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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 AGM

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “AGM”) of Red Star Macalline Group Corporation Ltd. (the “Company”) will be held at 2:00 p.m. on Thursday, 18 June 2020 at Conference Center, 3/F, South Building, Block B, Red Star Macalline Headquarters, Lane 1466, Shenchang Road, Minhang District, Shanghai, the People Republic of China (the “PRC”) for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

To consider and approve:

1. The work report of the Board of the Company for 2019;
2. The work report of the Supervisory Committee of the Company for 2019;
3. The final account report of the Company for 2019;
4. The financial budget report of the Company for 2020;
5. The annual report and annual results of the Company for the year ended 31 December 2019;
6. The re-appointment of the auditor for the financial report and the internal control auditor for the year 2020;
7. The resolution concerning the remuneration of Directors of the Company for 2019;
8. The resolution concerning the remuneration of Supervisors of the Company for 2019; and
9. The resolution concerning the purchase of liability insurance for Directors, Supervisors, senior management and the Company.

SPECIAL RESOLUTION

10. The profit distribution plan of the Company for 2019.

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

Shanghai, the PRC
19 May 2020

Notes:

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated 19 May 2020.
2. For the purpose of holding the AGM, the register of members of the Company will be closed from Monday, 15 June 2020 to Thursday, 18 June 2020 (both dates 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, not later than 4:30 p.m. on Friday, 12 June 2020 for registration. The Shareholders whose names appear on the register of members of the Company on Friday, 12 June 2020 after close of business are entitled to attend and vote at the AGM.
3. 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 Shareholder of the Company.
4. 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.
5. 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.
6. 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 authorised 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 authorised 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.
7. For the purpose of determining the list of H Share Shareholders who are entitled to receive the Cash Dividend and the Capitalization Shares, the register of members of the Company will be closed from Sunday, 28 June 2020 to Friday, 3 July 2020 (both dates inclusive), during which period no transfer of Shares will be registered. H Share Shareholders whose names appear on the register of members of H Shares of the Company on Friday, 3 July 2020 are entitled to receive the Cash Dividend and the Capitalization Shares. In order to be entitled to receive the Cash Dividend and the new H Shares issued under the Capitalization Issue, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited (for H Share Shareholders) at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 26 June 2020.

8. 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.
9. All voting at the AGM will be conducted by poll.

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.