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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 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;
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.

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.

As at the date of this announcement, the executive Directors of the Company are CHE Jianxing, GUO Binghe, CHE Jianfang and JIANG Xiaozhong; the non-executive Directors are CHEN Shuhong, XU Guofeng, JING Jie and XU Hong; and the independent non-executive Directors are QIAN Shizheng, LEE Kwan Hung, Eddie, WANG Xiao and ZHAO Chongyi.