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Zhong Ao Home Group Limited
中奧到家集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1538)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Zhong Ao Home Group Limited (the “**Company**”) will be held at Suite Nos. 5 and 6, 9th Floor, Tower 2, China Hong Kong City, 33 Canton Road, Tsimshatsui, Hong Kong on Thursday, 15 September 2016 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the agreement dated 26 July 2016 (the “**Agreement**”) entered into between Zhong Ao Home Investment Company Limited (the “**Purchaser**”), an indirectly wholly-owned subsidiary of the Company, and ten individual shareholders of Zhejiang Yongcheng Property Management Company Limited (the “**Target Company**”) (collectively, the “**Sellers**”), a copy of which is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purposes, pursuant to which the Purchaser will acquire 70% of the registered capital of the Target Company for a consideration of RMB210 million, be and is hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorized to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated hereunder.”

2. “**THAT**

- (a) the proposed acquisition of the remaining 30% interests in Yongcheng Property Management Company Limited on terms as set out in the agreement dated 26 July 2016 entered into between Zhong Ao Home Investment Company Limited and ten individuals in respect of the acquisition of Zhejiang Yongcheng Property Management Company Limited be and is hereby approved and confirmed; and

- (b) any one director of the Company be and is hereby authorized to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated hereunder.”

By order of the Board
Zhong Ao Home Group Limited
Liu Jian
Chairman

Hong Kong, 26 August 2016

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. In order to be valid, the form of proxy in the prescribed form together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
4. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such an event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
6. The register of members of the Company will be closed from Tuesday, 13 September 2016 to Thursday, 15 September 2016 (both days inclusive) to determine the entitlement to attend and vote at the above meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 12 September 2016 for registration.

As at the date of this announcement, our executive directors are Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing, Mr. Long Weimin, our non-executive directors are Mr. Wei Zhe, Ms. Wu Qimin, Mr. Lam Yiu Por, and our independent non-executive directors are Mr. Zhang Weilun, Mr. Lee Kwok Tung Louis, Mr. Yuan Boyin, and Mr. Wu Haibing.