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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 11:00 a.m. on Wednesday, 15 February 2017 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 bank loan agreement (the “**Bank Loan Agreement**”) to be entered into within five (5) business days after passing this resolution between an independent PRC licensed commercial bank (the “**Bank**”) and 深圳市偉祿科技控股有限公司 (Shenzhen Realord Technology Holdings Limited*) (the “**Connected Borrower**”) in relation to, among others, the provision of the bank loan facility up to RMB170 million by the Bank to the Connected Borrower secured by, among others, the relevant corporate guarantee (the “**Corporate Guarantee**”) to be provided the Company and the property pledge of PRC properties held by two PRC subsidiaries of the Company (the “**Property Pledge**”) (a copy of which is marked “A” and produced to the Special General Meeting and signed by the chairman of the Special General Meeting for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents (including but not limited to the Corporate Guarantee and the Property Pledge) which they consider necessary, desirable or expedient for the implementation of and giving effect to the Corporate Guarantee and the Property Pledge and the transactions contemplated thereunder;

- (b) the loan agreement (the “**New Loan Agreement**”) to be entered into within five (5) business days after passing this resolution between Manureen Holdings Limited (“**Manureen Holdings**”) as lender and the Company as borrower in relation to, among others, the provision of the unsecured loan facility up to RMB450 million by Manureen Holdings to the Company and its subsidiaries (a copy of which is marked “B” and produced to the Special General Meeting and signed by the chairman of the Special General Meeting for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved and the Directors be and hereby authorised to do all such acts and things and execute all such documents (including but not limited to the New Loan Agreement) which they consider necessary, desirable or expedient for the implementation of and giving effect to the New Loan Agreement and the transactions contemplated thereunder; and
- (c) any Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Bank Loan Agreement, the Corporate Guarantee, the Property Pledge and the New Loan Agreement and the transactions contemplated thereunder as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the Corporate Guarantee, the Property Pledge and the New Loan 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 interests of the Company and its shareholders as a whole.”

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

Hong Kong, 27 January 2017

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 Special General 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 Special General 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.