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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Redco Properties Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**REDCO PROPERTIES GROUP LIMITED**

**力高地產集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1622)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Redco Properties Group Limited to be held at 4:00 p.m. on Friday, 23 June 2017 at Kowloon Room I, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 13 to 16 of this circular. A form of proxy for use in connection with the Annual General Meeting is enclosed herewith. Whether you are able to attend or not, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, 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 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be). Completion and submission of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or adjourned meeting (as the case may be) should you so wish.

28 April 2017

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 4:00 p.m. on Friday, 23 June 2017, Kowloon Room I, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular
“AGM Notice”	the notice convening the AGM set out on pages 13 to 16 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company (as amended from time to time)
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to buy back Shares in the capital of the Company, not exceeding 10% of the number of the issued Shares as at the date of passing the resolution
“Company”	Redco Properties Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“General Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares, not exceeding 20% of the number of the issued Shares as at the date of passing the resolution
“Latest Practicable Date”	25 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum”	the memorandum of association of the Company (as amended from time to time)
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amend, supplement or otherwise modified from time to time
“%”	per cent



**REDCO PROPERTIES GROUP LIMITED**

**力高地產集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1622)**

*Executive Directors:*

Mr. Wong Yeuk Hung (Chairman)

Mr. Huang Ruoqing (President)

Mr. Tang Chengyong

*Independent non-executive Directors:*

Dr. Wong Yau Kar, David BBS, JP

Mr. Chau On Ta Yuen SBS

Mr. Yip Tai Him

Mr. Chow Kwong Fai, Edward JP

*Registered office:*

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business in the PRC:*

28th Floor, Block B, The Rongchao Tower

No. 6003 Yitian Road

CBD, Shenzhen

People's Republic of China

*Principal place of business in Hong Kong:*

Room 2001-2, Enterprise Square 3

39 Wang Chiu Road, Kowloon Bay

Kowloon, Hong Kong

28 April 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
(2) RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the notice of annual general meeting and the proposals to be put forward at the AGM relating to:

- a) the grant of the General Mandate;

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## LETTER FROM THE BOARD

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- b) the grant of the Buy-back Mandate;
- c) the extension of the General Mandate to include Shares bought back by the Company under the Buy-back Mandate; and
- d) re-election of retiring Directors.

The AGM Notice is set out in pages 13 to 16 of this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 24 June 2016, a general mandate was granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the number of the issued Shares as at the date of the resolution approving such mandate. Such mandate will lapse at the conclusion of the AGM.

In order to give the Directors flexibility to issue and allot Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to grant the General Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the number of the issued Shares as at the date of passing of the resolution. The General Mandate will end at the earlier of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; and (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the General Mandate.

### **GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 24 June 2016, a buy-back mandate was granted to the Directors to buy back Shares not exceeding 10% of the number of the issued Shares as at the date of the resolution approving such mandate. Such mandate will lapse at the conclusion of the AGM.

In order to give the Directors flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to grant the Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange not exceeding 10% of the number of the issued Shares as at the date of passing of the resolution. As at the Latest Practicable Date, the number of Shares in issue was 3,551,609,322 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Buy-back Mandate and assuming that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 355,160,932 Shares, being 10% of the issued Shares as at the date of passing of the resolution in relation thereof. The Buy-back Mandate will end at the earlier of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; and (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

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## LETTER FROM THE BOARD

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An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate is set out in Appendix I to this circular.

### GENERAL EXTENSION MANDATE

In addition, an ordinary resolution will be proposed at the AGM to extend the General Mandate include the number of Shares bought back by the Company under the Buy-back Mandate.

### RE-ELECTION OF RETIRING DIRECTORS

In addition, pursuant to article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy or any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Wong Yeuk Hung (executive Director), Dr. Wong Yau Kar, David BBS (an independent non-executive Director) and Mr. Chau On Ta Yuen SBS (an independent non-executive Director), will retire at the AGM and, being eligible, will offer themselves for re-election.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The Company will convene the AGM at 4:00 p.m. on Friday, 23 June 2017 at Kowloon Room I, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in this circular. The AGM Notice is set out on pages 13 to 16 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether you are able to attend the AGM or not, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or adjourned meeting.

Completion and submission of the form of proxy will not preclude you from attending and voting in person at the AGM or adjourned meeting should you so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. The result of the poll will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.redco.cn](http://www.redco.cn) in the manner prescribed under the Listing Rules.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the proposed granting of the General Mandate, the Buy-back Mandate, the extension of the General Mandate, the re-election of retiring Directors are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors, including the independent non-executive Directors, recommend the Shareholders to vote in favour of all resolutions as set out in the AGM Notice.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board  
**Redco Properties Group Limited**  
**Wong Yeuk Hung**  
*Chairman*



This explanatory statement contains the requisite information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 3,551,609,322 Shares of HK\$0.05 each.

Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis that no further Shares will be issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 355,160,932 Shares, being 10% of the issued Shares as at the date of the passing of the relevant resolution at the Annual General Meeting during the period ending on the earlier of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; and (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

### **2. REASONS FOR SHARE BUY-BACKS**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. The Directors believe that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-backs may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such buy-backs when they believe that such buy-backs would benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF BUY-BACKS**

In making buy-backs, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, Articles and the laws of the Cayman Islands. The Company may not buy back Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in effect from time to time.

As compared with the consolidated financial position of the Company as at 31 December 2016 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital position but not on the gearing position of the Company in the event that buy-backs of all the Shares, the subject of the Buy-back Mandate, were to be carried out in full at any time. The Directors do not propose to exercise the Buy-back Mandate to such extent as could, in the circumstance, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

**4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Buy-back Mandate is granted by the Shareholders, to sell their Shares to the Company or its subsidiaries.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company or its subsidiaries or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Buy-back Mandate is granted by the Shareholders.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the proposed resolution in respect of the Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Cayman Islands, Memorandum and Articles.

**6. EFFECT OF THE TAKEOVERS CODE**

As at the Latest Practicable Date, Mr. Wong Yeuk Hung, as the controlling Shareholder (as defined in the Listing Rules), was interested in 1,387,258,000 Shares, representing approximately 39.06% of the issued Shares, held directly by Global Universe International Holdings Limited. In the event that the Directors exercise in full the power to buy back the Shares under the Buy-back Mandate, the attributable shareholding of Mr. Wong Yeuk Hung in the Company would be increased by 2% to approximately 43.4% of the issued share capital of the Company. In this regard, Mr. Wong, together with any party(ies) acting in concert with him, will be under an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

**7.    SHARE PRICES**

During each of the previous 12 months up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2016</b>		
April	2.79	2.705
May	2.78	2.6
June	2.81	2.45
July	2.905	2.58
August	2.84	2.8
September	2.85	2.34
October	2.905	2.79
November	3.1	2.64
December	3.2	2.61
<b>2017</b>		
January	3.58	2.98
February	3.45	3.03
March	3.32	2.88
April (up to Latest Practicable Date)	3.13	2.96

**8.    SHARE BUY-BACKS MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, the Company had not bought back any Shares on the Stock Exchange.

Set out below are details of the Directors who will retire at the AGM and being eligible, will offer themselves for re-election at the AGM.

*Executive Director*

**Mr. Wong Yeuk Hung**, aged 53, has been an executive Director since 9 March 2017 and was founder of the Group in 1992. He was responsible for strategic planning and overall management of the Group's business from 1992 to 2014. He currently serves as a director of certain subsidiaries of the Company. He currently serves as a member of the committee of the Twelfth National People's Congress of the Chinese People's Political Consultative Conference, as a Vice Chairman of the Hong Kong Federation of Fujian Associations, and as a Vice Chairman of the Hong Kong Association for the Promotion of the Peaceful Reunification of China. Mr. Wong is currently pursuing a Master degree of Business Administration in the University of Science and Technology of China.

Mr. Wong is the elder brother of Mr. Huang Ruoqing and he is not related to any of the other directors or senior management of the Company. By virtue of the Securities and Futures Ordinance (the "SFO"), Mr. Wong is deemed to be interested in 1,387,258,000 shares of the Company (the "Shares") held by Global Universe.

Mr. Wong, resigned as a director of the Company in 2014 for the reason set out in the second paragraph of the section headed "Our success is dependent on the continuing service of members of our senior management, and if we lose the services of any of these key executives and cannot replace them in a timely manner, our business may be materially and adversely affected" on page 38 of the Company's prospectus dated 21 January 2014. The Listing Committee then considered that he was not suitable to act as a director of the Company.

Save as disclosed above, Mr. Wong has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Mr. Wong entered into a service contract with the Company for a term of three years commencing from 9 March 2017 and such service contract may be terminated by not less than three months' notice in writing served by either party on the other. He is also subject to retirement and re-election at the AGM of the Company in accordance with the Articles of Association.

Under the service contract, Mr. Wong is entitled to receive an annual remuneration of RMB2,000,000, which was determined by the Board with reference to his duties and responsibilities, the Company's performance, prevailing market conditions and remuneration benchmarks in the industry.

*Independent non-executive Directors*

**Dr. WONG Yau Kar, David BBS, JP (黃友嘉博士)**, aged 59, has been an independent non-executive Director since 14 January 2014. Dr. Wong received a doctorate degree in Economics from the University of Chicago in 1987. Dr. Wong has extensive experience in manufacturing, direct investment and international trade. Dr. Wong is active in public service. He is a Hong Kong deputy of the 12th National People's Congress of the People's Republic of China (第十二屆全國人民代表大

會). He is also Chairman of the Land and Development Advisory Committee, Mandatory Provident Fund Schemes Authority and Protection of Wages on Insolvency Fund Board. Dr. Wong was appointed as a Justice of Peace (JP) in 2010 and was awarded a Bronze Bauhinia Star (BBS) in 2012 for his valuable contribution to the society.

Dr. Wong is currently an independent non-executive director of China Juhao Health Industry Corporation Limited (Stock code: 419), Concord New Energy Group Limited (Stock code: 182), ReOrient Group Limited (Stock code: 376), Shenzhen Investment Limited (Stock code: 604) and Sinopec Kantons Holdings Limited (Stock code: 934). The shares of which are listed on the Main Board of the Stock Exchange. Dr. Wong was a non-executive director of CIAM Group Limited (Stock Code: 378) during the period from July 2009 to 8 March 2015.

Save as disclosed above, Dr. Wong has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Dr. Wong does not have any relationship with any Directors, senior management or substantial shareholders of the Company. As at the Latest Practicable Date, he did not have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO. Dr. Wong entered into a letter of appointment with the Company for a term of three years commencing with effect from 30 January 2017. The directorship of Dr. Wong is subject to retirement and re-election at annual general meetings of the Company in accordance with the Articles of Association. The letter of appointment can be terminated by either party by serving three months' notice in writing on the other. Under the letter of appointment, Dr. Wong is entitled to receive an annual salary of HK\$250,000, which was determined by the Board with reference to his duties and responsibilities, the Company's performance, prevailing market conditions and remuneration benchmarks in the industry.

**Mr. CHAU On Ta Yuen (周安達源) ("Mr. Chau")**, aged 69, has been an independent non-executive Director since 14 January 2014. Mr. Chau received a bachelor's degree in Chinese language and literature from Xiamen University (廈門大學) in August 1968 in the PRC. Mr. Chau is currently a member of the Twelfth National Committee of the Chinese People's Political Consultative Conference, deputy officer of the Social and Legal Affairs Committee of the Chinese People's Political Consultative Conference (全國政協社會和法制委員會) and the vice chairman of the Ninth board of directors of the Hong Kong Federation of Fujian Association Ltd. Mr. Chau was also awarded the Silver Bauhinia Star by the government of Hong Kong Special Administrative Region in July 2016.

Mr. Chau is currently an executive director of China Ocean Shipbuilding Industry Group Limited (Stock code: 651) and ELL Environmental Holdings Limited (Stock code: 1395), and independent non-executive director of Good Fellow Resources Holdings Limited (Stock code: 109), Come Sure Group (Holdings) Limited (Stock code: 794) and Leyou Technologies Holdings Limited (Stock code: 1089). The shares of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Chau has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Mr. Chau does not have any relationship with any Directors, senior management or substantial shareholders of the Company. As at the Latest Practicable Date, he did not have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Chau entered into a letter of appointment with the Company for a term of three years commencing with effect from 30 January 2017. The directorship of Mr. Chau is subject to retirement and re-election at annual general meetings of the Company in accordance with the Articles of Association. The letter of appointment can be terminated by either party by serving three months' notice in writing on the other. Under the letter of appointment, Mr. Chau is entitled to receive an annual salary of HK\$250,000, which was determined by the Board with reference to his duties and responsibilities, the Company's performance, prevailing market conditions and remuneration benchmarks in the industry.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with the above directors' re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.



**REDCO PROPERTIES GROUP LIMITED**

**力高地產集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1622)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Redco Properties Group Limited (the “Company”) will be held at at 4:00 p.m. on Friday, 23 June 2017 at Kowloon Room I, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2016.
2.
  - (a) To re-elect Mr. Wong Yeuk Hung as an executive Director and authorise the board of Directors (the “Board”) to fix his remuneration.
  - (b) To re-elect Dr. Wong Yau Kar, David BBS, JP as an independent non-executive Director and authorise the Board to fix his remuneration.
  - (c) To re-elect Mr. Chau On Ta Yuen SBS as an independent non-executive Director and authorise the Board to fix his remuneration.
3. To re-appoint PricewaterhouseCoopers as the auditors of the Company and authorise the Board to fix their remuneration.
4. to consider and, if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company (the “Shares”) or securities convertible into Shares and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation gives to the Directors and shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period (as defined below) which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined below);

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## NOTICE OF AGM

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- (c) the aggregate number of Shares or securities allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) the Rights Issue (as defined below); (ii) the grant or exercise of any options under any share option scheme or any other option scheme or similar arrangement for the time being adopted by the Company; and (iii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the Shares; shall not exceed 20% of the number of the issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “Articles of Association”) or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back its own Shares on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs and subject to and in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the number of the issued Shares as at the date of this resolution, and the said approval shall be limited accordingly; and



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## NOTICE OF AGM

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(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.

6. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolution Nos. 4 and 5 above, the general mandate referred to in resolution No. 4 above be and is hereby extended by the addition to the number of the Shares which may be allotted or issued by the Directors pursuant to such general mandate of an amount representing the total number of Shares bought back by the Company pursuant to the general mandate referred to in resolution No. 5 above provided that such amount shall not exceed 10% of the number of the issued Shares as at the date of the passing of this resolution.”

By Order of the Board  
**Redco Properties Group Limited**  
**Wong Yeuk Hung**  
*Chairman*

Hong Kong, 28 April 2017

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 20 June 2017 to Friday, 23 June 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, 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 Monday, 19 June 2017.
2. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. Completion and submission of the form of proxy will not preclude a member of the Company from attending the AGM and vote in person. In such event, his form of proxy will be deemed to have been revoked.

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## NOTICE OF AGM

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3. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the AGM or any adjourned meeting (as the case may be).
5. With regard to Resolution No. 4 above, the Directors wish to state that they have no immediate plans to issue any new Shares.
6. The above resolutions will be put to vote at the AGM by way of poll.

*As at the date of this notice, the executive Directors are Mr. Wong Yeuk Hung, Mr. Huang Ruoqing and Mr. Tang Chengyong and the independent non-executive Directors are Dr. Wong Yau Kar, David BBS, JP, Mr. Chau On Ta Yuen SBS, Mr. Yip Tai Him and Mr. Chow Kwong Fai, Edward, JP.*