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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 Salon 1–3, JW Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 20 July 2015 at 3:30 p.m. for the purposes of considering and, if thought fit, passing the following resolution no.(s) 1 to 4 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 2015 to the Shareholders (the “**Circular**”) unless otherwise specified.

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the Acquisition Agreement dated 9 June 2015 entered into between the Company and the Vendor in respect of the Acquisition, the Acquisition and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Consideration Shares on and subject to the terms of the Acquisition Agreement, be and is hereby approved;”

\* *For identification purposes only*

2. **“THAT:**

the Framework Lease Agreement dated 9 June 2015 entered into between the Vendor (as lessor) and the Target Company (as lessee), pursuant to which the Target Company will procure the New PRC Operating Companies to enter into the Leasing Agreements with the relevant PRC Vendors in respect of the leasing of certain properties (including land and buildings) for 20 years to facilitate the on-going operations of the Target Business following Completion and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;”

3. **“THAT:**

the authorized share capital of the Company be and is hereby increased from HK\$400,000,000 divided into 40,000,000,000 Shares to HK\$800,000,000 divided into 80,000,000,000 Shares by the creation of additional 40,000,000,000 Shares; and”

4. **“THAT:**

the Directors be and are hereby authorized 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 above resolution no(s). 1 to 3.”

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

Hong Kong, 29 June 2015

*Notes:*

- (1) The register of members of the Company will be closed for registration of transfer of shares from 16 July 2015 to 20 July 2015, 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong on or before 4:30 p.m., 15 July 2015.
- (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.

*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), Mr. Zhou Jun, Mr. Dai Bin and Mr. Hu Yuzhou; 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.*