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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 “SGM”) of Realord Group Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 28 December 2020 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

- (i) the financing agreement entered into between Realord Asia Pacific Securities Limited (“**Realord APSL**”), Dr. Lin Xiaohui (“**Dr. Lin**”), Madam Su Jiaohua (“**Madam Su**”), Mr. Lin Sen (“**Mr. Lin**”) and Ms. Lin Na (“**Ms. Lin**”) dated 28 October 2020 (the “**Financing Agreement**”) (a copy of which is tabled at the SGM marked “A” and initialed by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) the proposed annual caps as contemplated under the Financing Agreement for each of the three years ending 31 December 2021, 2022 and 2023 be and are hereby approved, confirmed and ratified; and

- (iii) any one director of the Company be and is hereby authorised to do all such acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps in which, in his/her opinion deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the Financing Agreement for and on behalf of the Company.”

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

Hong Kong, 1 December 2020

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 SGM 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 SGM 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 SGM 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the SGM 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 SGM 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 SGM 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 SGM 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.

4. The Hong Kong branch register of members of the Company will be closed from Tuesday, 22 December 2020 to Monday, 28 December 2020 (both dates inclusive) for determining the identity of the shareholders of the Company who are entitled to attend and vote at the SGM. No transfer of shares of the Company will be registered during this period. In order to be eligible to attend and vote at the SGM, unregistered holders of the shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 December 2020.
5. In order to prevent the spread of COVID-19 pandemic and to better protect the health and safety of shareholders of the Company and other participants of the SGM, the Company will implement the following precautionary measures at the SGM:
 - compulsory body temperature checks and health declarations
 - compulsory wearing of surgical face masks
 - no provision of refreshments and corporate gifts
 - appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding
 - all attending shareholders of the Company, proxies and other attendees are required to submit at the entrance of the SGM venue a completed declaration form confirming their names and contact details, and be asked whether (a) they have travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, areas outside of Hong Kong at any time in the preceding 14 days of the SGM; (b) they are subject to any compulsory quarantine prescribed by the HKSAR Government; and (c) they had close contact with confirmed case(s) and/or probable cases of COVID-19 patient(s). Any person who responds affirmatively to any one of the above questions will be denied entry into the SGM venue or be required to leave the SGM venue

The Company also advises the shareholders of the Company to attend and vote at the SGM by way of non-physical presence. The shareholders of the Company may choose to vote by filling in and submitting the relevant proxy form of the SGM, and appoint the chairman of the SGM as a proxy to vote on relevant resolution as instructed in accordance with the relevant proxy form instead of attending the SGM in person.

The Company will keep monitoring the evolving COVID-19 situation and may implement additional measures which, if any, will be announced closer to the date of the SGM.

Any attendee who does not comply with the precautionary measures above (and additional measures subsequently announced by the Company, if any) may be refused admission to or requested to leave the venue of the SGM.

As at the date of this announcement, 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.