

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



CONVENIENCE RETAIL ASIA LIMITED

利亞零售有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00831)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Convenience Retail Asia Limited (the “**Company**”) will be held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Monday, 7 December 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the sale and purchase agreement dated 5 November 2020 entered into between the Company as vendor, Couche-Tard HK Limited as purchaser and Alimentation Couche-Tard Inc. as guarantor in relation to the sale and purchase of the entire issued share capital of Convenience Retail Asia (BVI) Limited (the “**Sale and Purchase Agreement**”) (a copy of which has been tabled at this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company (“**Director**”), or if affixation of the common seal is necessary, any two Directors, be and is/are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, including but without limitation to the execution of all such documents under common seal where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Sale and Purchase Agreement or any of the transactions contemplated thereunder and all matters incidental thereto or in connection therewith.”

2. **“THAT:**

- (a) subject to the satisfaction of the conditions to the payment of the proposed special cash dividend of HK\$3.85 per ordinary share of the Company (the **“Special Cash Dividend”**), the payment of the Special Cash Dividend to be payable by the Company to all the shareholders of the Company whose names appear on the register of members of the Company on a record date as announced by the Company for this purpose (the **“Record Date”**) in proportion to their existing shareholding in the Company on the Record Date out of distributable reserves (taking into account the expected gain from the Disposal (as defined in the circular of the Company dated 20 November 2020 of which this notice forms part (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose))) and the share premium account of the Company, be and is hereby approved; and
- (b) any Director, or if affixation of the common seal is necessary, any two Directors, be and is/are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, including but without limitation to the execution of all such documents under common seal where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the payment of the Special Cash Dividend.”

By order of the Board
Convenience Retail Asia Limited
Maria LI Sau Ping
Company Secretary

Hong Kong, 20 November 2020

Notes:

1. A shareholder of the Company (**“Shareholder”**) entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
2. To be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority shall be deposited with share registrar⁽ⁱ⁾ not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting. The form of proxy is published on the websites of the Company at www.cr-asia.com and HKExnews at www.hkexnews.hk.

3. Record dates and closure of register of members

Hong Kong Time
2020

In relation to the Extraordinary General Meeting:

Latest time to lodge transfer documents with share registrar
in order to be qualified for attending and voting
at the Extraordinary General Meeting ⁽ⁱ⁾ 4:30 p.m.,
Friday, 4 December

Record date for determining the entitlements of the Shareholders
to attend and vote at the Extraordinary General Meeting ⁽ⁱⁱ⁾ Friday, 4 December

Announcement of poll results of the Extraordinary General Meeting posted
on the websites of the Company and The Stock Exchange of Hong Kong Limited. . . . Monday, 7 December

In relation to the Special Cash Dividend ⁽ⁱⁱⁱ⁾:

Last day of dealings in the shares of the Company cum-entitlement
to the Special Cash Dividend Tuesday, 22 December

First day of dealings in the shares of the Company ex-entitlement to
the Special Cash Dividend Wednesday, 23 December

Latest time to lodge transfer documents with share registrar in order
to be qualified for the Special Cash Dividend ⁽ⁱ⁾ 4:30 p.m.,
Thursday, 24 December

Record date for determining the entitlements to the Special
Cash Dividend ⁽ⁱⁱ⁾ Thursday, 24 December

Expected despatch date of the cash cheque(s)
for the Special Cash Dividend Thursday, 31 December

Remarks:

(i) *To be eligible to attend and vote at the Extraordinary General Meeting, and to be entitled to the Special Cash Dividend, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than the respective latest time mentioned above.*

(ii) *Shareholders who are eligible to attend and vote at the Extraordinary General Meeting are those whose names appear on the register of members of the Company as at the close of business on Friday, 4 December 2020.*

Shareholders who are entitled to the Special Cash Dividend are those whose names appear on the register of members of the Company as at the close of business on the record date for this purpose, tentatively, Thursday, 24 December 2020.

(iii) *The dates for determining Shareholder's entitlement to the Special Cash Dividend will occur after completion of the Sale and Purchase Agreement. The dates set out above regarding Shareholder's entitlement to the Special Cash Dividend are therefore tentative, assuming such completion takes place on 21 December 2020. The Company will confirm these dates in due course and make necessary announcement as and when appropriate in accordance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*

4. Arrangements for coronavirus disease:

Taking into account of the recent development of the epidemic caused by the coronavirus disease COVID-19, the Company will implement the following prevention and control measures at the Extraordinary General Meeting against the epidemic to protect the Shareholders from the risk of infection:

(i) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue.

(ii) Every Shareholder or proxy is required to wear surgical face mask throughout the meeting.

(ii) No refreshment will be served.

Furthermore, the Company wishes to advise the Shareholders, particularly Shareholders who are subject to quarantine in relation to the coronavirus disease COVID-19, that they may appoint any person or the chairman of the Extraordinary General Meeting as a proxy to vote on the resolutions, instead of attending the Extraordinary General Meeting in person.

5. Bad weather arrangements:

The Extraordinary General Meeting will be held on Monday, 7 December 2020 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above or post-super typhoon extreme conditions is in force in Hong Kong at 9:00 a.m. on Monday, 7 December 2020, the chairman of the Extraordinary General Meeting will propose that the Extraordinary General Meeting be adjourned to be held at the same place on Tuesday, 8 December 2020 at 11:00 a.m. instead.

As at the date of this notice, Executive Directors of the Company are Mr Richard Yeung Lap Bun and Mr Pak Chi Kin; Non-executive Directors are Dr Victor Fung Kwok King, Dr William Fung Kwok Lun, Mr Godfrey Ernest Scotchbrook and Mr Benedict Chang Yew Teck; Independent Non-executive Directors are Mr Anthony Lo Kai Yiu, Mr Zhang Hongyi and Dr Sarah Mary Liao Sau Tung.