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偉祿集團控股有限公司
REALORD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1196)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Meeting”) of Realord Group Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Thursday, 5 November 2015 at Capital Conference Services Limited at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modification the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement dated 12 September 2015 (the “**Agreement**”) and entered into between Mr. Lin Xiaohui and Madam Su Jiaohua as vendors (the “**Vendors**”) and Realord Manureen Financial Group Limited, a wholly-owned subsidiary of the Company as purchaser (the “**Purchaser**”), pursuant to which, among other things, the Vendors shall sell and the Purchaser shall acquire (the “**Acquisition**”) the entire issued share capital (the “**Sale Shares**”) of Manureen Group Holdings Limited (the “**Target**”) and the shareholder’s loan owing by the Target and its subsidiaries (the “**Target Group**”) to the Vendors at completion of the Agreement and all obligations, liabilities and debts owing or incurred by the Target Group to the Vendors on Completion whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on Completion (the “**Sale Loan**”) at a cash consideration of HK\$48,000,000 (a copy of which has been produced to the Meeting marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder including but not limited to the First Finance Lease Agreement (as defined in the circular of the Company dated 16 October 2015) and the Second Finance Lease Agreement (as defined in the circular of the Company dated 16 October 2015) be and are hereby approved, confirmed and ratified; and

- (b) any of the directors of the Company (the “**Directors**”) be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
Realord Group Holdings Limited
Tsang Chin Pang
Company Secretary

Hong Kong, 16 October 2015

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Suites 2403-2410
24/F, Jardine House
1 Connaught Place
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the special general meeting is enclosed. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the special general meeting or any adjournment thereof or upon the poll concerned. Completion and return of a form of proxy will not preclude a member of the Company from attending in person and voting at the special general meeting or any adjournment thereof should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders are present at the meeting in person or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this notice, the executive directors of the Company are Mr. Lin Xiaohui, Madam Su Jiaohua and Mr. Lin Xiaodong; and the independent non-executive directors of the Company are Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue.