
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Red Star Macalline Group Corporation Ltd., you should at once hand this circular together with the proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**RE-ELECTION OF EXECUTIVE DIRECTORS
OF THE FOURTH SESSION OF THE BOARD
RE-ELECTION OF NON-EXECUTIVE DIRECTORS
OF THE FOURTH SESSION OF THE BOARD
RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
OF THE FOURTH SESSION OF THE BOARD
RE-ELECTION OF SUPERVISORS
OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 17 of this circular. A notice of the extraordinary general meeting (the "EGM") to be held at 2:00 p.m. on Friday, 27 December 2019 at Yamei 1 Ballroom, 3/F, Crowne Plaza Shanghai Noah Square, No. 1699, Jinshajiang Road, Putuo District, Shanghai, the People's Republic of China (the "PRC"), is being dispatched to the Shareholders together with this circular.

If you intend to attend the EGM, please complete and return the reply slip in accordance with the instructions printed thereon as soon as possible and in any event not later than Friday, 6 December 2019.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorised in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. If the proxy form is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarized.

In the case of joint holders of Shares of the Company, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the EGM, either in person or by proxy in respect of such Shares.

For H Share Shareholders, please return the proxy form together with any documents of authority to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. For A Share Shareholders, please return the proxy form together with any documents of authority to the headquarters of the Company in the PRC at 9/F Red Star World Trade Building, No. 598, Nujiang Road North, Putuo District, Shanghai, the PRC as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

11 November 2019

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Note: If there are any discrepancies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“A Share(s)”	the ordinary share(s) issued by the Company, with a nominal value of RMB1.0 each, listed on the Shanghai Stock Exchange and traded in RMB
“A Share Shareholder(s)”	the holder(s) of the A Share(s)
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	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 PRC with limited liability, whose H Shares are listed on the main board of The Stock Exchange of Hong Kong Limited (stock code: 1528)
“EGM”	the extraordinary general meeting of the Company to be convened and held on 27 December 2019
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.0 each in the share capital of the Company, which is/are listed on The Stock Exchange of Hong Kong Limited and traded in HK\$
“H Share Shareholder(s)”	the holder(s) of the H Share(s)
“Latest Practicable Date”	1 November 2019, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“RSM Holding”	Red Star Macalline Holding Group Company Limited (紅星美凱龍控股集團有限公司) (formerly known as Shanghai Red Star Macalline Investment Company Limited (上海紅星美凱龍投資有限公司)), a limited liability company established in the PRC and a controlling shareholder of the Company
“Share(s)”	the A Share(s) and H Share(s)

DEFINITIONS

“Shareholder(s)”	the A Share Shareholder(s) and the H Share Shareholder(s) of the Company
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company



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)

Executive Directors:

Mr. Che Jianxing
Mr. Guo Binghe
Ms. Che Jianfang
Mr. Jiang Xiaozhong

Non-executive Directors:

Ms. Chen Shuhong
Mr. Xu Guofeng
Mr. Jing Jie
Mr. Xu Hong

Independent non-executive Directors:

Mr. Qian Shizheng
Mr. Lee Kwan Hung, Eddie
Mr. Wang Xiao
Ms. Zhao Chongyi

Registered office in the PRC:

Suite F801, 6/F
No. 518, Linyu Road
Pudong New District
Shanghai
PRC

Principal place of business

in Hong Kong:

31/F, Tower 2
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

11 November 2019

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF EXECUTIVE DIRECTORS
OF THE FOURTH SESSION OF THE BOARD
RE-ELECTION OF NON-EXECUTIVE DIRECTORS
OF THE FOURTH SESSION OF THE BOARD
RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
OF THE FOURTH SESSION OF THE BOARD
RE-ELECTION OF SUPERVISORS
OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

At the Board meeting held on 5 November 2019, the following resolutions have been passed by the Board of the Company: (1) re-election of executive Directors of the fourth session of the Board; (2) re-election of non-executive Directors of the fourth session of the Board; and (3) re-election of independent non-executive Directors of the fourth session of the Board.

LETTER FROM THE BOARD

At the Supervisory Committee meeting held on 5 November 2019, the resolution in respect of re-election of Supervisors of the fourth session of the Supervisory Committee has been passed by the Supervisory Committee of the Company.

The resolutions above shall be approved by the Shareholders by way of ordinary resolutions.

The purpose of this circular is to provide you with the information regarding (i) re-election of Directors of the fourth session of the Board; and (ii) re-election of Supervisors of the fourth session of the Supervisory Committee, in order to enable you to make informed decision on whether to vote for or against such resolutions at the EGM.

2. RE-ELECTION OF EXECUTIVE DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Pursuant to Article 90 of the Articles of Association, the Board of the Company shall be elected at general meetings for a term of three years, which is renewable upon re-election when it expires. The Board has resolved and approved to re-elect Mr. CHE Jianxing (“**Mr. Che**”), Mr. GUO Binghe (“**Mr. Guo**”), Ms. CHE Jianfang (“**Ms. Che**”) and Mr. JIANG Xiaozhong (“**Mr. Jiang**”) as executive Directors on 5 November 2019. The term of office for each of Mr. Che, Mr. Guo, Ms. Che and Mr. Jiang will be three years starting from the next day (i.e. 30 December 2019) of the expiration of the term of the third session of the Board upon consideration and approval at the EGM.

The biographical details of Mr. Che are set out below:

Mr. CHE Jianxing, aged 52, is the founder of our Group. Mr. Che started his career in furniture manufacturing in the late '80s. He established Changzhou Red Star Furniture Store (常州市紅星傢俱城) in December 1990 and served as its general manager from 1990 to 1994; he founded Red Star Furniture (紅星傢俱) in June 1994 and served as its chairman of the board of directors and chief executive officer from 1994 to 2007; he founded Red Star Limited (紅星有限), the predecessor of the Company in 2007 and has served as the Chairman, an executive Director, the chief executive officer and the general manager of the Company since then. Mr. Che is Ms. CHEN Shuhong's husband and Ms. CHE Jianfang's brother. Mr. Che is a member of the executive committee of All-China Federation of Industry & Commerce, the vice president of Shanghai Federation of Industry and Commerce and a standing member of the thirteen session of the Political Consultative Conference Shanghai Committee (上海市政協第十三屆委員會). Mr. Che was awarded as the “Working Model of Jiangsu Province” by Jiangsu Provincial People's Government in April 2006, the “National Excellent Private Enterprise Owner Caring for Employees (全國關愛員工優秀民營企業家)” by All-China Federation of Industry & Commerce and All-China Federation of Trade Union in June 2007, the “Most Respectful Entrepreneur of Jiangsu Province over the 30 Years of Opening and Reform (改革開放30年江蘇省最受尊敬企業家)” in 2008, the “Changzhou Outstanding Entrepreneur” by the Changzhou government in January 2012, the “Shanghai Top 10 Outstanding Persons of Commerce (上海商業十大傑出人物)” by Shanghai Commercial Association in October 2012, the “Glory Star of Shanghai (上海市光彩之星)” by Shanghai Federation of Industry and Commerce in June 2013, the “Shanghai Outstanding Star” by the Shanghai government, Shanghai Federation of Industry and Commerce and Shanghai Outstanding Enterprise Promotion Association (上海光彩事業促進會) in February 2014, the “Leader of the Third Session of Industry and Commerce of Shanghai (第三屆上海市工商業領軍人物)” by Shanghai Commercial Association and Shanghai Enterprise Association (上海市企業聯合會) in March 2018, the “Outstanding Individual in the Work of Unionization of Shanghai (上海市統一戰線工作先進個人)” by Shanghai Unionization Department (上海市統戰部) in December 2018 and the “Excellent Entrepreneur of Shanghai (上海市優秀企業家)” by Shanghai Enterprise Association in February 2019.

LETTER FROM THE BOARD

As of the Latest Practicable Date, Mr. Che holds 396,000 Shares of the Company and indirectly holds approximately 70.38% of the total issued Shares of the Company through his 92% interests in RSM Holding. In addition, Mr. Che serves as the chairman of the board of directors of RSM Holding.

The biographical details of Mr. Guo are set out below:

Mr. GUO Binghe, aged 45, joined the Company in June 2007 and has been a vice general manager of the Company since October 2011. He has been the secretary to the Board since December 2013 and has also been the Vice Chairman of the Company since November 2018. He is primarily responsible for legal compliance, corporate governance, internal control, investor relations and information disclosure of the Company and providing support and assistance to the Board in the performance of its duties. Prior to joining the Company, Mr. Guo worked in the investment banking division of Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司) from July 2001 to March 2004. He then worked in Skyone Securities Co., Ltd. (天一證券有限公司) from March 2004 to October 2005. From 2006 to 2007, he served as assistant chief financial officer of Red Star Furniture Group.

Mr. Guo completed his studies in English education at Anhui Education College (安徽教育學院) (now known as Hefei Normal University (合肥師範學院)) in July 1998, and obtained a master's degree in economics from Fudan University (復旦大學) in July 2001 and a degree of executive master of business administration from Cheung Kong Graduate School of Business (長江商學院).

Mr. Guo's positions in the Company's subsidiaries, associates and joint ventures include: he has served as the general manager of Shanghai Macalline Xinghe Asset Management Company Limited (上海美凱龍星荷資產管理有限公司) since November 2016; he has served as the supervisor of both Shanghai UIOT Technology Company Limited (上海紫光樂聯物聯網科技有限公司) and Wuhu Meihe Asset Management Company Limited (蕪湖美和資產管理有限公司) since February 2017; he has served as a director of Oriental Standard Human Resources Limited since March 2017.

As of the Latest Practicable Date, Mr. Guo holds 59,800 Shares of the Company.

The biographical details of Ms. Che are set out below:

Ms. CHE Jianfang, aged 50, joined the Company in June 2007 and has been an executive Director and a vice general manager of the Company since then. Ms. Che is primarily responsible for merchandising management of the Company. Prior to joining the Company, Ms. Che worked as the general manager at the Changzhou Red Star Furniture General Factory (常州市紅星傢俱總廠) from 1990 to 1993, mainly responsible for general operation of the business. Ms. Che served as the general manager at Red Star Furniture Group from 1994 to 2007, mainly responsible for national investment operation. Ms. Che is Mr. XU Guofeng's wife and Mr. CHE Jianxing's sister. Ms. Che completed the "Senior Executive Program for China" jointly organized by China Europe International Business School (中歐國際工商學院), Harvard Business School and the School of Economics and Management of Tsinghua University (清華大學經濟管理學院) in December 2007. She also completed the China CEO Program jointly organized by Cheung Kong Graduate School of Business

LETTER FROM THE BOARD

(長江商學院), Columbia Business School, the International Institute for Management Development and London Business School in July 2011. In April 2018, Ms. Che completed the executive master of business administration program at PBC School of Finance, Tsinghua University (清華大學五道口金融學院). Ms. Che currently serves as the vice-chairman of the Shanghai Entrepreneur Association (上海市企業家聯合會), vice-chairman of the Federation of Industry and Commerce of the Pudong New Area (浦東新區工商聯), executive director of enterprise committee of Shanghai Committee of the China National Democratic Construction Association (中國民主建國會上海市委員會) and vice president of the fourth council of Shanghai Outstanding Enterprise Promotion Association (上海市光彩事業促進會), and has always been committed to social welfare undertakings. She further established Red Star Bright Fund (紅星光彩基金).

As of the Latest Practicable Date, Ms. Che holds 112,200 Shares of the Company. In addition, Ms. Che serves as a director of RSM Holding.

The biographical details of Mr. Jiang are set out below:

Mr. JIANG Xiaozhong, aged 49, joined the Company in June 2007 and has been an executive Director and a vice general manager of the Company since December 2012. Mr. Jiang is primarily responsible for business development and operation of the Company. Prior to joining the Company, Mr. Jiang served in various positions at Red Star Furniture Group from June 1994 to June 2007, including secretary of the communist party branch committee, secretary of the communist party committee and vice president, primarily responsible for business operation, administration and communist party committee related work.

Mr. Jiang completed a three-year correspondence course for cadre in administrative management at the Communist Party School of Jiangsu Province (江蘇省委黨校) in July 1992. He completed his studies in the executive master of business administration program at Cheung Kong Graduate School of Business (長江商學院) in September 2011.

As of the Latest Practicable Date, Mr. Jiang holds 160,900 Shares of the Company.

Each of Mr. Che, Mr. Guo, Ms. Che and Mr. Jiang will enter into a service contract with the Company upon their appointments being approved by the Shareholders of the Company at the EGM. The term of their appointments will be from the next day (i.e. 30 December 2019) of the expiration of the term of the third session of the Board upon consideration and approval at the EGM to the end of the term of the fourth session of the Board of the Company. According to the Articles of Association, Mr. Che, Mr. Guo, Ms. Che and Mr. Jiang may seek re-election after the expiration of the term of their appointments. If Mr. Che, Mr. Guo, Ms. Che or Mr. Jiang provides the Company with written notice of not less than one month, or Mr. Che, Mr. Guo, Ms. Che or Mr. Jiang is not re-appointed after the expiration of the term of his/her appointment, the service contract will be terminated. Each of Mr. Che, Mr. Guo, Ms. Che and Mr. Jiang will not receive any remunerations during his/her term of office as the executive Director of the Company.

LETTER FROM THE BOARD

Save as disclosed above, none of Mr. Che, Mr. Guo, Ms. Che and Mr. Jiang held any other positions of the Company or its subsidiaries, nor did they hold any directorships in any other public companies within the three years prior to the date of their appointments, of which the securities are listed on any securities market in Hong Kong or overseas and nor did they have other major appointments and professional qualifications.

To the best knowledge of the Company, Mr. Che, Mr. Guo, Ms. Che and Mr. Jiang do not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company, and do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and have not been subject to any disciplinary action by the CSRC or any other relevant authorities or the Hong Kong Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company, relating to the appointments of Mr. Che, Mr. Guo, Ms. Che and Mr. Jiang.

The aforementioned resolutions were considered and approved at the fifty-ninth provisional meeting of the third session of the Board of the Company, and are hereby submitted to the Shareholders for consideration.

3. RE-ELECTION OF NON-EXECUTIVE DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Pursuant to Article 90 of the Articles of Association, the Board of the Company shall be elected at general meetings for a term of three years, which is renewable upon re-election when it expires. The Board has resolved and approved to re-elect Ms. CHEN Shuhong (“**Ms. Chen**”), Mr. XU Guofeng (“**Mr. Xu Guofeng**”), Mr. JING Jie (“**Mr. Jing**”) and Mr. XU Hong (“**Mr. Xu Hong**”) as non-executive Directors on 5 November 2019. The term of office for each of Ms. Chen, Mr. Xu Guofeng, Mr. Jing and Mr. Xu Hong will be three years starting from the next day (i.e. 30 December 2019) of the expiration of the term of the third session of the Board upon consideration and approval at the EGM.

The biographical details of Ms. Chen are set out below:

Ms. CHEN Shuhong, aged 46, joined the Company in June 2007 and has been a non-executive Director since then. Ms. Chen is primarily responsible for overseeing the Company’s management and strategic development. Prior to joining the Company, Ms. Chen worked at the Changzhou Red Star Furniture General Factory (常州市紅星傢俱總廠) from July 1992 to December 1993, and was mainly responsible for finance and accounting-related work. She served as a manager of Changzhou Home Furnishing Wholesale Center (常州建材傢俱批發中心) from January 1994 to June 1999. She served as the chief financial officer of Red Star Furniture Group from June 1999 to June 2007. Ms. Chen is Mr. CHE Jianxing’s wife and Mr. CHEN Donghui’s sister. Mr. CHEN Donghui is the vice general manager of the Company.

Ms. Chen obtained a college degree for adult higher education in accounting from Jiangsu Polytechnic University (江蘇工業學院) (now known as Changzhou University (常州大學)) in 2003. She graduated with an executive master of business administration degree from the executive master of business administration program of The Hong Kong University of Science and Technology (香港科技大學) in June 2012.

LETTER FROM THE BOARD

As of the Latest Practicable Date, Ms. Chen directly holds 44,200 Shares of the Company. As Ms. Chen is the spouse of Mr. Che, under the Hong Kong Securities and Futures Ordinance, Ms. Chen is deemed to be interested in the same number of Shares in which Mr. Che is interested. For the interests held by Mr. Che in the Shares of the Company, please refer to the biographical details of Mr. Che above. In addition, Ms. Chen serves as a director of RSM Holding.

The biographical details of Mr. Xu Guofeng are set out below:

Mr. XU Guofeng, aged 52, joined the Company in June 2007 and has been a Director and a vice general manager of the Company since December 2010. He has been a non-executive Director of the Company since he resigned as a vice general manager in November 2014. Mr. Xu Guofeng is primarily responsible for overseeing the Company's management and strategic development. Prior to joining the Company, Mr. Xu Guofeng served as a factory manager at the Changzhou Red Star Furniture General Factory (常州市紅星傢俱總廠) from 1991 to 1994, where he was mainly responsible for production and business operation. He then served as a vice president of Red Star Furniture Group from 1994 to 2007, where he was mainly responsible for managing construction-related work and participating in the decision making for significant events. Mr. Xu Guofeng is Ms. CHE Jianfang's husband.

Mr. Xu Guofeng completed an adult higher education course in economic management at Changzhou Institute of Technology (常州工學院) in August 2002. Mr. Xu Guofeng completed a correspondence course in business administration at Beijing Business Management Correspondence College (北京經濟管理函授學院) in July 2004. Mr. Xu Guofeng also completed the executive master of business administration program at Cheung Kong Graduate School of Business (長江商學院) in September 2011.

As Mr. Xu Guofeng is the spouse of Ms. Che, under the Hong Kong Securities and Futures Ordinance, Mr. Xu Guofeng is deemed to be interested in the same number of Shares in which Ms. Che is interested. For the interests held by Ms. Che in the Shares of the Company, please refer to the biographical details of Ms. Che above.

The biographical details of Mr. Jing are set out below:

Mr. JING Jie, aged 45, joined Alibaba Group Holding Limited (listed on the New York Stock Exchange, stock code: BABA) ("**Alibaba Group**") in June 2015 and successively was responsible for Tmall Marketing, Strategic Partnership Development of Alibaba Group, Tmall FMCG and has served as president of Tmall since December 2017. Mr. Jing currently serves as a vice president of Alibaba Group and an assistant to CEO and has been a member of the Executive Committee of Five New Sectors (「五新」執行委員會) of Alibaba Group since July 2017. From July 1998 to August 2012, he worked at P&G (Guangzhou) Ltd. and was promoted to a vice president of Brand Operations in Greater China Region since 2009. From September 2012 to June 2015, Mr. Jing served as the general manager of Brand Management and the general manager of Convenience Foods Management at COFCO Food Sales & Distribution Co., Ltd., and was in charge of the E-commerce business of China Foods.

From September 1991 to July 1995, Mr. Jing studied at the Department of Computer Science and Technology of Nanjing University and obtained a bachelor degree of science, and obtained a master degree of engineering in July 1998.

LETTER FROM THE BOARD

The biographical details of Mr. Xu Hong are set out below:

Mr. XU Hong, aged 46, joined Alibaba Group in July 2018, where he currently serves as a vice president and a special assistant to CEO. From August 1996 to June 2018, he worked at PricewaterhouseCoopers Zhong Tian LLP and was promoted to a partner in July 2007. He has concurrently served as a non-executive director of Lianhua Supermarket Holdings Co., Ltd. (listed on the Hong Kong Stock Exchange, stock code: 980) since August 2018, a director of DSM Grup Danışmanlık İletişim Ve Satış Ticaret Anonim Şirketi since August 2018, a director of C2 Capital Partners GP Limited since February 2019, a non-independent director of Suning.com Group Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 2024) since May 2019, and a non-executive director of Alibaba Health Information Technology Limited (listed on the Hong Kong Stock Exchange, stock code: 241) since June 2019.

From September 1991 to July 1996, Mr. Xu Hong studied at the Department of Physics of Fudan University and obtained a bachelor degree of science, and is a certified public accountant in the PRC.

Each of Ms. Chen, Mr. Xu Guofeng, Mr. Jing and Mr. Xu Hong will enter into a service contract with the Company upon their appointments being approved by the Shareholders of the Company at the EGM. The term of their appointments will be from the next day (i.e. 30 December 2019) of the expiration of the term of the third session of the Board upon consideration and approval at the EGM to the end of the term of the fourth session of the Board of the Company. According to the Articles of Association, Ms. Chen, Mr. Xu Guofeng, Mr. Jing and Mr. Xu Hong may seek re-election after the expiration of the term of their appointments. If Ms. Chen, Mr. Xu Guofeng, Mr. Jing or Mr. Xu Hong provides the Company with written notice of not less than one month, or Ms. Chen, Mr. Xu Guofeng, Mr. Jing or Mr. Xu Hong is not re-appointed after the expiration of the term of his/her appointment, the service contract will be terminated. Each of Ms. Chen, Mr. Xu Guofeng, Mr. Jing and Mr. Xu Hong will not receive any remunerations during his/her term of office as the non-executive Director of the Company.

Save as disclosed above, none of Ms. Chen, Mr. Xu Guofeng, Mr. Jing and Mr. Xu Hong held any other positions of the Company or its subsidiaries, nor did they hold any directorships in any other public companies within the three years prior to the date of their appointments, of which the securities are listed on any securities market in Hong Kong or overseas and nor did they have other major appointments and professional qualifications.

To the best knowledge of the Company, Ms. Chen, Mr. Xu Guofeng, Mr. Jing and Mr. Xu Hong do not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company, and do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and have not been subject to any disciplinary action by the CSRC or any other relevant authorities or the Hong Kong Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company, relating to the appointments of Ms. Chen, Mr. Xu Guofeng, Mr. Jing and Mr. Xu Hong.

LETTER FROM THE BOARD

The aforementioned resolutions were considered and approved at the fifty-ninth provisional meeting of the third session of the Board of the Company, and are hereby submitted to the Shareholders for consideration.

4. RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Pursuant to Article 90 of the Articles of Association, the Board of the Company shall be elected at general meetings for a term of three years, which is renewable upon re-election when it expires. The Board has resolved and approved to re-elect Mr. QIAN Shizheng (“**Mr. Qian**”), Mr. LEE Kwan Hung, Eddie (“**Mr. Lee**”), Mr. WANG Xiao (“**Mr. Wang**”) and Ms. ZHAO Chongyi (“**Ms. Zhao**”) as independent non-executive Directors on 5 November 2019. The term of office for each of Mr. Qian, Mr. Lee, Mr. Wang and Ms. Zhao will be three years starting from the next day (i.e. 30 December 2019) of the expiration of the term of the third session of the Board upon consideration and approval at the EGM. The Board considers that Mr. Qian, Mr. Lee, Mr. Wang and Ms. Zhao meet the independence requirements as set out in Rule 3.13 of the Listing Rules.

The biographical details of Mr. Qian are set out below:

Mr. QIAN Shizheng, aged 66, joined the Company in April 2016 and has been served as the independent non-executive Director since then. He is primarily responsible for participating in the decision making for the Company’s significant events and advising on issues relating to corporate governance, audit and the remuneration and assessment of the Directors and senior management. Mr. Qian has over 30 years of experience in the theory and practice of finance and accounting. Mr. Qian served as the Deputy Dean of the Department of Accounting at Fudan University from August 1983 to December 1997. From January 1998 to June 2012, he successively served as the executive director and vice president of Shanghai Industrial Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 363), and concurrently served as the vice chairman of Haitong Securities Co., Ltd. (listed on both the Shanghai Stock Exchange (stock code: 600837) and the Hong Kong Stock Exchange (stock code: 6837)), and an independent director of Shanghai Chengtou Holding Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600649). Mr. Qian returned to Fudan University in July 2012 and is now a professor at the School of Management of Fudan University. Mr. Qian is concurrently acting as an independent director of Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600663), Shanghai Laiyifen Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 603777) (the term of appointment will be expired on 15 November 2019 and no re-election thereafter), Spring Airlines Co., Ltd (listed on the Shanghai Stock Exchange, stock code: 601021), Asia Cuanon Technology (Shanghai) Co., Ltd (listed on the Shanghai Stock Exchange, stock code: 603378), Hanhua Financial Holding Co., Ltd. (listed on the Hong Kong Stock Exchange, stock code: 3903), Jingrui Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 1862) and Lonking Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 3339), respectively.

Mr. Qian obtained his bachelor’s degree in economics from the Accounting Department at Shanghai University of Finance and Economics in July 1983 and obtained his master’s degree in economics and PhD in management from Fudan University in January 1993 and July 2001, respectively.

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The biographical details of Mr. Lee are set out below:

Mr. LEE Kwan Hung, Eddie, aged 53, has served as the independent non-executive Director of the Company since February 2015. He is primarily responsible for participating in the decision making for the Company's significant events and advising on issues relating to the nomination of our Directors and senior management. From December 1992 to April 1994, Mr. Lee worked in the Listing Division of the Hong Kong Stock Exchange, where he successively served as a manager and a senior manager, and was a partner of Woo Kwan Lee & Lo from April 2001 to February 2011. Mr Lee is currently a consultant at Howse Williams. He has been an independent non-executive director of several companies listed on the Hong Kong Stock Exchange, including Embry Holdings Limited (stock code: 1388) since November 2006, NetDragon Websoft Inc. (stock code: 777) since June 2008, Newton Resources Ltd. (stock code: 1231) since December 2010, Tenfu (Cayman) Holdings Company Limited (stock code: 6868) since August 2011, China BlueChemical Ltd. (stock code: 3983) since June 2012, Landsea Green Properties Co., Ltd. (stock code: 106) since July 2013, China Goldjoy Group Limited (stock code: 1282) since November 2015, Fse Engineering Holdings Limited (stock code: 331) since November 2015, and Ten Pao Group Holdings Limited (stock code: 1979) since November 2015. Mr. Lee was also an independent non-executive director of Yuexiu REIT Asset Management Limited, which is the manager of Yuexiu Real Estate Investment Trust (stock code: 405), from November 2005 to October 2014, an independent non-executive director of Far East Holdings International Limited (stock code: 36) from March 2012 to November 2014, an independent non-executive director of Walker Group Holdings Limited (stock code: 1386) from February 2011 to March 2016, the shares of which or the units or shares of the said management funds are listed on the Hong Kong Stock Exchange, an independent non-executive director of Futong Technology Development Holdings Limited (stock code: 465) from November 2009 to November 2017 and an independent non-executive director of Asia Cassava Resources Holdings Limited (stock code: 841) from January 2009 to May 2018.

Mr. Lee obtained his Bachelor of Laws (Honours) degree and Postgraduate Certificate in Laws from the University of Hong Kong in 1988 and 1989 respectively. He was admitted as a solicitor in Hong Kong in 1991 and in the United Kingdom in 1997.

The biographical details of Mr. Wang are set out below:

Mr. WANG Xiao, aged 43, has been the partner of IDG Capital and responsible for the merger and acquisition business since December 2015. From April 2000 to March 2001, Mr. Wang served as a manager in the head office of Bank of China. From March 2001 to March 2011, he served as a senior manager in the Shanghai Stock Exchange. From March 2011 to April 2015, he served as an investigator of the CSRC. From April 2015 to December 2015, he served as a member of executive committee of Shanghai Lujiazui International Financial Asset Exchange Co., Ltd. and Ping An Insurance (Group) Company of China, Ltd. (listed on the Stock Exchange of Hong Kong, stock code: 2318 and listed on the Shanghai Stock Exchange, stock code: 601318). Mr. Wang also served as an independent director of Zhejiang Wanfeng Auto Wheel Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 002085) since May 2016 and an independent director of Longyuan Construction Group Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600491) since March 2017. Mr. Wang is a professor (part-time) of the China Institute for Actuarial Science (中國精算研究院) of Central University of Finance and Economics (中央財經大學) and is also a columnist of Caixin.com. Mr. Wang is a certified public accountant of the PRC and a CFA charterholder, and has obtained his qualification as an independent director from the Shanghai Stock Exchange.

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Mr. Wang obtained a bachelor's degree in accounting from Central University of Finance and Economics (中央財經大學) from September 1997 to April 2000, a master's degree in finance from London Business School from September 2007 to June 2008. He obtained his PhD degree in management from Fudan University in Shanghai from September 2004 to June 2009.

The biographical details of Ms. Zhao are set out below:

Ms. ZHAO Chongyi, aged 44, has been the China regional chairman of Grand Parc Du Puy Du Fou since September 2013, director and senior deputy executive president of Puy Du Fou Asia Limited (Hong Kong) since July 2018, Asia regional partner and deputy president of Barnes International (France) since July 2016, and director and president of Barnes Asia Limited (Hong Kong) from March 2018 to present. She has also served as director and president of Tandem Partners Limited (Hong Kong) since April 2016, and as director of Chinaccessory Manufactory Co., Limited (Hong Kong) since October 2007. Ms. Zhao served as the general brand manager of Chateau Medicis (France) from October 2003 to September 2007.

Ms. Zhao obtained a master's degree in business administration in the Open University of Hong Kong (香港公開大學) from September 2001 to June 2003. Ms. Zhao received executive education from the John F. Kennedy School of Government at Harvard University from August 2014 to December 2014 and Cheung Kong Graduate School of Business (長江商學院) from June 2017 to June 2018.

Each of Mr. Qian, Mr. Lee, Mr. Wang and Ms. Zhao will enter into a service contract with the Company upon their appointments being approved by the Shareholders of the Company at the EGM. The term of their appointments will be from the next day (i.e. 30 December 2019) of the expiration of the term of the third session of the Board upon consideration and approval at the EGM to the end of the term of the fourth session of the Board of the Company. According to the Articles of Association, Mr. Qian, Mr. Lee, Mr. Wang and Ms. Zhao may seek re-election after the expiration of the term of their appointments. If Mr. Qian, Mr. Lee, Mr. Wang or Ms. Zhao provides the Company with written notice of not less than one month, or Mr. Qian, Mr. Lee, Mr. Wang or Ms. Zhao is not re-appointed after the expiration of the term of his/her appointment, the service contract will be terminated. Each of Mr. Qian, Mr. Lee, Mr. Wang and Ms. Zhao will receive a director remuneration of approximately RMB600,000 per annum. Such remuneration is determined with reference to their experience, roles, responsibilities and market conditions.

Save as disclosed above, none of Mr. Qian, Mr. Lee, Mr. Wang and Ms. Zhao held any other positions of the Company or its subsidiaries, nor did they hold any directorships in any other public companies within the three years prior to the date of their appointments, of which the securities are listed on any securities market in Hong Kong or overseas and nor did they have other major appointments and professional qualifications.

To the best knowledge of the Company, Mr. Qian, Mr. Lee, Mr. Wang and Ms. Zhao do not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company, and do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and have not been subject to any disciplinary action by the CSRC or any other relevant authorities or the Hong Kong Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company, relating to the appointments of Mr. Qian, Mr. Lee, Mr. Wang and Ms. Zhao.

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The aforementioned resolutions were considered and approved at the fifty-ninth provisional meeting of the third session of the Board of the Company, and are hereby submitted to the Shareholders for consideration.

Pursuant to Rule A.5.5 in Appendix 14 to the Hong Kong Listing Rules, the Nomination Committee under the Board and the Board of the Company have discussed the matters regarding the re-election of the abovementioned four independent non-executive Directors. Mr. Lee and Mr. Qian have served as the independent non-executive Directors of the Company for more than three years and are familiar with the Company's business. They also provide the Company with objective, independent and sufficient opinions and analysis from different perspectives and with their professional knowledge (including knowledge about financial, legal affairs and listing compliance) and unique experience. Mr. Wang and Ms. Zhao have proved their ability to provide independent, fair and objective opinions on the affairs of the Company by virtue of their personal views, skills and experience. The four independent non-executive Directors are also able to promote the diversity of the structure of the Board of the Company in various aspects, including gender, culture, knowledge, educational background, experience and skills.

Although Mr. Qian and Mr. Lee have respectively served as directors in more than seven listed companies, they have always maintained their professionalism as directors in various listed companies, and they actively participated in the Board and committee meetings held by the Company in the past, with no impact on their time commitments to fulfilling their duties as Directors of the Company. As a result, the Board unanimously considers that they have sufficient time to perform their responsibilities as Directors.

5. RE-ELECTION OF SUPERVISORS OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE

Pursuant to Article 90 of the Articles of Association, the Supervisors who are persons other than employees' representatives of the Company shall be elected at general meetings for a term of three years, which is renewable upon re-election when it expires. The Supervisory Committee has resolved and approved to re-elect Mr. ZHENG Hongtao (“**Mr. Zheng**”) and Mr. CHEN Gang (“**Mr. Chen**”) as independent Supervisors on 5 November 2019. The term of office for each of Mr. Zheng and Mr. Chen will be three years starting from the next day (i.e. 30 December 2019) of the expiration of the term of the third session of the Supervisory Committee upon consideration and approval at the EGM.

The biographical details of Mr. Zheng are set out below:

Mr. ZHENG Hongtao, aged 53, joined the Company in January 2016, and has been an independent Supervisor of the Company. He has been engaging in teaching and research work at Beijing National Accounting Institute (北京國家會計學院) as a director of corporate governance and risk control center. Mr. Zheng was a teacher at Guangdong Zhongkai Technology and Economics College (廣東仲愷技術經濟學院) from July 1995 to December 1996. From January 1997 to October 1997, Mr. Zheng was a researcher at the Rural Economics Research Center of the Ministry of Agriculture (農業部農村經濟研究中心). From October 1997 to September 1998, Mr. Zheng served as an investment project manager at the investment banking division of Everbright Securities Company Limited (listed on both

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the Hong Kong Stock Exchange (stock code: 6178) and the Shanghai Stock Exchange (stock code: 601788)); Mr. Zheng concurrently serves as an independent director of SUFA Technology Industry Co., Ltd., CNNC (中核蘇閩科技實業股份有限公司), Beijing Tianli Mobile Service Integration, Inc. (北京無線天利移動信息技術股份有限公司), Venustech Group Inc. (listed on the Shenzhen Stock Exchange, stock code: 002439), and CNFC Overseas Fisheries Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 000798).

Mr. Zheng was named as a professor by the Ministry of Finance of the People's Republic of China in February 2010. Mr. Zheng participated in post-doctoral research in finance at Zhongnan University of Economics and Law (中南財經政法大學) from July 2002 to December 2006. He graduated from Huazhong Agricultural University (華中農業大學) with a doctoral degree in agricultural economics and management and a master's degree in agriculture in June 2001 and June 1995, respectively.

The biographical details of Mr. Chen are set out below:

Mr. CHEN Gang, aged 43, joined the Company in January 2016 and has been an independent Supervisor. Mr. Chen successively served as the senior manager and business director of the investment banking division of Huatai United Securities Co., Ltd. (華泰聯合證券有限責任公司), formerly known as United Securities Co., Ltd. (聯合證券有限責任公司) and the general manager of its investment banking (4) division of Shanghai from July 2001 to August 2006. From August 2006 to February 2007, he served as an assistant of general manager of the headquarters of mergers and acquisitions financing department and the person in charge of the Shanghai branch of China Securities. From February 2007 to January 2010, he successively served as the vice general manager and the executive general manager of the investment banking division of Zhongtai Securities Co., Ltd. (中泰證券股份有限公司), formerly known as Qilu Securities Co., Ltd. (齊魯證券有限公司). From February 2010 to December 2016, he successively served as an assistant of the president and the general manager of the headquarters of investment banking and the vice general manager of the investment division and the general manager of the new third board business division of Zhongshan Securities Co., Ltd. (中山證券有限責任公司). From January 2017 to September 2018, he served as the vice-president and the general manager of the investment banking division of Lian Chu Securities Co., Ltd. (聯儲證券有限責任公司). He has been a managing partner of Shanghai Lanjue Investment Management Co., Ltd. (上海藍爵投資管理有限公司) since October 2018.

Mr. Chen graduated from Beijing University of Posts and Telecommunications (北京郵電大學) with a major in English for science and technology and a bachelor's degree in engineering in July 1998. He completed the finance courses (including insurance courses) of the School of Economics at Fudan University and obtained the master's degree in economics in July 2001; completed the world economy courses of the School of Economics at Fudan University and obtained a doctoral degree in economics in July 2009; and was engaged in post-doctoral research on politics in the School of International Relations and Public Affairs at Fudan University and graduated in July 2012. Mr. Chen concurrently served as the independent director of Shanghai KingYee Information Technology Co., Ltd. (上海京頤科技股份有限公司), the independent director of Etone Information Technology (Shanghai) Corporation Limited (奕通信息科技(上海)股份有限公司, listed on the National Equities Exchange and Quotations (stock code: 835762)), the vice director of the securities research institute of the Fudan University, the director of Art Finance Institution of Asian Humanity and Nature Research (Macao) (亞洲人文與自然研究院(澳門)藝術品金融研究所), and the deputy director of the

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Shanghai Financial Committee of China National Democratic Construction Association (中國民主建國會上海金融工作委員會). Mr. Chen was accredited as a Chinese Certified Public Accountant by Shanghai Institute of Certified Public Accountants (上海註冊會計師協會) in November 2004, and was certified as Senior Certified Public Accountant (the 3rd batch in PRC) by The Chinese Institute of Certified Public Accountants in March 2018; Mr. Chen was listed in the first batch of sponsors in Chinese securities market in 2004; Mr. Chen was accredited by Jiangsu Office of Personnel (江蘇省人事廳) as a senior economist in September 2009; Mr. Chen was certified as an international registered auditor by The Association of International Accountants in 2017; and Mr. Chen acquired the qualification for APMI management accountant (senior member) in September 2018.

Each of Mr. Zheng and Mr. Chen will enter into a service contract with the Company upon their appointments being approved by the Shareholders of the Company at the EGM. The term of their appointments will be from the next day (i.e. 30 December 2019) of the expiration of the term of the third session of the Supervisory Committee upon consideration and approval at the EGM to the end of the term of the fourth session of the Supervisory Committee of the Company. According to the Articles of Association, Mr. Zheng and Mr. Chen may seek re-election after the expiration of the term of their appointments. If Mr. Zheng or Mr. Chen provides the Company with written notice of not less than one month, or Mr. Zheng or Mr. Chen is not re-appointed after the expiration of the term of his appointment, the service contracts will be terminated. Each of Mr. Zheng and Mr. Chen will receive an independent Supervisor's remuneration of approximately RMB180,000 per annum.

Save as disclosed above, none of Mr. Zheng and Mr. Chen held any other positions of the Company or its subsidiaries, nor did they hold any directorships in any other public companies within the three years prior to the date of their appointments, of which the securities are listed on any securities market in Hong Kong or overseas and nor did they have other major appointments and professional qualifications.

To the best knowledge of the Company, Mr. Zheng and Mr. Chen do not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company, and do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and have not been subject to any disciplinary action by the CSRC or any other relevant authorities or the Hong Kong Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company, relating to the appointments of Mr. Zheng and Mr. Chen.

The aforementioned resolutions were considered and approved at the eleventh provisional meeting of the third session of the Supervisory Committee of the Company, and are hereby submitted to the Shareholders for consideration.

LETTER FROM THE BOARD

6. THE 2019 THIRD EXTRAORDINARY GENERAL MEETING

A notice of the EGM to be held at 2:00 p.m. on Friday, 27 December 2019 at Yamei 1 Ballroom, 3/F, Crowne Plaza Shanghai Noah Square, No. 1699, Jinshajiang Road, Putuo District, Shanghai, the PRC, is set out on pages 18 to 20 of this circular.

A reply slip and a proxy form to be used at the EGM are also enclosed herein and published on the website of the Stock Exchange (www.hkexnews.com.hk). H Share Shareholders who intend to appoint a proxy to attend the EGM shall complete, sign and return the proxy form in accordance with the instructions printed thereon.

For H Share Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarized copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, 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 EGM in order for such documents to be valid.

H Share Shareholders who intend to attend the EGM must complete the reply slip and return it to the H Share registrar of the Company not later than 20 days before the date of the EGM, i.e. no later than Friday, 6 December 2019.

Pursuant to the Articles of Association, for the purpose of holding the EGM, the register of members of H Shares will be closed from Wednesday, 27 November 2019 to Friday, 27 December 2019 (both days inclusive), during this period no transfer of H Shares will be registered. H Share Shareholders whose names appear on the H Shares register of members of the Company on Friday, 27 December 2019 after close of business are entitled to attend and vote at the EGM. For information relating to attending the EGM for A Share Shareholder, please refer to the A Share announcement of the Company published on the website of the Shanghai Stock Exchange.

In order to attend the EGM, H Share Shareholders shall lodge all transfer documents together with the relevant share certificates to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 November 2019.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolutions proposed at the EGM will be voted by poll.

Pursuant to the Articles of Association, a cumulative voting system will be adopted for the re-election of Directors and Supervisors. In the re-election of Directors and Supervisors, each Share represents the voting rights equivalent to the number of the Directors or Supervisors to be elected under a particular resolution. Shareholders can cast all his/her voting rights in a concentrated or diverse manner, i.e. Shareholders may cast all of his/her votes for election of a single person, or may diverse and cast his/her votes, whether in an even or uneven manner, for election of all or such numbers of Directors or Supervisors to be elected.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that aforementioned resolutions related to the re-election of Directors of the fourth session of the Board and the re-election of Supervisors of the fourth session of the Supervisory Committee are in the interests of the Company and the Shareholders as a whole. Accordingly, it is recommended that the Shareholders vote in favour of relevant resolutions to be proposed at the EGM.

By order of the Board
Red Star Macalline Group Corporation Ltd.
GUO Binghe
Vice Chairman

NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING



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 2019 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 third extraordinary general meeting (the “EGM”) of Red Star Macalline Group Corporation Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, 27 December 2019 at Yamei 1 Ballroom, 3/F, Crowne Plaza Shanghai Noah Square, No. 1699, Jinshajiang Road, Putuo District, Shanghai, the PRC for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS EFFECTED BY CUMULATIVE VOTING SYSTEM

1. To consider and approve the re-election of Mr. CHE Jianxing as an executive Director of the Company;
2. To consider and approve the re-election of Mr. GUO Binghe as an executive Director of the Company;
3. To consider and approve the re-election of Ms. CHE Jianfang as an executive Director of the Company;
4. To consider and approve the re-election of Mr. JIANG Xiaozhong as an executive Director of the Company;
5. To consider and approve the re-election of Ms. CHEN Shuhong as a non-executive Director of the Company;
6. To consider and approve the re-election of Mr. XU Guofeng as a non-executive Director of the Company;
7. To consider and approve the re-election of Mr. JING Jie as a non-executive Director of the Company;
8. To consider and approve the re-election of Mr. XU Hong as a non-executive Director of the Company;
9. To consider and approve the re-election of Mr. QIAN Shizheng as an independent non-executive Director of the Company;
10. To consider and approve the re-election of Mr. LEE Kwan Hung, Eddie as an independent non-executive Director of the Company;
11. To consider and approve the re-election of Mr. WANG Xiao as an independent non-executive Director of the Company;

NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING

12. To consider and approve the re-election of Ms. ZHAO Chongyi as an independent non-executive Director of the Company;
13. To consider and approve the re-election of Mr. ZHENG Hongtao as an independent Supervisor of the Company; and
14. To consider and approve the re-election of Mr. CHEN Gang as an independent Supervisor of the Company.

By order of the Board
Red Star Macalline Group Corporation Ltd.
GUO Binghe
Vice Chairman

Hong Kong
11 November 2019

Notes:

1. For the purpose of holding the EGM, the register of members of the Company will be closed from Wednesday, 27 November 2019 to Friday, 27 December 2019 (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 EGM, 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, 26 November 2019 for registration.

The Shareholders whose names appear on the register of members of the Company on Tuesday, 26 November 2019 after close of business are entitled to attend and vote at the EGM.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised 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 authorised 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 EGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarized 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 EGM or any adjourned meetings should they so wish.
5. Shareholders shall produce their identification documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identification documents and a notarized copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarized documents allowed by the Company. Proxies shall produce their identification documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.

NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING

6. Shareholders who intend to attend the EGM should complete the reply slip and return it to the H Share registrar of the Company (for holders of H Share(s)) by hand, by post or by fax on or before Friday, 6 December 2019.
7. The EGM is expected to take for less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
8. All voting at the EGM will be conducted by poll.
9. Regarding ordinary resolutions number 1–14, a cumulative voting system will be adopted. “Cumulative voting system” refers to a system of voting for election of Directors or Supervisors at general meetings under which each Share represents the voting rights equivalent to the number of the Directors or Supervisors to be elected under a particular resolution. Shareholders can cast all his/her voting rights in a concentrated or diverse manner, i.e. Shareholders may cast all of his/her votes for election of a single person, or may diverse and cast his/her votes, whether in an even or uneven manner, for election of all or such numbers of Directors or Supervisors to be elected.

When the total votes cast by a Shareholder on all or some candidate Directors or Supervisors exceeds the total votes to which he/she is entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by a Shareholder on all or some candidate Directors or Supervisors equal to or are less than the total votes to which he/she is entitled, the votes are valid and the remaining votes without exercising voting rights will be regarded as abstain votes.

Where the “For” votes cast for a particular candidate for Director or Supervisor are more than half of the total number of Shares held by all Shareholders attending the meeting (before accumulation of votes) and where the “For” votes exceed the “Against” votes, the subject candidate will be considered to have been elected. Where the number of Directors or Supervisors elected at the general meeting is less than such number proposed for election, new round(s) of voting is/are required to be held for election of the remaining number of Directors or Supervisors, until the number of Directors or Supervisors proposed for election is fulfilled. When holding a new round of voting for electing Directors or Supervisors, the general meeting shall recount the number of cumulative votes of Shareholders based on the number of candidates to be elected in each round of election.