
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

A notice convening the Annual General Meeting of Redco Properties Group Limited to be held at 4:00 p.m. on Friday, 24 June 2016 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 Shops 1712-1716, 17th 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.

27 April 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement on the Buy-back Mandate	7
Appendix II — Details of Directors Proposed to be Re-elected at the AGM	10
Notice of AGM	13

DEFINITIONS

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, 24 June 2016, 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”	22 April 2016, 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

DEFINITIONS

“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\$0.1 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

LETTER FROM THE BOARD



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. Huang Ruoqing (President)

Mr. Tang Chengyong

Mr. Hong Duxuan

Independent non-executive Directors:

Dr. Wong Yau Kar, David BBS, JP

Mr. Chau On Ta Yuen

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

27 April 2016

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**

LETTER FROM THE BOARD

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;
- 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 26 June 2015, 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 26 June 2015, 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

LETTER FROM THE BOARD

1,775,804,661 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 177,580,466 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.

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. Tang Chengyong (executive Director), Mr. Yip Tai Him (an independent non-executive Director) and Mr. Chow Kwong Fai, Edward (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, 24 June 2016 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 Shops 1712-16, 17th 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.

LETTER FROM THE BOARD

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 and the Company's website at www.redco.cn in the manner prescribed under the Listing Rules.

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
Huang Ruoqing
Executive Director

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 1,775,804,661 Shares of HK\$0.10 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 177,580,466 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 2015 (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 693,629,000 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:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2015		
April	4.63	3.85
May	5.64	4.36
June	6.15	4.95
July	5.47	4.24
August	5.76	5.17
September	5.55	4.99
October	5.86	5.10
November	5.59	5.26
December	5.80	5.32
2016		
January	5.70	5.32
February	5.91	5.56
March	6.00	5.55
April (up to Latest Practicable Date)	5.58	5.42

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. TANG Chengyong (唐承勇) (“Mr. Tang”), aged 52, is an executive Director and the vice president. Mr. Tang has been a Director since 18 October 2013 and was re-designated as an executive Director on 14 January 2014. He is primarily responsible for project planning of the Group as well as operation of the subsidiaries of the Company in Shandong. Mr. Tang has over 21 years of experience in the real estate industry in the PRC. Mr. Tang joined the Group as the general manager of Yantai Redco Development Co., Ltd. in August 2001, where he was responsible for the daily operation of the Company. Mr. Tang was also successively appointed as the general manager of Jiangxi Man Wo Property Development Co., Ltd., Jiangxi Redco Property Development Co., Ltd., Redco Development (Jiangxi) Co., Ltd., Shandong Redco Real Estate Development Co., Ltd. and vice president of Redco (China) Real Estate Co., Ltd. from May 2006 to February 2012, where he was responsible for daily operation of these companies and overseeing various projects. He is also currently a director of many subsidiaries of the Company. Prior to joining the Group, Mr. Tang was employed by Jiangsu Province Supply and Marketing Cooperative Real Estate Development Company (江蘇省供銷社房地產開發公司), a company primarily engaged in property development from March 1993 to August 2001 and his last position was deputy general manager and deputy director of department of economic development. Mr. Tang received a bachelor’s degree in engineering from Shenyang Institute of Architectural Engineering (瀋陽建築工程學院) in the PRC in July 1986.

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

Mr. Tang 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 interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Tang entered into a service contract with the Company under which he agreed to act as an executive Director for a term of three years commencing from January 2014, the month in which the Shares were listed on the main board of Stock Exchange until 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. Tang is entitled to receive an annual salary of RMB1,700,000.

Independent non-executive Directors

Mr. YIP Tai Him (葉棣謙) (“Mr. Yip”), aged 45, has been an independent non-executive Director since 14 January 2014. Mr. Yip is the chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Yip received a bachelor of arts (hons) degree in accountancy from the City Polytechnic of Hong Kong, now known as the City University of Hong Kong in September 1993 in Hong Kong. He has been a practising accountant in Hong Kong since 1999. Mr. Yip was admitted

as a member of the Association of Chartered Certified Accountants in the United Kingdom and the Institute of Chartered Accountants in England and Wales in September 1996 and January 2006, respectively. He has approximately 20 years of experience in accounting, auditing and financial management. Mr. Yip is currently an independent non-executive director of the following companies, the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Yip is currently an independent non-executive director of China Communication Telecom Service Company Limited (stock code: 8206), Vinco Financial Group Limited (stock code: 8340), GCL-Poly Energy Holdings Limited (stock code: 3800). The shares of which are listed on the Main Board/GEM board of the Stock Exchange. Mr. Yip was an independent non-executive director of the following companies, the shares of which are listed on the Main Board of the Stock Exchange:

Companies	Duration
Wing Lee Holdings Limited (Stock Code: 876)	February 2001 to June 2014
iOne Holdings Limited (Stock Code: 982)	April 2009 to July 2014
Larry Jewelry International Company Limited (Stock Code: 8351)	April 2014 to October 2014
China Star Cultural Media Group Limited (Stock Code: 8172)	December 2008 to April 2015

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

Mr. Yip 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 within the meaning of Part XV of the SFO.

Mr. Yip entered into a letter of appointment with the Company for a term of three years commencing with effect from 30 January 2014. The directorship of Mr. Yip 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. Yip is entitled to receive an annual salary of HK\$250,000.

Mr. CHOW Kwong Fai, Edward JP (周光暉) (“Mr. Chow”), aged 63, has been an independent non-executive Director since 14 January 2014. Mr. Chow is the chairman of the Audit Committee. Mr. Chow received a bachelor's degree in business studies from Middlesex University (formerly known as Middlesex Polytechnic) in the United Kingdom in 1975. Mr. Chow is a fellow and council member of The Institute of Chartered Accountants in England and Wales and a past president of the Hong Kong Institute of Certified Public Accountants (HKICPA). Before elected president, he chaired the HKICPA's Corporate Governance Committee and Professional Accountants in Business (PAIB) Committee. He was a Deputy Chairman of The Hong Kong Institute of Directors from 2001 to 2008 and the Chairman of the PAIB Committee of the International Federation of Accountants (IFAC) from

2006 to 2008. Mr. Chow is currently a core member of the OECD/World Bank Asian Corporate Governance Roundtable, the Chairman of China Infrastructure Group, a non-executive director of the Urban Renewal Authority, a Deputy Chairman of the Business and Professionals Federation of Hong Kong, a member of the Eleventh Zhejiang Province Committee of the Chinese People's Political Consultative Conference, a member of the Election Committee of the Hong Kong Special Administrative Region and an expert advisor of the Accounting Standards Committee of the Ministry of Finance, the People's Republic of China. Mr. Chow is currently an independent non-executive director of Melco International Development Limited (Stock Code: 200).

Prior to entering the commercial sector, Mr. Chow spent 11 years working for two major accounting firms, Deloitte Haskins & Sells and Price Waterhouse (as they were then known), respectively in London and Hong Kong. Mr. Chow was appointed as a Justice of Peace by the Chief Executive of the Hong Kong Special Administrative Region in July 2008. Mr. Chow was also an awardee of the Directors of the Year Award 2010 in the non-executive director of listed companies (SEHK — Hang Seng Index Constituents) category, awarded by the Hong Kong Institute of Directors.

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

Mr. Chow 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. Chow entered into a letter of appointment with the Company for a term of three years commencing with effect from 30 January 2014. The directorship of Mr. Chow 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. Chow is entitled to receive an annual salary of HK\$250,000.

Save as disclosed above, 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.

NOTICE OF AGM



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, 24 June 2016 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 2015.
2.
 - (a) To re-elect Mr. Tang Chengyong as an executive Director and authorise the board of Directors (the “Board”) to fix his remuneration.
 - (b) To re-elect Mr. Yip Tai Him as an independent non-executive Director and authorise the Board to fix his remuneration.
 - (c) To re-elect Mr. Chow Kwong Fai, Edward 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;

NOTICE OF AGM

- (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);
- (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

NOTICE OF AGM

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

(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
Huang Ruoqing
Executive Director

Hong Kong, 27 April 2016

NOTICE OF AGM

Notes:

1. The register of members of the Company will be closed from Wednesday, 22 June 2016 to Friday, 24 June 2016, 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 Tuesday, 21 June 2016.
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.
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 Shops 1712-1716, 17th 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. Huang Ruoqing, Mr. Tang Chengyong, Mr. Hong Duxuan; and the independent non-executive Directors are Dr. Wong Yau Kar, David BBS, JP, Mr. Chau On Ta Yuen, Mr. Yip Tai Him and Mr. Chow Kwong Fai, Edward, JP.