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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Rundong Auto Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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潤東汽車

China Rundong Auto Group Limited

中國潤東汽車集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1365)

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
- (2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**
- (3) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**
- (4) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Rundong Auto Group Limited to be held at Huashan Room, 5/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, June 8, 2017 at 10:00 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.rundong.com.cn).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 10:00 a.m. (Hong Kong time) on Tuesday, June 6, 2017 or not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) if they so wish.

April 28, 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	an annual general meeting of the Company to be held at Huashan Room, 5/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, June 8, 2017 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Law”	Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time
“Company”	China Rundong Auto Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“CPS”	the convertible preference shares of par value of US\$0.0000005 each in the share capital of the Company
“Director(s)”	the 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
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the total number of the Shares in issue as at the date of passing of proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular
“Latest Practicable Date”	April 21, 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Management Subscription Share(s)”	new Shares that the management subscribers agreed to subscribe for at the price of HK\$2.89 per Share pursuant to the subscription agreements dated May 16, 2015
“Memorandum”	the memorandum of association of the Company currently in force
“PRC”	the People’s Republic of China and for the purpose of this circular shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of US\$0.0000005 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange of not exceeding 10% of the total number of the Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular
“Shareholder(s)”	holder(s) of Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of section 15 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as modified from time to time) of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



润东汽车

China Rundong Auto Group Limited

中國潤東汽車集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1365)

Executive Directors:

Mr. Yang Peng (*Chairman and President*)

Mr. Liu Dongli (*Vice Chairman*)

Mr. Zhao Zhongjie (*Executive President*)

Mr. Liu Jian (*Vice President*)

Non-Executive Director:

Mr. Yan Sujian (*Vice Chairman*)

Independent Non-Executive Directors:

Mr. Peng Zhenhuai

Mr. Mei Jianping

Mr. Lee Conway Kong Wai

Mr. Xiao Zhengsan

Registered Office:

Maples Corporate Services Limited

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Head Office:

9F, Shenzhou Wisdom Plaza

No. 567, West Tianshan Road

Changning District

Shanghai, PRC

Principal Place of Business in

Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

April 28, 2017

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
**(3) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**
**(4) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, June 8, 2017.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.18 of the Articles of Association, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. As such, Mr. Yang Peng, Mr. Liu Dongli, Mr. Zhao Zhongjie and Mr. Liu Jian shall retire at the Annual General Meeting.

All of the above retiring Directors have offered themselves for re-election at the Annual General Meeting.

Details of the above retiring Directors, who are eligible and have offered themselves for re-election at the Annual General Meeting, are set out in Appendix I to this circular.

Mr. Yan Sujian (“**Mr. Yan**”), a non-executive Director, will retire from office and will not offer himself for re-election at the Annual General Meeting due to his other commitments. Subsequent to Mr. Yan’s retirement, he will cease to be a member of the Audit Committee. There is no disagreement between Mr. Yan and the Board, and no other matter regarding the retirement of Mr. Yan needs to be brought to the attention of the Shareholders.

Mr. Peng Zhenhuai (“**Mr. Peng**”), an independent non-executive Director, will retire from the office and will not offer himself for re-election at the Annual General Meeting due to his other commitments. Subsequent to Mr. Peng’s retirement, he will cease to be a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. There is no disagreement between Mr. Peng and the Board, and no other matter regarding the retirement of Mr. Peng needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Yan and Mr. Peng to the Company during their respective terms of service.

Following the retirement of Mr. Yan and of Mr. Peng, the members of the Audit Committee will fall below the minimum number required under Rule 3.21 of the Listing Rules. The Company will make further announcement regarding changes to the composition of the Audit Committee in fulfillment of the requirements of the composition of the Audit Committee under Rule 3.21 of the Listing Rules.

3. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Company proposed to appoint Mr. Shen Mingming (“**Mr. Shen**”) as an executive Director, with effect from the passing of the relevant resolution at the Annual General Meeting. The biographical details of Mr. Shen are set out below.

LETTER FROM THE BOARD

Mr. Shen Mingming (沈銘明), aged 47, has been an executive president of the Group since September 2015, is responsible for overseeing the business operation and daily management of the Group. Mr. Shen also serve as a director of various subsidiaries of the Company. Prior to joining the Group, he worked in China Construction Bank Guangxi branch from 1993 to 2006, successively holding the position of sub-branch deputy general manager, deputy president of the branch, president and director of the general office. From 2010 to 2012, he served as the general manager of Rundong Auto Group Limited. From 2012 to 2015, he acted as the general manager and Chairman of Guangxi Lianrun Industry Group Co., Ltd. Mr. Shen has more than 10 years of senior management experience in automobile industry. Mr. Shen graduated with a bachelor's degree from Jiangxi University of Finance and Economics in July 1993 and a master degree of Business Administration from Southwest Jiaotong University in November 2011.

Upon approval of Mr. Shen's appointment by the Shareholders, the Company will enter into a director service contract with Mr. Shen for a term of three years commencing from the date of the passing of the relevant resolution at the Annual General Meeting. His term of office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Shen's overall remuneration package will be determined by the Board following recommendations by the Remuneration Committee with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Shen had a beneficial interest of 690,693 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Shen did not hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas in the last three years nor does he have any relationship with any other Directors, senior management or substantial or controlling shareholders (as respectively defined under the Listing Rules) of the Company.

Save as disclosed above, there is no information of Mr. Shen that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning the proposed appointment of Mr. Shen that need to be brought to the attention of the Shareholders.

4. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

In addition, the Company received a nomination of Mr. Li Xin (“**Mr. Li**”) as an independent non-executive Director, with effect from the passing of the relevant resolution at the Annual General Meeting. The biographical details of Mr. Li are set out as below.

Mr. Li Xin (李鑫), aged 44, has been the president of Beijing Zhongzhi Shengdao Management Consultant Limited (北京中智盛道企業管理諮詢有限公司) since 2013. Currently, Mr. Li is also a director of Qingdao ZhongFang Elink Development Investment Limited (青島中紡億聯開發投資有限公司), the vice president of Qingdao Elink Group

LETTER FROM THE BOARD

Incorporation Company Limited (青島億聯集團股份有限公司), an executive director and the general manager of Qingdao Fashion Show Network Technology Co., Ltd. (青島時尚秀場網絡科技有限公司), the chairman of Beijing Fashion Show Technology Company Limited (北京時尚秀場科技股份有限公司) and a director of Beijing AZSY Technology Company Limited (北京愛知世元科技股份有限公司), a company listed in the National Equities Exchange and Quotations, stock code: 834817. He is also employed as a professor at the Tsinghua University Training Centre of Professional Managers and a graduate tutor at the Beihang University in China.

Prior to those positions, he was a director of SmartHeat, Inc. (Nasdaq stock code: HEAT) from 2009 to 2015 and the chief executive officer of Shenggao Consulting Group (盛高諮詢集團) from 2007 to 2013. Mr. Li is very experienced in management consulting and has involved in the consultancy of renowned companies such as the headquarters of China Everbright Bank (中國光大銀行總行), Beijing Haidian Science Park (北京海澱科技園), Xtep International Holdings Limited (Hong Kong stock code: 1368), Shaanxi Xindalu Group (陝西新大陸集團), Panjiang Holdings (盤江控股), Xinjiang Electric Power Design Institute (新疆電力設計院), Delisi Group (德利斯集團) and Baolingbao Biology Company Limited (Shenzhen SME Board stock code: 002286). Mr. Li obtained an MBA degree from Beihang University in China in April 2004.

Upon approval of Mr. Li's appointment by the Shareholders, the Company will enter into a letter of appointment with Mr. Li for a term of one year commencing from the date of the passing of the relevant resolution at the Annual General Meeting. His term of office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Li's overall remuneration package will be determined by the Board following recommendations by the Remuneration Committee with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li did not hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas in the last three years and does not hold any other position in the Company or its subsidiaries nor does he have any relationship with any other Directors, senior management or substantial or controlling shareholders (as respectively defined under the Listing Rules) of the Company. The Board is of the view that Mr. Li meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no information of Mr. Li that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning the proposed appointment of Mr. Li that need to be brought to the attention of the Shareholders.

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5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution, full text of which is contained in item 6 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular, will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate. As at the Latest Practicable Date, the total number of the Shares in issue comprised 946,476,000 Shares and on the basis that the total number of the Shares in issue remains unchanged on the date of the Annual General Meeting, the Company will be allowed to repurchase up to a maximum of 94,647,600 Shares, being 10% of the total number of the Shares in issue as at the Latest Practicable Date. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

6. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution, full text of which is contained in item 7 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular, will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate. On the basis that the total number of the Shares in issue remains unchanged on the date of the Annual General Meeting, the Company will be allowed to allot, issue or deal with a maximum of 189,295,200 additional Shares, being 20% of the total number of the Shares in issue as at the Latest Practicable Date. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting. Unless the Stock Exchange agrees otherwise, any Shares to be allotted and issued for cash under the authority granted by the proposed Issuance Mandate shall not be at a discount of 20% or more to the “benchmark price” (as described in Rule 13.36(5) of the Listing Rules). The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.rundong.com.cn). If you are not able to attend the Annual General Meeting in person, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed thereon and deposit, 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 at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 10:00 a.m. (Hong Kong time) on Tuesday, June 6, 2017 or not less than 48 hours before the time appointed for holding of the

LETTER FROM THE BOARD

Annual General Meeting or any adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) if you so wish.

8. VOTING BY WAY OF POLL

Pursuant to Article 13.6 of the Articles of Association, a resolution put to the vote of a general meeting shall be decided by way of a poll. It is also the requirement under Rule 13.39(4) of the Listing Rules that any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the meeting will demand a poll for every resolution put to the vote at the Annual General Meeting except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. To the best of the knowledge, information and belief of the Directors, none of the Shareholders is required to abstain from voting on any of the resolutions to be proposed at the Annual General Meeting. The Company will announce the results of the poll after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Repurchase Mandate) to this circular.

11. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of retiring Directors, appointment of executive Director and independent non-executive Director and granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
China Rundong Auto Group Limited
Yang Peng
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

(1) Yang Peng

Mr. Yang Peng (楊鵬) (“**Mr. Yang**”), aged 47, is the Chairman, executive Director and President of the Group as well as the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. Mr. Yang has substantial experience in the automobile dealership industry. He is the founder of the Group and has been the president of the Group since March 1998. Mr. Yang is responsible for the Group’s overall business development and strategic planning. Mr. Yang also serves as a director/corporate representative of various subsidiaries of the Company. From October 1999 to October 2001, he served as the deputy general manager of Jiangsu Hanga Information Industry Co., Ltd. (江蘇漢高信息產業股份有限公司). The Hanga Food website of this company (www.hangaofood.com) is the first “Pilot Urban E-Commerce Project” in the PRC and a significant technological breakthrough project under the “Ninth Five-Year Plan”. Mr. Yang also worked at the finance department of Xuzhou Transportation Bureau (徐州市交通局財務科) from September 1990 to September 1992. Mr. Yang obtained an EMBA degree from Cheung Kong Graduate School of Business in October 2009.

Mr. Yang has entered into a director service agreement with the Company for a term of three year commencing on August 12, 2014, which shall be terminated in accordance with the provisions of the director’s contract or, throughout the term of the appointment, by either party giving to the other not less than three months’ prior notice in writing. His term of office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

According to the service contract of Mr. Yang, he is entitled an annual salary of RMB1,000,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions. Mr. Yang’s remuneration for the year ended December 31, 2016 is disclosed in note 9 to the financial statements of the annual report of the Company for the year ended December 31, 2016.

Subject to Shareholder’s approval at the Annual General Meeting of Mr. Yang’s re-election, a new service contract with a term of three years commencing on the day of the conclusion of the Annual General Meeting will be entered into between Mr. Yang and the Company and the existing service agreement will terminate simultaneously. According to the new service contract of Mr. Yang, he will be remunerated with an annual salary of RMB1,400,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang had a beneficial interest of 14,759,541 Management Subscription Shares and was deemed to be interested in 668,018,000 Shares and 664,268,747 CPS and was deemed to have a short position in respect of 325,949,347 Shares which are directly held by Rundong Fortune

Investment Limited, a controlling shareholder of the Company, within the meaning of Part XV of the SFO. Rundong Fortune Investment Limited is the wholly-owned subsidiary of Cheerful Autumn Holdings Limited, which is wholly-owned by Rue Feng Holdings Limited, which in turn is legally owned by the trustee to the Rue Feng family trust for the benefit of the beneficiaries of the Rue Feng family trust. Mr. Yang, being the protector of the Rue Feng family trust, has the power to appoint and remove, and to amend the rights of, the trustee to the Rue Feng family trust.

Save as disclosed above, Mr. Yang did not hold any other directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor does he have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information of Mr. Yang that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders.

(2) Liu Dongli

Mr. Liu Dongli (柳東靈) (“**Mr. Liu**”), aged 46, is an executive Director and vice Chairman of the Board. He has extensive experience in the automobile industry. Mr. Liu joined the Group as vice chairman of the board of the directors in October 2013. Mr. Liu is also a director of Rundong Automobile Group Co., Ltd., a wholly-owned subsidiary of the Company. Prior to joining the Group, Mr. Liu was the executive director of Dongjian Investment Consulting (Shanghai) Company Limited (東堅投資諮詢(上海)有限公司) from May 2013 to September 2013. Mr. Liu acted as the executive director and the chief investment officer in China ZhengTong Auto Services Holdings Limited (“**China ZhengTong**”) (Hong Kong stock code: 1728) from November 2010 to May 2012. From August 2009 to July 2010, Mr. Liu was the vice President of Hubei Shengze Industrial Company Limited (湖北聖澤實業有限公司). Prior to this, Mr. Liu worked for China Grand Automotive Service Co., Ltd. (廣匯汽車服務股份有限公司), an automobile dealership group in China, holding the positions of chief operating officer, acting chief executive officer and chief dealership network officer, from October 2007 to July 2009. From October 1999 to September 2007, Mr. Liu held various positions at Shanghai Shenhua Holdings Co., Ltd. (上海申華控股股份有限公司) (Shanghai stock code: 600653), a listed subsidiary of Brilliance Auto Group Co., Ltd. (華晨汽車集團控股有限公司), including the deputy manager of the investment department from 1999 to 2002, secretary of the board of directors and the head of investment department from 2002 to 2003, vice President from May 2002 to October 2007, director of the board from December 2005 to October 2007. Mr. Liu obtained an MBA degree from Shanghai University of Finance and Economics in June 2000. Mr. Liu is also currently the vice chairman of the China Auto Dealers Chambers of Commerce.

Mr. Liu has entered into a director service agreement with the Company for a term of three year commencing on August 12, 2014, which shall be terminated in accordance with the provisions of the director’s contract or, throughout the term of the appointment, by either party giving to the other not less than three months’ prior notice in writing. His term of office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

According to the service contract of Mr. Liu, he is remunerated with an annual salary of RMB800,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions. Mr. Liu's remuneration for the year ended December 31, 2016 is disclosed in note 9 to the financial statements of the annual report of the Company for the year ended December 31, 2016.

Subject to Shareholder's approval at the Annual General Meeting of Mr. Liu's re-election, a new service contract with a term of three years commencing on the day of the conclusion of the Annual General Meeting will be entered into between Mr. Liu and the Company and the existing service agreement will terminate simultaneously. According to the new service contract of Mr. Liu, he will be remunerated with an annual salary of RMB1,200,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Liu had a beneficial interest of 3,095,120 Management Subscription Shares and 1,182,908 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu did not hold any other directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor does he have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information of Mr. Liu that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

(3) Zhao Zhongjie

Mr. Zhao Zhongjie (趙忠階) (“**Mr. Zhao**”), aged 47, is an executive Director and executive president responsible for management of investment development and partnership with major manufacturers. Mr. Zhao also serves senior management positions of various subsidiaries of the Company. Mr. Zhao joined the Group in July 2004 and has held various positions within the Group including secretary of the board of the Group from July 2004 to December 2007, the vice general manager of the Group from January 2007 to October 2010, deputy general manager of the management company in Xuzhou area and the director responsible for investment and development of the Group from October 2010 to March 2012 and deputy chief president responsible for investment and development of the Group from March 2012 to March 2013. He was the executive vice President of the Group from March 2013 and was promoted as the executive president of the Group responsible for overseeing the business operation and daily administration of the Group in November 2013. Mr. Zhao has more than ten years of experience in the automobile dealership industry and his past experiences include overseeing various investments and network development, human resources, financial accounting, business operations of the Group. Mr. Zhao obtained an MBA degree from China Europe International Business School in September 2009.

Mr. Zhao has entered into a director service agreement with the Company for a term of three year commencing on August 12, 2014, which shall be terminated in accordance with the provisions of the director's contract or, throughout the term of the appointment, by either party giving to the other not less than three months' prior notice in writing. His term of office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

According to the service contract of Mr. Zhao, he is remunerated with an annual salary of RMB800,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions. Mr. Zhao's remuneration for the year ended December 31, 2016 is disclosed in note 9 to the financial statements of the annual report of the Company for the year ended December 31, 2016.

Subject to Shareholder's approval at the Annual General Meeting of Mr. Zhao's re-election, a new service contract with a term of three years commencing on the day of the conclusion of the Annual General Meeting will be entered into between Mr. Zhao and the Company and the existing service agreement will terminate simultaneously. According to the new service contract of Mr. Zhao, he will be remunerated with an annual salary of RMB800,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhao had a beneficial interest of 3,095,120 Management Subscription Shares and 1,421,078 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhao did not hold any other directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor does he have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information of Mr. Zhao that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zhao that need to be brought to the attention of the Shareholders.

(4) Liu Jian

Mr. Liu Jian (劉健), aged 48, is an executive Director and vice President of the Group. Mr. Liu Jian joined the Group in October 2002 and has held various positions within the Group since then. From 2003 to 2005, Mr. Liu Jian was the chief operating officer and the chief marketing officer of the Group. Thereafter, Mr. Liu Jian served as the deputy general manager of Xuzhou Rundong Automobile Sales Management Company Limited, the general manager of Xuzhou Rundong Zhitian Automobile Sales and Services Company Limited and Xuzhou Rundong Zhicheng Automobile Sales and Services Company Limited since 2006, the assistant general manager of the Group from 2007 to 2008 and the deputy general manager of the Group from 2009 to 2012. Prior to joining the Group, he was the secretary of the board of directors and head of the human resources department of Jiangsu Hangao Information Industry

Co., Ltd. (江蘇漢高信息產業股份有限公司) from October 1999 to September 2002. Mr. Liu Jian obtained an MBA degree from the School of Business of Nanjing University in June 2010.

Mr. Liu Jian has entered into a director service agreement with the Company for a term of three year commencing on August 12, 2014, which shall be terminated in accordance with the provisions of the director's contract or, throughout the term of the appointment, by either party giving to the other not less than three months' prior notice in writing. His term of office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

According to the service contract of Mr. Liu Jian, he is remunerated with an annual salary of RMB600,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions. Mr. Liu Jian's remuneration for the year ended December 31, 2016 is disclosed in note 9 to the financial statements of the annual report of the Company for the year ended December 31, 2016.

Subject to Shareholder's approval at the Annual General Meeting of Mr. Liu Jian's re-election, a new service contract with a term of three years commencing on the day of the conclusion of the Annual General Meeting will be entered into between Mr. Liu Jian and the Company and the existing service agreement will terminate simultaneously. According to the new service contract of Mr. Liu Jian, he will be remunerated with an annual salary of RMB600,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Liu Jian had a beneficial interest of 1,942,240 Management Subscription Shares and 872,494 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu Jian did not hold any other directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor does he have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information of Mr. Liu Jian that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Liu Jian that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 946,476,000 Shares of the Company in issue.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the total number of the Shares in issue remains unchanged on the date of the Annual General Meeting, i.e. being 946,476,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 94,647,600 Shares, representing 10% of the total number of the Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. The Directors will decide the number of Shares to be repurchased on each occasion and the price and other terms upon which the same are repurchased at the relevant time having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. The Companies Law provides that the repurchase may be made either out of distributable profits, out of the share premium account, out of the proceeds of a new issue of shares made for such purpose or out of capital.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2016) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase

Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April, 2016	3.24	2.82
May, 2016	3.38	2.67
June, 2016	3.32	2.95
July, 2016	3.53	3.44
August, 2016	3.52	3.03
September, 2016	3.71	3.15
October, 2016	3.52	3.16
November, 2016	3.50	3.10
December, 2016	3.35	3.06
January, 2017	3.49	3.20
February, 2017	3.89	3.38
March, 2017	3.80	3.37
April, 2017 (<i>up to the Latest Practicable Date</i>)	4.08	3.69

6. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Rundong Fortune Investment Limited, being the controlling shareholder of the Company (as defined in the Listing Rules), held 567,885,600 Shares, representing approximately 60.0% of the total number of the Shares in issue of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the percentage of voting rights at a general meeting of the Company held by Rundong Fortune Investment Limited would increase to approximately 66.67% of the total number of the Shares in issue of the Company.

The Directors consider that such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Share Repurchase Mandate. In any event, the Directors have no present intention to repurchase Shares to such extent which will result in the aggregate number of Shares held by the public shareholders falling below 25%, the prescribed minimum percentage required by the Stock Exchange.

7. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

8. GENERAL

To the best of the knowledge of the Directors and having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders and the Repurchase Mandate is exercised.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders and the Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

NOTICE OF ANNUAL GENERAL MEETING



润东汽车

China Rundong Auto Group Limited

中國潤東汽車集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1365)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of China Rundong Auto Group Limited (the “**Company**”) will be held at Huashan Room, 5/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, June 8, 2017 at 10:00 a.m. for the following purposes:

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended December 31, 2016.
2.
 - (a) To re-elect Mr. Yang Peng as an executive director of the Company.
 - (b) To re-elect Mr. Liu Dongli as an executive director of the Company.
 - (c) To re-elect Mr. Zhao Zhongjie as an executive director of the Company.
 - (d) To re-elect Mr. Liu Jian as an executive director of the Company.
 - (e) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3.
 - (a) To appoint Mr. Shen Mingming as an executive director of the Company.
 - (b) To authorize the board of directors of the Company to fix the remuneration of Mr. Shen Mingming.
 - (c) To authorize the chairman of the board of directors of the Company or any executive director of the Company to execute a director service contract or such other documents or supplemental agreements or deeds with Mr. Shen Mingming on behalf of the Company.
4.
 - (a) To appoint Mr. Li Xin as an independent non-executive director of the Company.
 - (b) To authorize the board of directors of the Company to fix the remuneration of Mr. Li Xin.

NOTICE OF ANNUAL GENERAL MEETING

- (c) To authorize the chairman of the Board or any executive director of the Company to execute a letter of appointment or such other documents or supplemental agreements or deeds with Mr. Li Xin on behalf of the Company.
- 5. To re-appoint Messrs. Ernst & Young as the Company's auditors and to authorize the board of directors of the Company to fix their remuneration.
- 6. **“THAT:**
 - (a) subject to paragraph 6(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined in paragraph 6(c) below) all the powers of the Company to repurchase ordinary shares of US\$0.0000005 each in the capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time;
 - (b) the total number of the Shares of the Company to be repurchased pursuant to the mandate in paragraph 6(a) above shall not exceed 10% of the total number of the Shares in issue as at the date of passing of this resolution; and
 - (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- 7. **“THAT:**
 - (a) subject to paragraph 7(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined in paragraph 7(d) below) to allot, issue and deal with additional Shares of US\$0.0000005 each in the capital of the Company, to grant rights to subscribe for or convert any security into, Shares of the Company (including the issue of any securities convertible into Shares, or

NOTICE OF ANNUAL GENERAL MEETING

options, or warrants, or bonds or notes, or debentures or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s);

- (b) the approval in paragraph 7(a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph 7(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph 7(d) below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company; and
 - (iv) any issue of Shares of the Company upon the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into the Shares of the Company, shall not exceed 20% of the total number of the Shares in issue as at the date of passing of this resolution; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for Shares of the Company, open for a period fixed by the directors to the holders of the Shares of the Company or any class thereof on the register on a fixed record

NOTICE OF ANNUAL GENERAL MEETING

date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

8. “**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of the Shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of the Shares representing the total number of the Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of the Shares in issue as at the date of passing of this resolution.”

By Order of the Board
China Rundong Auto Group Limited
Yang Peng
Chairman

Hong Kong, April 28, 2017

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 above meeting is entitled to appoint one or more than one proxy to attend and vote for 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 10:00 a.m. (Hong Kong time) on Tuesday, June 6, 2017 or not less than 48 hours before the time appointed for holding of the Annual General Meeting any 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.

NOTICE OF ANNUAL GENERAL MEETING

4. For the purposes of determining shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time to lodge transfer documents for registration	4:30 p.m. on Friday June 2, 2017
Closure of register of members	Monday, June 5, 2017 to Thursday, June 8, 2017, both dates inclusive
Record date	Thursday, June 8, 2017

During the above closure period, no transfer of Shares will be registered. To be eligible to attend and vote at the Annual General Meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration 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 the aforementioned latest time.

5. Where there are joint holders of any Shares carrying voting rights, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at any meeting the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names of the joint holders appears in the register of members of the Company in respect of the joint holding.
6. Further details concerning items 2, 3, 4, 6, 7 and 8 set out in the above notice are set out in the accompanied circular which will be sent to all shareholders of the Company together with the 2016 Annual Report.
7. Bad Weather Arrangements

If a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time between 8:00 a.m. to 10:00 a.m. on the date of the Annual General Meeting, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting.

The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.

8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. As at the date of this notice, the executive directors of the Company are Mr. Yang Peng, Mr. Liu Dongli, Mr. Zhao Zhongjie and Mr. Liu Jian; the non-executive director is Mr. Yan Sujian; and the independent non-executive directors are Mr. Peng Zhenhuai, Mr. Mei Jianping, Mr. Lee Conway Kong Wai and Mr. Xiao Zhengsan.