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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 “**Special General Meeting**”) of Realord Group Holdings Limited (the “**Company**”) will be held at 3:00 p.m. on Friday, 5 August 2016 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 an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the promoters’ agreement (the “**Promoters’ Agreement**”) dated 23 May 2016 entered into between Realord Manureen Securities Limited (“**Realord Manureen Securities**”), 廣東粵財投資控股有限公司 (Guangdong Yuechai Investment Holdings Limited*), 深圳市泓景投資有限公司 (Shenzhen Hongjin Investment Company Limited*), 保利物業管理有限公司 (Poly Property Management Company Limited*), Karl-Thomson Securities Company Limited and Eternal Pearl Securities Limited as co-promoters in relation to, among other things, the formation of 粵港證券股份有限公司 (Yuegang Securities Company Limited*) (the “**JV Securities Company**”), and the subscription of 350,000,000 shares of the JV Securities Company by Realord Manureen Securities at the consideration of RMB350,000,000 upon the terms and subject to the conditions set out in the Promoters’ Agreement (the “**Subscription**”) (a copy of which has been produced at the Meeting and marked “A” and initialed by the Chairman of the Meeting for identification purpose), and the transactions contemplated thereunder, be and are hereby ratified, approved and confirmed; and

* For identification purpose only

- (b) any one director of the Company (the “**Director**”) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be necessary, desirable or expedient, incidental to, ancillary to or in connection with or otherwise to give effect to the Subscription, the matters contemplated in or relating to the Promoters’ Agreement and the transactions contemplated thereunder.”

By Order of the Board
Realord Group Holdings Limited
Lin Xiaohui
Chairman

Hong Kong, 20 July 2016

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 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 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 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 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 Dr. 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.