hong Kong  |
| "Hong Kong"                  | the Hong Kong Special Administrative Region of the PRC   |
| "Listing Rules"              | the Rules Governing the Listing of Securities on the Stock Exchange  |

| "National Trust"                                       | 國民信托有限公司 (National Trust Company Limited*), one<br>of the licensed trust financial institutions in the PRC under<br>the supervision of the China Banking and Insurance<br>Regulatory Commission  |
|--|--|
| "PRC"  | the People's Republic of China which for the purpose of this<br>announcement, excludes Hong Kong, the Macau Special<br>Administrative Region of the PRC and Taiwan   |
| "RMB"  | Renminbi, the lawful currency of the PRC   |
| "SGM"  | a special general meeting of the Company to be convened to<br>approve the Agreement and transactions contemplated<br>thereunder  |
| "Share(s)"   | ordinary share(s) of HK\$0.01 each in the share capital of the Company   |
| "Shareholder(s)"                                       | holder(s) of the Share(s)  |
| "Stock Exchange"                                       | The Stock Exchange of Hong Kong Limited  |
| "Subscriptions"  | subscriptions for the XJS Supermarket Financial Products<br>and XJS Company Financial Products   |
| "XJS Company<br>Financial Products"                    | collectively the 8 <sup>th</sup> National Trust Financial Products, 9 <sup>th</sup><br>National Trust Financial Products, 10 <sup>th</sup> National Trust<br>Financial Products, 11 <sup>th</sup> National Trust Financial Products,<br>12 <sup>th</sup> National Trust Financial Products and 13 <sup>th</sup> National<br>Trust Financial Products   |
| "XJS Supermarket<br>Financial Products"                | collectively the 1 <sup>st</sup> National Trust Financial Products, 2 <sup>nd</sup><br>National Trust Financial Products, 3 <sup>rd</sup> National Trust<br>Financial Products, 4 <sup>th</sup> National Trust Financial Products, 5 <sup>th</sup><br>National Trust Financial Products, 6 <sup>th</sup> National Trust<br>Financial Products and the 7 <sup>th</sup> National Trust Financial<br>Products |
| "1 <sup>st</sup> National Trust<br>Financial Products" | the financial products offered by National Trust and<br>subscribed by 寧波新江廈超市連鎖有限公司(Ning Bo Xin<br>Jiang Sha Chain Supermarket Company Limited*) at<br>RMB50,000,000 on 29 April 2020  |

- "2<sup>nd</sup> National Trust Financial Products" the financial products offered by National Trust and subscribed by 寧波新江廈超市連鎖有限公司(Ning Bo Xin Jiang Sha Chain Supermarket Company Limited\*) at RMB90,000,000 on 18 May 2020
- "3<sup>rd</sup> National Trust Financial Products" the financial products offered by National Trust and subscribed by 寧波新江廈超市連鎖有限公司(Ning Bo Xin Jiang Sha Chain Supermarket Company Limited\*) at RMB60,000,000 on 28 June 2020
- "4<sup>th</sup> National Trust
   Financial Products"
   the financial products offered by National Trust and subscribed by 寧波新江廈超市連鎖有限公司(Ning Bo Xin Jiang Sha Chain Supermarket Company Limited\*) at RMB80,000,000 on 10 August 2020
- "5<sup>th</sup> National Trust Financial Products" the financial products offered by National Trust and subscribed by 寧波新江廈超市連鎖有限公司(Ning Bo Xin Jiang Sha Chain Supermarket Company Limited\*) at RMB70,000,000 on 17 August 2020
- "6<sup>th</sup> National Trust
   Financial Products"
   the financial products offered by National Trust and subscribed by 寧波新江廈超市連鎖有限公司(Ning Bo Xin Jiang Sha Chain Supermarket Company Limited\*) at RMB70,000,000 on 21 August 2020
- "7<sup>th</sup> National Trust Financial Products" the financial products offered by National Trust and subscribed by寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited\*) at RMB60,000,000 on 24 August 2020
- "8<sup>th</sup> National Trust Financial Products"
  the financial products offered by National Trust and subscribed by寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited\*) at RMB60,000,000 on 31 August 2020
- "9<sup>th</sup> National Trust Financial Products" the financial products offered by National Trust and subscribed by 寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited\*) at RMB60,000,000 on 3 September 2020
- "10<sup>th</sup> National Trust Financial Products" the financial products offered by National Trust and subscribed by 寧波新江廈股份有限公司(Ning Bo Xin Jiang Sha Stock Company Limited\*) at RMB60,000,000 on 7 September 2020

| "11 <sup>th</sup> National Trust<br>Financial Products" | the financial products offered by National Trust and<br>subscribed by 寧波新江廈股份有限公司(Ning Bo Xin Jiang<br>Sha Stock Company Limited*) at RMB50,000,000 on 10<br>September 2020 |
|---|---|
| "12 <sup>th</sup> National Trust<br>Financial Products" | the financial products offered by National Trust and<br>subscribed by 寧波新江廈股份有限公司(Ning Bo Xin Jiang<br>Sha Stock Company Limited*) at RMB50,000,000 on 14<br>September 2020 |
| "13 <sup>th</sup> National Trust<br>Financial Products" | the financial products offered by National Trust and<br>subscribed by 寧波新江廈股份有限公司(Ning Bo Xin Jiang<br>Sha Stock Company Limited*) at RMB40,000,000 on 16<br>September 2020 |
| "%"   | per cent.   |

\* for identification purpose only

## By order of the Board CHINA AUTOMOBILE NEW RETAIL (HOLDINGS) LIMITED Cheng Jianhe Director

Hong Kong, 9 June 2021

As at the date of this announcement, the Board comprises Mr Li Lixin, Mr Cheng Jianhe and Ms Jin Yaxue being executive Directors, Ms Cheng Weihong being non-executive Director, Mr He Chengying, Mr Shin Yick Fabian and Mr Kwong Kwan Tong being independent non-executive Directors.