

# **China Lesso Group Holdings Limited**

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

(Stock Code: 2128)

(the “Company”)

## **PROCEDURES FOR SHAREHOLDER(S) OF THE COMPANY PROPOSING A PERSON FOR ELECTION AS A DIRECTOR**

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The board of directors shall have power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the board of directors. Any director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. *[Article 16.2]*

Shareholder(s) of the Company may also propose a person for election as a Director by following the procedures below.

A. *in the event where no notice of general meeting regarding election of director has been despatched*

1. any one or more members of the Company which is including a recognised clearing house (or its nominee(s)) may request for the convening of general meetings by written requisition as at the date of deposit of the requisition, shares representing minimum of one-tenth of the voting rights of the Company, on a one vote per share basis, in the share capital of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company. The requisition shall specify the object of the meeting, the resolutions to be added to the meeting agenda, and be signed by the requisitionist(s). *[Article 12.3]*
2. the board of directors shall proceed to convene the general meeting within 21 days from the date of deposit of the requisition. *[Article 12.3]*
3. if the board of directors does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which the meeting may be convened by the board of directors provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition. All reasonable expenses incurred by the requisitionist(s) as a result of the failure of the board of directors shall be reimbursed to them by the Company. *[Article 12.3]*
4. general meeting (other than an annual general meeting) called for the passing of

an ordinary resolution, such as that for the election of director, shall be called by not less than 14 days' notice in writing. The notice of the meeting shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered and in the case of special business, the general nature of that business. *[Article 12.4]*

B. *in the event where notice of meeting has already been despatched for a general meeting regarding election of director*

1. in order to propose the appointment of a new director at the already appointed meeting, at least 7 days' notice in writing must be given to the secretary of the Company by a shareholder of his intention to nominate a director. Such a notice shall be given not earlier than the day after the despatch of the notice of the relevant general meeting and not later than seven days prior to the relevant general meeting. The shareholder giving the notice shall not be the person to be proposed for election and must be entitled to attend and vote at the relevant general meeting. The nominee must also confirm in the notice his or her willingness to be so elected. *[Article 16.4]*
2. the shareholder giving the above notice should also provide particulars (as stipulated in Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the person to be proposed for election as a Director. *[Rule 13.70 of the Listing Rules]*
3. in the event where the above notice is received less than 10 business days prior to the appointed meeting, such meeting might be adjourned *[note to Rule 13.70 of the Listing Rules]*

Updated on 17 June 2022