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 Reliance Global Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser(s) or the transferee(s) or to the licensed securities dealer, bank manager, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

RELIANCE GLOBAL HOLDINGS LIMITED
信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

(1) PROPOSED CAPITAL REORGANISATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
(3) ADJUSTMENT TO THE CONVERSION OF THE CPS;
(4) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS;
(5) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(6) RE-ELECTION OF RETIRING DIRECTORS;
AND
(7) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover shall have the same meaning as those defined in this circular.

A notice convening the AGM to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 30 September 2024 at 3:00 p.m. or any adjournment thereof is set out on pages 31 to 37 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM (i.e. at or before 3:00 p.m. on Saturday, 28 September 2024 (Hong Kong time) or any adjournment thereof (as the case may be)). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

Reference to time and dates in this circular are to Hong Kong time and dates.

* *For identification purpose only*

6 September 2024

CONTENTS

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

"Accumulated Losses"	accumulated losses of the Company
"Announcement"	announcement of the Company dated 30 August 2024 in relation to, among others, the proposed Capital Reorganisation, the proposed Change in Board Lot Size, the adjustment to the conversion of the CPS and the Amendments of Bye-laws
"AGM"	annual general meeting of the Company to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 30 September 2024 at 3:00 p.m. or any adjournment thereof
"AGM Notice"	notice convening the AGM set out on pages 31 to 37 of this circular
"Amendments of Bye-laws"	proposed amendments to the existing Bye-laws, details of which are set out in the section headed "Letter from the Board – Proposed Amendments to the Existing Bye-laws" in this circular
"Board"	board of Directors
"Business Day"	a day/days (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are open for general banking business
"Bye-laws"	bye-laws of the Company as amended from time to time
"Capital Reduction"	proposed reduction of the issued share capital of the Company, details of which are set out in the section headed "Letter from the Board – Proposed Capital Reorganisation" in this circular
"Capital Reorganisation"	proposed capital reorganisation of the Company involving the Share Consolidation and the Capital Reduction
"CCASS"	Central Clearing and Settlement System established and operated by HKSCC
"CCASS Operational Procedures"	Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time

"Change in Board Lot Size"	proposed change in board lot size of the Shares for trading on the Stock Exchange from 60,000 Existing Shares to 30,000 New Shares
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	Reliance Global Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 723)
"Companies Act"	Companies Act 1981 of Bermuda (as amended) in effect from time to time
"Consolidated Share(s)"	ordinary share(s) of HK$0.10 each in the issued share capital of the Company immediately upon the Share Consolidation becoming effective but before the Capital Reduction becoming effective
"connected persons"	has the meanings as ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"CPS"	convertible preferred shares of HK$0.01 each in the share capital of the Company, carrying the rights for conversion into Shares at a ratio of one (1) convertible preferred share to 0.03125 Existing Share
"Director(s)"	director(s) of the Company
"Effective Date"	date on which the Capital Reorganisation becomes effective, being the second Business Day following the day of passing of the special resolution to approve the Capital Reorganisation at the AGM, or such other date as the Directors may determine
"Existing Share(s)"	existing ordinary share(s) of HK$0.01 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
"General Rules of CCASS"	terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedure
"Group"	the Company and its subsidiaries

"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale and transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution for approving such mandate
"Latest Practicable Date"	30 August 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Committee"	has the same meaning ascribed thereto under the Listing Rules
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"New Bye-laws"	amended and restated bye-laws of the Company proposed to be adopted with immediate effect after the close of the AGM following the passing of the relevant special resolution
"New Shares(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
"Relevant Period"	six months immediately preceding the Latest Practicable Date
"Repurchase Mandate"	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution for approving such mandate
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	Existing Share(s) and/or Consolidated Share(s) and/or New Share(s), as the case may be

"Share Consolidation"	proposed consolidation of every ten (10) Existing Shares of HK$0.01 each into one (1) Consolidated Share of HK$0.10 each in the issued share capital of the Company
"Shareholder(s)"	holder(s) of the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

In the event of any inconsistency, the English text of this circular, the AGM Notice and the accompanying proxy form shall prevail over the Chinese text.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Capital Reorganisation and the Change in Board Lot Size. The expected timetable is subject to the results of the AGM, satisfaction of the conditions to the Capital Reorganisation and may be extended or varied due to additional time required for compliance with regulatory requirements in Bermuda and is therefore for indicative purpose only. All times and dates in this circular refer to the Hong Kong local times and dates.

Event	2024
Latest date and time for lodging transfer of the Existing Shares for attending and voting at the AGM	4:30 p.m. on Tuesday, 24 September
Closure of register of members for the entitlement to attend and vote at the AGM (both days inclusive)	Wednesday, 25 September to Monday, 30 September
Latest date and time for lodging proxy forms for the AGM	3:00 p.m. on Saturday, 28 September
Record date for attending the AGM	Monday, 30 September
Date and time of the AGM	3:00 p.m. on Monday, 30 September
Announcement of voting results of the AGM	Monday, 30 September

The following events are conditional upon the fulfilment of the conditions for the implementation of the Capital Reorganisation and therefore the dates are tentative only.

Event	2024
Expected effective date of Capital Reorganisation	Thursday, 3 October
Commencing of dealings in the New Shares	9:00 a.m. on Thursday, 3 October
Original counter for trading in Existing Shares in board lot of 60,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 3 October
Temporary counter for trading in the New Shares in board lot of 6,000 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 3 October
First day of free exchange of existing share certificates for the Existing Shares into new share certificates for the New Shares	Thursday, 3 October

EXPECTED TIMETABLE

Event	2024
Original counter for trading in the New Shares in board lot of 30,000 New Shares (in the form of new share certificates) re-opens	9:00 a.m. on Friday, 18 October
Parallel trading in the New Shares (in the form of both existing share certificates in board lots of 6,000 New Shares and new share certificates in board lots of 30,000 New Shares) commences	9:00 a.m. on Friday, 18 October
Designated broker starts to stand in the market to provide matching services for odd lots of the New Shares	9:00 a.m. on Friday, 18 October
Designated broker ceases to provide matching services for odd lots of the New Shares	4:00 p.m. on Thursday, 7 November
Temporary counter for trading in the New Shares in board lots of 6,000 New Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 7 November
Parallel trading in New Shares (in the form of existing share certificates and new share certificates) ends	4:10 p.m. on Thursday, 7 November
Last day for free exchange of existing share certificates for the New Shares certificates for the New Shares	Monday, 11 November

The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.

RELIANCE GLOBAL HOLDINGS LIMITED
信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 723)

Executive Directors:
Ms. Wang Jingyu *(Chairlady)*
Mr. Lai Ming Wai *(Chief Executive Officer)*
Ms. Chan Yuk Yee
Ms. Yiu Wai Yee, Catherine

Independent Non-executive Directors:
Mr. Yam Kwong Chun
Mr. Chai Chi Keung
Mr. Wong Chi Kit

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Room 2401A, 24th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

6 September 2024

To the Shareholders, and for information only, holders of the CPS,

Dear Sir or Madam,

(1) PROPOSED CAPITAL REORGANISATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
(3) ADJUSTMENT TO THE CONVERSION OF THE CPS;
(4) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS;
(5) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(6) RE-ELECTION OF RETIRING DIRECTORS;
AND
(7) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement, in relation to, among other matters, the proposed Capital Reorganisation, Change in Board Lot Size and Amendments of Bye-laws.

* *For identification purpose only*

The purpose of this circular is to provide you with information relating to (i) the proposed Capital Reorganisation; (ii) the proposed Change in Board Lot Size; (iii) adjustment to the conversion of the CPS; (iv) the proposed Amendments of Bye-laws; (v) general mandates to issue and to repurchase Shares and to extend the general mandate to allot, issue and deal with Shares by adding to it the number of Shares repurchased; and (vi) the re-election of retiring Directors.

(1) PROPOSED CAPITAL REORGANISATION

The Company proposes to implement the Capital Reorganisation which will involve the following:

(a) the Share Consolidation whereby every ten (10) issued Existing Shares will be consolidated into one (1) Consolidated Share. As at the Latest Practicable Date, there are 10,938,415,181 Existing Shares in issue which are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming no further Existing Shares will be issued or repurchased from the Latest Practicable Date up to and including the effective date of the Share Consolidation, there will be 1,093,841,518 Consolidated Shares in issue immediately, excluding any fractional Shares. The Consolidated Shares will rank *pari passu* in all respects with each other;

(b) subject to and upon the Share Consolidation becoming effective, the Capital Reduction whereby (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be cancelled; and (b) the par value of each issued Consolidated Share will be reduced from HK$0.10 to HK$0.01 each by cancelling the paid-up share capital of the Company to the extent of HK$0.09 on each of the then issued Consolidated Shares; and

(c) the transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company.

Effects of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company is HK$575,340,000 comprising 30,000,000,000 Existing Shares of a par value of HK$0.01 each and 27,534,000,000 CPS of a par value of HK$0.01 each, of which 10,938,415,181 Existing Shares and 3,089,833,015 CPS have been issued and fully paid or credited as fully paid. Immediately upon the Capital Reorganisation becoming effective and assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to and including the Effective Date, the authorised share capital of the Company will be HK$575,340,000 divided into 30,000,000,000 New Shares of a par value of HK$0.01 each and 27,534,000,000 CPS of a par value of HK$0.01 each, of which 1,093,841,518 New Shares and 3,089,833,015 CPS would have been issued as fully paid or credited as fully paid.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the Effective Date, the effect of the Capital Reorganisation and the share capital structure of the Company is summarised below:

	As at the Latest Practicable Date	Immediately after the Capital Reorganisation becoming effective
Par value	HK$0.01 per Existing Share HK$0.01 per CPS	HK$0.01 per New Share HK$0.01 per CPS
Amount of authorised share capital	HK$575,340,000	HK$575,340,000
Number of authorised Shares	30,000,000,000 Existing Shares and 27,534,000,000 CPS	30,000,000,000 New Shares and 27,534,000,000 CPS
Amount of issued share capital	HK$140,282,481.96	HK$41,836,745.33
Number of issued shares	10,938,415,181 Existing Shares and 3,089,833,015 CPS	1,093,841,518 New Shares and 3,089,833,015 CPS

Note: The above share capital structure of the Company is for illustration purpose only

The New Shares in issue immediately following the Capital Reorganisation becoming effective will be identical in all respects and rank *pari passu* in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders, save for any fractional New Shares which may arise. No fractional New Shares will be issued by the Company. Any fractional entitlements of New Shares will be aggregated and sold for the benefit of the Company. Fractional New Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

A credit will arise as a result of the Capital Reduction. It is proposed that such credit will be transferred to the contributed surplus account of the Company and will be applied towards offsetting the Accumulated Losses in any manner as permitted by all applicable laws and the Bye-laws and as the Board considers appropriate.

WARNING: Shareholders and potential investors of the Company should note that the credit arising in the accounts of the Company from the Capital Reduction will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reduction becoming effective.

As at the Latest Practicable Date, save for the CPS and the rights attached thereto, the Company does not have any other outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares.

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation thereof will have no effect on the consolidated net asset value of the Group nor will it alter the underlying assets, business operations, management or financial position of the Group or the interests of the Shareholders as a whole. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company, nor will it result in any change in the relevant rights of the Shareholders.

Conditions of the Capital Reorganisation

The implementation of the Share Consolidation and the Capital Reduction are inter-conditional on each other. The Capital Reorganisation is conditional upon:

(i) the passing of the necessary resolution(s) by the Shareholders approving the Capital Reorganisation at the AGM;

(ii) the Listing Committee granting the approval of listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation becoming effective and any New Shares which may fall to be allotted and issued upon conversion of the CPS; and

(iii) the compliance with the relevant procedures and requirements under the law of Bermuda and the Listing Rules to effect the Capital Reorganisation.

Subject to the fulfilment of the above conditions, it is expected that the Capital Reorganisation will become effective on the Effective Date. As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Odd lots arrangements and matching services

In order to alleviate the difficulties arising from the existence of odd lots of the New Shares arising from the Capital Reorganisation, the Company has appointed Great Bay Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares during the period from 9:00 a.m. on Friday, 18 October 2024 to 4:00 p.m. on Thursday 7 November 2024 (both days inclusive). Shareholders who wish to take advantage of this facility may contact Mr. Liu Kin Man of Great Bay Securities Limited at Room 2526-2536, 25/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong or at telephone number (852) 2262-7233 during office hours (i.e. 9:00 a.m. to 4:30 p.m. within such period). Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialing the telephone number of Great Bay Securities Limited set out above.

Holders of odd lots of the New Shares should note that successful matching of the sale and purchase of odd lots of the New Shares are not warranted. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Capital Reorganisation becoming effective, Shareholders may submit the share certificates for the Existing Shares (in yellow colour) to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong between 9:00 a.m. and 4:30 p.m. on any Business Day during the period from Thursday, 3 October 2024 to Monday, 11 November 2024 (both days inclusive), to exchange, at the expense of the Company, for new share certificates for the New Shares (in blue colour). It is expected that the new share certificates for the New Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the branch share registrar of the Company in Hong Kong for exchange.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the branch share registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of share certificates involved is higher.

The Company will publish further announcement(s) to update the Shareholders on the details of such free exchange of share certificates and the Effective Date, and the period when the Shareholders can submit share certificates for the Existing Shares to exchange for new share certificates for the New Shares is/are ascertained and/or updated as and when appropriate.

After 4:10 p.m. on Thursday, 7 November 2024, trading will only be in New Shares which share certificates will be issued in blue colour. Existing share certificates in yellow colour for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain valid and effective as documents of title.

Listing and Dealings

Application will be made to the Stock Exchange for the granting of the approval of the listing of, and permission to deal in, the New Shares and any New Shares which may fall to be allotted and issued upon conversion of the CPS.

Subject to the granting of the approval of listing of, and permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

(2) PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 60,000 Existing Shares. Conditional upon the Capital Reorganisation becoming effective, the Board proposes to change the board lot size for trading on the Stock Exchange from 60,000 Existing Shares to 30,000 New Shares.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

REASONS FOR THE CAPITAL REORGANISATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Pursuant to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by The Hong Kong Exchange and Clearing Limited on 28 November 2008 and last updated in June 2024, (i) market price of the Existing Shares at a level less than HK$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK$2,000.

The Company has been constantly monitoring the trading prices of the Existing Shares. It was noted that the trading prices of the Existing Shares experienced a downward trend recently. The Board considers that the Capital Reorganisation will give the Company greater flexibility in pricing future capital raising exercise. Based on (i) the closing price of HK$0.021 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date; (ii) the average closing price of HK$0.019 per Existing Share as quoted on the Stock Exchange during the Relevant Period; and (iii) the lowest closing price of HK$0.014 per Existing Share as quoted on the Stock Exchange during the Relevant Period, the Existing Shares have been traded below HK$0.10 and the board lot value of the Existing Shares has been less than HK$2,000 during the Relevant Period.

In light of the above, the Board proposed to implement the Share Consolidation. However, based on the closing price of HK$0.021 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date and the existing board lot size of 60,000 Shares, assuming that the Share Consolidation having become effective, the theoretical closing price of each Consolidated Share would be HK$0.21. Thus, the theoretical value of each board lot of 60,000 Shares would be HK$12,600. The Board has resolved to propose the Change in Board Lot Size as it would lower the threshold for investors to acquire the Shares, thus facilitating the trading and improving the liquidity of the Shares and enable the Company to attract more investors and broaden its Shareholders base. The Board has considered different possible sizes of new board lot and concluded that the Change in Board Lot Size would minimise the odd lot of New Shares.

Pursuant to the Bye-laws and the Companies Act, the Company shall not issue any shares at a price below par value. In order to lower the par value of the Shares for facilitating possible fund raising activities in the future, it is necessary to implement the Capital Reduction which forms part of the Capital Reorganisation. The Capital Reduction effectively reduces the par value of the Consolidated Share of HK$0.10 each to HK$0.01 for each New Share. The Capital Reduction will keep the nominal value of the New Shares at a lower level of HK$0.01 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. In view of the recent trading price of the Shares, the Board considers that the Capital Reorganisation and the Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the New Shares and an increase in the net asset value per Share, the Board believes that the Capital Reorganisation and the Change in Board Lot Size will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of prospective investors, and therefore further broaden the shareholder base of the Company including institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. It is also expected that the liquidity in trading of the New Shares will increase accordingly.

The credit arising from the Capital Reduction will enable the Company to offset its Accumulated Losses. The balance of the credit (if any) after offsetting the Accumulated Losses will be transferred to the contributed surplus account of the Company which may be applied by the Company in any manner as permitted by all applicable laws and the Bye-laws and as the Board considers appropriate. It will give greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future, subject to the Company's performance and when the Board considers that it is appropriate to do so in the future.

It is important for Shareholders to note that, as at the Latest Practicable Date, there can be no assurance that any dividends will be declared or paid in the future, or that the Company will issue new shares, even if the Capital Reorganisation takes effect. As at the Latest Practicable Date, the Company has no intention to declare any dividend.

As at the Latest Practicable Date, save for the Capital Reorganisation and the Change in Board Lot Size, the Company has no intention to carry out other corporate action or arrangement, including share consolidation, share sub-division and capital reduction, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation and the Change in Board Lot Size. The Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, in the event there is any change to the business environment and/or financial position of the Group due to unforeseeable circumstances, and the Company is required to conduct further fund raising exercises when suitable opportunities arise in order to support future development of the Group, the Company will publish further announcement(s) in compliance with the Listing Rules as and when appropriate.

In view of the above, the Board considers that the Capital Reorganisation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

(3) ADJUSTMENTS TO THE CONVERSION OF THE CPS

Pursuant to the terms and conditions of the CPS, the conversion ratio shall be subject to adjustment upon the occurrence of, among others, consolidation or sub-division of Shares. Accordingly, subject to the Capital Reorganisation becoming effective, the Capital Reorganisation gave rise to the adjustment to the maximum number of New Shares that will be issued upon conversion. Pursuant to the terms and conditions of the CPS, the rights for conversion of CPS into Shares shall be adjusted from a ratio of one (1) CPS to 0.03125 Existing Share to a ratio of one (1) CPS to 0.003125 New Share. As at the Latest Practicable Date, the number of Shares to be allotted and issued to the respective holders of the outstanding CPS upon exercise of all the conversion rights attaching to the CPS would be adjusted from 96,557,281 Existing Shares to 9,655,727 New Shares as a result of the Capital Reorganisation.

Save for the above adjustments, all other terms and conditions of the CPS remain unchanged.

Save as aforesaid, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares or New Shares, as at the Latest Practicable Date.

(4) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

The Board proposes to amend the existing Bye-laws in order to bring the Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023. Other consequential and house-keeping amendments are also proposed to bring the existing Bye-laws in line with the Amendments of Bye-laws. In view of the number of amendments, the Board proposes to effect the Amendments of Bye-laws by adoption of the New Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws.

The major areas of the Amendments of Bye-laws are summarized below:

(a) to expressly provide for more physical and electronic channels for giving or issuing any notice or document by or on behalf of the Company, and to update the provisions regarding the timing of deemed service or delivery of such notice or document;

(b) to update the provisions regarding service of notices and documents (including any "corporate communication" as defined under the Listing Rules); and

(c) to allow the Company to acquire and hold its Shares as treasury shares.

The Amendments of Bye-laws and proposed adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the forthcoming AGM, and will become effective upon approval by the Shareholders at the AGM. Prior to the passing of the special resolution at the AGM, the existing Bye-laws will remain valid.

Full particulars of the proposed Amendments of Bye-laws are set out in Appendix III to this circular.

(5) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the Company had 10,938,415,181 Shares in issue. Assuming that there is no change in the number of the issued Shares during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Issue Mandate will be 2,187,683,036 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 1,093,841,518 Shares.

The Issue Mandate and the Repurchase Mandate shall continue in force during the period from the date of passing of the Issue Mandate and the Repurchase Mandate ending on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Bye-laws; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing information relating to the Repurchase Mandate as required by Rule 10.06(1)(b) of the Listing Rules is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution in relation to the granting of the Repurchase Mandate. The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

(6) RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-law 86(2) of the existing Bye-laws, Ms. Yiu Wai Yee, Catherine (“**Ms. Yiu**”) will retire at the AGM and being eligible, offer herself for re-election.

In accordance with Bye-law 87(2) of the existing Bye-laws, Ms. Wang Jingyu and Mr. Chai Chi Keung (“**Mr. Chai**”) will retire at the AGM and being eligible, offer themselves for re-election.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

Mr. Chai, being an independent non-executive director eligible for re-election at the AGM, has provided to the Company the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Chai has been appointed as Independent Non-executive Director of the Company since January 2018. The Board considered that Mr. Chai remains independent as he has not involved in the daily management of the Company and there are no relationships or circumstances which will interfere Mr. Chai with the exercise of his independent judgement. The Board also considered that Mr. Chai has the required character, integrity and experience to continuously fulfill his role as independent non-executive director of the Company effectively. The Board has assessed and reviewed the annual confirmation of independence from Mr. Chai and is satisfied that Mr. Chai meets the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board believes that Mr. Chai’s skills and knowledge, and experience in the Company’s affairs will continue to benefit the Board, the Company and the Shareholders as a whole.

Based on the aforesaid, the Board formed the view that Mr. Chai will continue to maintain an independent view of the Company's affairs, and will continue to bring his relevant knowledge and experience to the Board so as to enhance the diversity of the Board, and should be eligible for re-election.

THE AGM

The AGM Notice is set out on pages 31 to 37 of this circular. A proxy form for use at the AGM is enclosed.

For determination of the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 25 September 2024 to Monday, 30 September 2024 (both days inclusive), during which period no transfer of Shares will be effected.

In order to be eligible to attend and vote at the AGM, all unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 September 2024.

A proxy form is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and sign the proxy form in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM (i.e. at or before 3:00 p.m. on Saturday, 28 September 2024 (Hong Kong time) or any adjournment thereof (as the case maybe)). Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting (as the case may be) should they so wish and in such event, the proxy form shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will put the resolutions set out in the AGM Notice to be voted by way of poll pursuant to Bye-law 66 of the existing Bye-laws. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the above proposed resolutions referred to in this circular and the AGM Notice are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

Yours faithfully
For and on behalf of the Board
Reliance Global Holdings Limited
Wang Jingyu
Chairlady

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 10,938,415,181 Shares in issue.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,093,841,518 Shares (i.e. not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the ordinary resolution granting the Repurchase Mandate). The Share Consolidation will be effective after the date of passing of the ordinary resolution granting the Repurchase Mandate, the maximum number of Shares that may be repurchased under the Repurchase Mandate as a percentage of the total number of issued Shares at the date immediately before and after the Share Consolidation shall be the same (i.e. not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) at the date immediately before and after the Share Consolidation).

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda laws provide that funds used for a repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for that purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

4. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

In the event that the proposed share repurchases were to be carried out in full, it may have a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the Company's audited consolidated financial statements for the year ended 31 March 2024, being the date to which the latest published audited consolidated financial statements of the Company have been made up). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is approved, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the proposed Repurchase Mandate is approved.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued Shares:

Name of Shareholders	Capacity and nature of interest	Number of Shares held/ interested	Approximate% of interest: As at the Latest Practicable Date	Approximate% of interest: If the Repurchase Mandate is exercised in full
Wang Jingyu ("**Ms. Wang**")	Interest of controlled corporation	2,444,359,944 *(Note)*	22.35%	24.83%
Elite Prosperous Enterprises Limited ("**Elite Prosperous**")	Interest of controlled corporation	2,444,359,944 *(Note)*	22.35%	24.83%
Champion Alliance Enterprises Limited ("**Champion Alliance**")	Beneficial owner	2,444,359,944 *(Note)*	22.35%	24.83%

Note:

These interests were held by Champion Alliance, a wholly-owned subsidiary of Elite Prosperous which in turn was wholly owned by Ms. Wang. Ms. Wang was also the sole director of Champion Alliance and Elite Prosperous. Accordingly, Ms. Wang and Elite Prosperous were deemed to be interested in 2,444,359,944 Shares under the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the respective percentages set out in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, none of the Shareholders above is obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to the Latest Practicable Date are as follows:

	Share Price	
Month	**Highest**	**Lowest**
	(HK$)	*(HK$)*
2023		
August	0.011	0.010
September	0.011	0.010
October	0.011	0.010
November	0.011	0.010
December	0.011	0.010
2024		
January	0.010	0.010
February	0.018	0.010
March	0.018	0.013
April	0.026	0.014
May	0.028	0.018
June	0.024	0.017
July	0.021	0.018
August (up to the Latest Practicable Date)	0.024	0.016

Details of the Directors who are required to retire at the AGM according to the existing Bye-laws and who, being eligible, offer themselves for re-election at the AGM are as follows:

Ms. Wang Jingyu ("Ms. Wang"), *Executive Director and Chairlady, and Chairlady of the Executive Committee*

Ms. Wang, aged 44, joined the Company as Executive Director in October 2017 and was appointed the Chairlady of the Board in March 2018. Ms. Wang is also the Chairlady of the Executive Committee and a director of various subsidiaries of the Company. Ms. Wang holds a Bachelor's degree in Economics specialised in international finance from the Southwestern University of Finance and Economics in the People's Republic of China (the "**PRC**"). She has extensive experience in corporate management and investments.

Save as disclosed above, Ms. Wang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Wang was deemed to be interested in 2,444,359,944 Shares being held by Champion Alliance Enterprises Limited, a company which was wholly owned by Elite Prosperous Enterprises Limited which in turn was wholly owned by Ms. Wang, representing approximately 22.35% of the issued Shares.

As at the Latest Practicable Date, Ms. Wang does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is an employment contract entered into between a subsidiary of the Company and Ms. Wang. According to the employment contract, Ms. Wang is not appointed for any specific length or proposed length of service and her term of service shall continue unless and until terminated by either party by giving to the other two months' prior notice in writing. The directorship of Ms. Wang is subject to retirement by rotation and re-election pursuant to the existing Bye-laws. Under the employment contract of Ms. Wang, she is entitled to receive a remuneration of HK$130,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on her qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Ms. Wang may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to Ms. Wang's and the Company's performance. The remuneration of Ms. Wang is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Ms. Wang for the year ended 31 March 2024 amounted to approximately HK$137,000. Save as disclosed above, Ms. Wang will not receive any other kinds of remuneration from the Company or any member of the Group.

Save as disclosed above, there is no other information of Ms. Wang that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Ms. Wang's re-election.

Ms. Yiu Wai Yee, Catherine (“**Ms. Yiu**”), *Executive Director and a member of the Executive Committee*

Ms. Yiu, aged 56, joined the Group as Project Director and was appointed as Executive Director in April 2024. Ms. Yiu is also a member of the Executive Committee and a director of various subsidiaries of the Company. Ms. Yiu holds a Bachelor of Commerce degree from the University of Toronto in Canada. She completed a programme in Executive Master of Business Administration and holds a Master of Business Administration degree from The Chinese University of Hong Kong. Ms. Yiu is a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants of Ontario. Ms. Yiu is a seasoned professional accountant with extensive management experience in the education industry. Ms. Yiu had worked as a professional accountant for international accounting firm and an investment bank. She is also the Co-Chairperson of the Social Enterprise & Services Committee of the Hong Kong Women Professionals and Entrepreneurs Association.

Save as disclosed above, Ms. Yiu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Ms. Yiu does not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Yiu does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is an employment contract entered into between a subsidiary of the Company and Ms. Yiu. According to the employment contract, Ms. Yiu is not appointed for any specific length or proposed length of service and her term of service shall continue unless and until terminated by either party by giving to the other two months’ prior notice in writing. The directorship of Ms. Yiu is subject to retirement by rotation and re-election pursuant to the existing Bye-laws. Under the employment contract of Ms. Yiu, she is entitled to receive a remuneration of HK$480,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on her qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Ms. Yiu may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to Ms. Yiu’s and the Company’s performance. The remuneration of Ms. Yiu is subject to annual review by the Remuneration Committee and the Board. Ms. Yiu did not receive any director’s emolument for the year ended 31 March 2024. Save as disclosed above, Ms. Yiu will not receive any other kinds of remuneration from the Company or any member of the Group.

Save as disclosed above, there is no other information of Ms. Yiu that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Ms. Yiu’s re-election.

Mr. Chai Chi Keung ("**Mr. Chai**"), *Independent Non-executive Director, Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee*

Mr. Chai, aged 61, joined the Company as Independent Non-executive Director in January 2018 and is the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. Mr. Chai holds a Master of Business degree from Victoria University of Technology in Australia. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, certified practising accountant of the CPA Australia, an associate of The Chartered Institute of Management Accountants in the United Kingdom, a fellow and a certified tax adviser of The Taxation Institute of Hong Kong and an ordinary member of the Hong Kong Securities and Investment Institute. Mr. Chai has extensive experience in auditing, taxation, accounting and corporate finance.

Save as disclosed above, Mr. Chai has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Chai does not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Chai does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is a letter of appointment entered into between the Company and Mr. Chai. According to the letter of appointment, Mr. Chai's term of service is fixed at a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. The directorship of Mr. Chai is subject to retirement by rotation and re-election pursuant to the existing Bye-laws. Under the letter of appointment of Mr. Chai, he is entitled to receive a director's fee of HK$120,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The director's fee of Mr. Chai is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Chai for the year ended 31 March 2024 amounted to HK$120,000. Save as disclosed above, Mr. Chai will not receive any other kinds of remuneration from the Company or any member of the Group.

Save as disclosed above, there is no other information of Mr. Chai that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Chai's re-election.

The following are the proposed amendments to the existing Bye-laws, excluding housekeeping amendment, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and Bye-law numbers referred to herein are clauses, paragraphs and Bye-law numbers of the existing Bye-laws.

Bye-law No.	Amendments
Heading	**AMENDED AND** **RESTATED BYE-LAWS OF** **Reliance Global Holdings Limited** *(Adopted at an Annual General Meeting held on ~~27 September 2023~~30 September 2024)*
1.	"electronic communication" a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.
2.	In these Bye-laws, unless there be something within the subject or context inconsistent with such construction: (l) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; (m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) ("ETA") or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.~~.~~

Bye-law No.	Amendments
3.	(2) Subject to the Statutes~~, the Company's memorandum of association~~ and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions as the Board may determine~~any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit~~.
79.	The instrument appointing a proxy shall be in such form as the Board may determine and in the absence of such determination, shall be in writing signed by ~~under the hand of~~ the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
154.	Subject to Section 88 of the Act and Bye-law 154A, a ~~printed~~ copy of the Director's report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.
154A.	To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 154 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

Bye-law No.	Amendments
154B.	The requirement to send to a person referred to in Bye-law 154 the documents referred to in that provision or a summary financial report in accordance with Bye-law 154A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 154 and, if applicable, a summary financial report complying with Bye-law 154A, in any manner permitted by these Bye-laws, including on the Company's computer network.
161.	(1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means: (a) by serving it personally on the relevant persons; (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; (c) by delivering or leaving it at such address as aforesaid; (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange; (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 161(3) without the need for any additional consent or notification; (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification; (g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

Bye-law No.	Amendments
	(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders. (3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him. (4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-law 154, 154A and 161 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.
~~161.~~	~~Any notice from the Company to a Member shall be given in writing or by cable, telex or facsimile transmission message and any such Notice and (where appropriate) any other document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member or may also be served by advertisement in newspapers in accordance with the requirements of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.~~

Bye-law No.	Amendments
162.	Any notice or other document: (a) if served or delivered by post, shall be sent airmail where appropriate and shall be deemed to have been served or delivered at the time when the envelope containing the same properly prepaid, addressed and is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;~~ and~~ (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules; (~~b~~c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant de~~i~~spatch, ~~or~~ transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, d~~i~~espatch, ~~or~~ transmission or publication shall be conclusive evidence thereof;~~.~~ (d) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.

Bye-law No.	Amendments
163.	(1) Any Notice or other document delivered or sent in any manner permitted by ~~post to or left at the registered address of any Member in pursuance of~~ these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an electronic or postal address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred. (3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every Notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.
164.	For the purposes of these Bye-laws, a cable or telex or facsimile transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate director, or, in the case of a corporation which is a holder of shares or a Director or alternate director, from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or in electronic form.

RELIANCE GLOBAL HOLDINGS LIMITED
信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 723)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of Reliance Global Holdings Limited (the "**Company**") will be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 30 September 2024 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and of the auditor for the year ended 31 March 2024.

2. To re-elect the retiring directors and to authorise the Board of Directors to fix the remuneration of the directors of the Company.

3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the Board of Directors to fix its remuneration.

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

   (A) "**THAT**:

   (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued ordinary shares in the share capital of the Company and to make or grant offers, agreements and options (including, to sell or transfer treasury shares (which shall have the meaning ascribed to it under the Listing Rules) (if any) out of treasury) bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* *For identification purpose only*

(b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements or options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) during the Relevant Period (as hereinafter defined) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) (if any) out of treasury) (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph(a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined);

(ii) the exercise of options under a share option scheme of the Company;

(iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Bye-laws of the Company from time to time,

shall not exceed 20% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest 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 Bye-laws of the Company or any applicable laws to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

(B) "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares in the share capital of the Company, subject to and in accordance with the Bye-laws of the Company, and the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing 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 date of passing of this resolution until whichever is the earliest 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 Bye-laws of the Company or any applicable laws to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting."

(C) **"THAT:**

conditional upon the passing of the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting (the "**Notice**"), the general mandate granted to the directors of the Company (the "**Directors**") to allot, issue and deal with authorised and unissued ordinary shares in the share capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) (if any) out of treasury) pursuant to the resolution numbered 4(A) set out in the Notice be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted to the Directors pursuant to the resolution numbered 4(B) set out in the Notice, provided that such number of shares of the Company so repurchased shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of the said resolution."

SPECIAL RESOLUTIONS

To consider as special business and, if thought fit, pass the following resolutions as special resolutions of the Company:

5. "**THAT** subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the approval of listing of, and permission to deal in, the New Shares (as defined below); and (ii) the compliance by the Company with the relevant procedures and requirements under the laws of Bermuda and the Listing Rules to effect the Capital Reorganisation (as defined below), with effect from the second business day on which the banks in Hong Kong are open for general banking business, or such other date as the directors of the Company ("**Director(s)**") may determine ("**Effective Date**") following the day of passing this resolution by the shareholders of the Company (the "**Shareholders**"):

(A) every ten (10) issued existing shares of HK$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share (the "**Consolidated Share(s)**") of HK$0.10 each (the "**Share Consolidation**");

(B) subject to and upon the Share Consolidation becoming effective, the paid-up capital of the Company be reduced by (a) cancelling any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation; and (b) reducing the par value of each issued Consolidated Share from HK$0.10 to HK$0.01 by the cancellation of HK$0.09 on each of the issued Consolidated Share (the "**Capital Reduction**");

(C) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company, and the Directors be authorised to apply the amount standing to the credit of the contributed surplus account of the Company to offset the accumulated losses of the Company on the Effective Date;

(D) each of the new shares (the "**New Share(s)**") of HK$0.01 each in the share capital of the Company arising from the Share Consolidation and Capital Reduction (together, the "**Capital Reorganisation**") shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the Bye-laws of the Company; and

(E) any one of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, and take any and all steps, and to do and/or procure to be done any and all acts and things as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Capital Reorganisation."

6. "**THAT**:

(a) the proposed amendments to the existing amended and restated bye-laws of the Company (the "**Proposed Amendments**"), the details of which are set out in Appendix III to the circular of the Company dated 6 September 2024, be and are hereby approved;

(b) the adoption of the amended and restated bye-laws of the Company (the "**New Bye-laws**"), which contain all the Proposed Amendments and a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the Meeting, as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect after the close of this Meeting be and is hereby approved; and

(c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and the Companies Registry of Hong Kong."

By Order of the Board
Reliance Global Holdings Limited
Wang Jingyu
Chairlady

Hong Kong, 6 September 2024

Head Office and Principal Place of Business in Hong Kong:
Room 2401A, 24th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is/are entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent(s) as such member of the Company could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under the Bye-laws of the Company, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument appointing a proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from subsequently attending and voting in person at the Meeting or any adjournment thereof or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote, either personally or by proxy, in respect of such share(s) of the Company as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

6. The register of members of the Company will be closed from Wednesday, 25 September 2024 to Monday, 30 September 2024 (both days inclusive) for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to be eligible to attend and vote at the Meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 September 2024.

7. The resolutions at the AGM will be taken by poll pursuant to the Listing Rules. 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.

8. In case of Typhoon Signal no. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" caused by a super typhoon announced by the Government is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the websites of the Company and The Stock Exchange of Hong Kong Limited to notify shareholders of the date, time and place of the adjourned meeting.

9. The Chinese version of this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.

10. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors of the Company comprises four Executive Directors, namely Ms. Wang Jingyu (Chairlady), Mr. Lai Ming Wai (Chief Executive Officer), Ms. Chan Yuk Yee and Ms. Yiu Wai Yee, Catherine; and three Independent Non-executive Directors, namely Mr. Yam Kwong Chun, Mr. Chai Chi Keung and Mr. Wong Chi Kit.