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Red Star Macalline Group Corporation Ltd.

紅星美凱龍家居集團股份有限公司

(A sino-foreign joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1528)

NOTICE OF THE 2017 AGM

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “**AGM**”) of Red Star Macalline Group Corporation Ltd. (the “**Company**”) will be held on Friday, 8 June 2018 at 1:00 p.m. at Huaxia Hall, Shanghai Ship Hotel, No. 4988 Hangnan Road, Nanqiao Town, Fengxian District, Shanghai, People’s Republic of China for the following purposes. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 24 April 2018 (the “**AGM Circular**”) of which the notice convening the AGM forms part.

For further details regarding the resolutions numbered 1–13 below, please refer to the AGM Circular.

For further details regarding the resolution numbered 14 below, please refer to the Offer Document.

ORDINARY RESOLUTIONS

To consider and approve:

1. the work report of the Board for 2017;
2. the work report of the Supervisory Committee for 2017;
3. the final account report for 2017;
4. the financial budget report for 2018;
5. the profit distribution plan for 2017;
6. the annual report and annual results for the year ended 31 December 2017;
7. The re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditor for the financial report and the internal control auditor of the Company for the year 2018;
8. the remuneration of Directors for 2017;
9. the remuneration of Supervisors for 2017;
10. the amendments to the working rules of the independent non-executive Directors;
11. the amendments to the rules for management of external guarantees; and
12. the amendments to the rules for the management of the related party transactions.

SPECIAL RESOLUTIONS

To consider and approve:

13. the amendments to the procedural rules of the general meetings; and
14. the conditional cash offer (the “**Offer**”) by CICC on behalf of the Company to buy-back up to 388,917,038 H Shares of nominal value of RMB1.00 each in the issued share capital of the Company held by the shareholders of the Company (the “**Shareholders**”) at a price of HK\$11.78 per H Share, subject to the terms and conditions set out in the offer document dated 24 April 2018 and despatched to the Shareholders dated 24 April 2018 together with the accompanying form of acceptance (a copy of which marked “A” has been produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) be approved and that any one of the directors of the Company be and is hereby authorized to execute all such documents with or without amendments and to do all such acts and things as he considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Offer including, without limitation, completion of the buy-back of the Shares pursuant to the Offer.

By Order of the Board
Red Star Macalline Group Corporation
Ltd.
Guo Binghe
Company Secretary

Shanghai, the PRC
24 April 2018

At the date of this notice, the executive directors are CHE Jianxing, ZHANG Qi, CHE Jianfang and JIANG Xiaozhong; non-executive directors are CHEN Shuhong, XU Guofeng, Joseph Raymond GAGNON and ZHANG Qiqi; and independent non-executive directors are LI Zhenning, DING Yuan, LEE Kwan Hung and QIAN Shizheng.

Notes:

1. For the purpose of holding the AGM, the register of members of the Company will be closed from Wednesday, 9 May 2018 to Friday, 8 June 2018 (both days inclusive), during which period no transfer of shares can be registered. In order for H Share Shareholders to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712 -1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 8 May 2018 for registration.

The Shareholders whose names appear on the register of members of the Company on Tuesday, 8 May 2018 after close of business are entitled to attend and vote at the AGM.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorized to sign the same on its behalf.
4. In order to be valid, the proxy form must be deposited, for H Share Shareholders of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the AGM. If corporate shareholders appoint authorized representative to attend the AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the shareholders or their attorney when attending the AGM.
6. Shareholders who intend to attend the AGM should complete the reply slip and return it to the office of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited on or before Saturday, 19 May 2018.
7. The AGM is expected to take for less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. All voting at the AGM will be conducted by poll.