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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 or the transferee or to the licensed securities dealer, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



RELIANCE GLOBAL HOLDINGS LIMITED

信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Reliance Global Holdings Limited (the “Company”) to be held at 22nd Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 27 September 2022 at 11:00 a.m. or any adjournment thereof is set out on pages 11 to 16 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it 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 annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the annual general meeting or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING (THE “AGM”)

To prevent and control the spread of COVID-19 pandemic, the Company will implement the following precautionary measures:

- (i) mandatory body temperature screening at the entrance of the meeting venue for each attendee. Any person with a body temperature over 37.5°C shall not be permitted to enter the meeting venue;
- (ii) compulsory use of surgical face masks;
- (iii) no distribution of corporate souvenirs/gifts or refreshments; and
- (iv) appropriate distancing and spacing between seats.

Any attendee who does not comply with the precautionary measures or is subject to quarantine with any flu-like symptoms, who has had close contact with any person under quarantine, or has travelled overseas within 7 days immediately before the AGM shall not be permitted to enter the meeting venue. All shareholders of the Company are strongly encouraged to appoint the Chairman of the AGM as his/her/its proxy as an alternative to attending the AGM in person.

To the extent permitted under law, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees at the AGM.

* For identification purpose only

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DEFINITIONS

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

“AGM”	annual general meeting of the Company to be held at 22nd Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 27 September 2022 at 11:00 a.m. or any adjournment thereof
“AGM Notice”	notice convening the AGM set out on pages 11 to 16 of this circular
“Board”	Board of Directors of the Company
“Bye-laws”	Bye-laws of the Company, as amended, supplemented or modified from time to time
“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
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“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 not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution for approving such mandate
“Latest Practicable Date”	19 August 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Preferred Share(s)”	convertible preferred share(s) of HK\$0.01 each in the share capital of the Company carrying rights to convert into Shares

DEFINITIONS

“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 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)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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.

LETTER FROM THE BOARD



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

Independent Non-executive Directors:

Mr. Yam Kwong Chun
Mr. Chiang Bun
Mr. Chai Chi Keung

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Room 2115, 21st Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

25 August 2022

*To the Shareholders, and for information only,
holders of the Preferred Shares,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposed 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 (ii) the re-election of retiring Directors.

* For identification purpose only

LETTER FROM THE BOARD

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 9,115,435,181 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 1,823,087,036 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 911,543,518 Shares.

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.

RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-law 87(2) of the Bye-laws, Ms. Wang Jingyu and Mr. Lai Ming Wai 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.

THE AGM

The AGM Notice is set out on pages 11 to 16 of this circular. A proxy form for use at the AGM is enclosed.

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, 20 September 2022.

LETTER FROM THE BOARD

A proxy form is herewith enclosed for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete and sign the proxy form and return it 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from subsequently attending and voting at the AGM or any adjourned meeting should they so wish and in such event, the instrument appointing a proxy 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 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 9,115,435,181 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 911,543,518 Shares (i.e. not exceeding 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution granting the Repurchase Mandate).

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 the 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 2022 (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 of the Company or the gearing levels 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	Approximate % of interest	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
Wang Jingyu ("Ms. Wang")	Interest of controlled corporation	2,444,359,944 (Note)	26.82%	29.80%
Elite Prosperous Enterprises Limited ("Elite Prosperous")	Interest of controlled corporation	2,444,359,944 (Note)	26.82%	29.80%
Champion Alliance Enterprises Limited ("Champion Alliance")	Beneficial owner	2,444,359,944 (Note)	26.82%	29.80%

Note:

These interests were held by Champion Alliance, which was 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 were as follows:

Month	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2021		
August	0.029	0.019
September	0.024	0.020
October	0.024	0.017
November	0.021	0.015
December	0.031	0.015
2022		
January	0.030	0.023
February	0.029	0.022
March	0.040	0.019
April	0.031	0.022
May	0.033	0.021
June	0.025	0.017
July	0.023	0.015
August (up to the Latest Practicable Date)	0.017	0.015

Details of the Directors who are required to retire at the AGM according to the 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

Ms. Wang, aged 42, 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, a company which was wholly owned by Elite Prosperous which in turn was wholly owned by Ms. Wang, representing approximately 26.82% of the issued Shares.

Save as disclosed above, 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 Bye-laws. Under the employment contract of Ms. Wang, she is entitled to receive a remuneration of HK\$260,000 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 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 2022 amounted to approximately HK\$273,000. 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 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.

Mr. Lai Ming Wai (“Mr. Lai”), Executive Director and Chief Executive Officer

Mr. Lai, aged 63, joined the Company as Executive Director and the Chief Executive Officer in March 2018. Mr. Lai is also a member of the Executive Committee and a director of various subsidiaries of the Company. Mr. Lai holds a Bachelor of Social Sciences degree from The University of Hong Kong. Mr. Lai was a senior executive of Bank of America and was primarily responsible for developing and managing the business of the bank in the southern region of the PRC. He has extensive experience in the banking and finance industry.

Save as disclosed above, Mr. Lai 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. Lai does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lai 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 Mr. Lai. According to the employment contract, Mr. Lai is appointed for a term of service of three years and his term of service shall continue unless and until terminated by either party by giving to the other six months’ prior notice in writing. The directorship of Mr. Lai is subject to retirement by rotation and re-election pursuant to the Bye-laws. Under the employment contract of Mr. Lai, he is entitled to a remuneration of HK\$1,040,000 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. Mr. Lai may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee having regard to Mr. Lai’s and the Company’s performance. The remuneration of Mr. Lai is subject to annual review by the Remuneration Committee and the Board. The director’s emoluments of Mr. Lai for the year ended 31 March 2022 amounted to approximately HK\$1,197,000. Save as disclosed above, Mr. Lai will not receive any other kinds of remuneration from the Company or any member of the Group.

As disclosed in the Company’s announcement dated 13 July 2021, Mr. Lai was publicly criticised by the Listing Committee of the Stock Exchange on 12 July 2021 in relation to his breach of Rule 3.08(f) of the Listing Rules and his obligation under the Declaration and Undertaking with regards to Directors given by him to the Stock Exchange in the form set out in Form B of Appendix 5 to the Listing Rules for failing to comply with the Listing Rules to the best of his ability and to use his best endeavours to procure Winshine Science Company Limited (stock code: 209) (“Winshine”) to comply with the Listing Rules and to maintain adequate and effective internal controls during his tenure as an independent non-executive director of Winshine. As a result, Mr. Lai is required to attend 18 hours of training on regulatory and legal topics including Listing Rules compliance (the “Training”). The Training must include three hours on each of (i) directors’ duties; (ii) the Corporate Governance Code under Appendix 14 to the Listing Rules; and (iii) the Listing Rules requirements for Chapter 13. Mr. Lai resigned as an independent non-executive director of Winshine on 11 April 2019 and Mr. Lai has completed the Training.

Save as disclosed above, there is no other information of Mr. Lai 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. Lai’s re-election.

NOTICE OF AGM



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 the annual general meeting (the “Meeting”) of Reliance Global Holdings Limited (the “Company”) will be held at 22nd Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 27 September 2022 at 11:00 a.m. for the following purposes:

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 2022.
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 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 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

NOTICE OF AGM

- (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 (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 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 meetings.

NOTICE OF AGM

“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).”

(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 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 meetings.”

NOTICE OF AGM

(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 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 as at the date of passing of the said resolution.”

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

Hong Kong, 25 August 2022

*Head Office and Principal Place of
Business in Hong Kong:*
Room 2115, 21st Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

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

NOTICE OF AGM

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 one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof.
6. 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 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, 20 September 2022.
7. 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 6:00 a.m. 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.
8. 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.
9. As at the date of this notice, the Board of Directors of the Company comprises three Executive Directors, namely Ms. Wang Jingyu (Chairlady), Mr. Lai Ming Wai (Chief Executive Officer) and Ms. Chan Yuk Yee; and three Independent Non-executive Directors, namely Mr. Yam Kwong Chun, Mr. Chiang Bun and Mr. Chai Chi Keung.

NOTICE OF AGM

10. To prevent and control the spread of COVID-19 pandemic, the Company will implement the following precautionary measures:
- (i) mandatory body temperature screening at the entrance of the meeting venue for each attendee. Any person with a body temperature over 37.5°C shall not be permitted to enter the meeting venue;
 - (ii) compulsory use of surgical face masks;
 - (iii) no distribution of corporate souvenirs/gifts or refreshments; and
 - (iv) appropriate distancing and spacing between seats.

Any attendee who does not comply with the precautionary measures or is subject to quarantine with any flu-like symptoms, who has had close contact with any person under quarantine, or has travelled overseas within 7 days immediately before the Meeting shall not be permitted to enter the meeting venue. All shareholders of the Company are strongly encouraged to appoint the Chairman of the Meeting as his/her/its proxy as an alternative to attending the Meeting in person.

To the extent permitted under law, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees at the Meeting.