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Renhe Commercial Holdings Company Limited

人和商業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1387)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Renhe Commercial Holdings Company Limited (the “**Company**”) will be held at Tianshan & Lushan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 20 July 2018 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolution no. 1 to 3 as ordinary resolutions of the Company, with or without amendments:

Capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 29 June 2018 to the Shareholders (the “**Circular**”) unless otherwise specified.

ORDINARY RESOLUTIONS

Resolution in relation to the Hada Acquisition and the Specific Mandate

1. “**THAT:**

the Hada Acquisition Agreement and the transactions contemplated thereunder, be and are hereby approved and confirmed (including the issue of the Convertible Bond and the Conversion Shares in accordance with the terms and conditions of the Hada Acquisition Agreement and the instruments constituting the Convertible Bond be and is hereby approved); and conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Conversion Shares, the grant of the Specific Mandate for the allotment and issue of the Conversion Shares; and the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in this resolution no. 1;”

* *For identification purposes only*

Resolution in relation to the Hangzhou Acquisition

2. **“THAT:**

the Hangzhou Acquisition Agreement and the transactions contemplated thereunder, be and are hereby approved and confirmed; and the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in this resolution no. 2.”

Resolution in relation to the increase authorised share capital

3. **“THAT:**

the authorised share capital of the Company be and is hereby increased from HK\$800,000,000 to HK\$1,500,000,000 divided into 150,000,000,000 by the creation of additional 70,000,000,000 ordinary shares of HK\$0.01 each; and the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in this resolution no. 3.”

By order of the Board
Renhe Commercial Holdings Company Limited
Dai Yongge
Chairman

Hong Kong, 29 June 2018

Notes:

- (1) The register of members of the Company will be closed for registration of transfer of shares from Wednesday, 18 July 2018 to Friday, 20 July 2018, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents should be lodged for registration with Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong on or before 4:30 p.m., Tuesday, 17 July 2018.
- (2) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. 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.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.

- (4) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The resolution at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (6) As at the date of this notice, the board of directors of the Company comprises Mr. Dai Yongge (Chairman), Mr. Wang Hongfang (Chief Executive Officer) and Mr. Dai Bin; the non-executive directors are Mrs. Hawken Xiu Li, Ms. Jiang Mei, Ms. Zhang Xingmei, Mr. Zhang Dabin and Ms. Wang Chunrong; the independent non-executive directors are Mr. Fan Ren-Da, Anthony, Mr. Wang Shengli, Mr. Wang Yifu, Mr. Leung Chung Ki and Mr. Tang Hon Man.