



## **RUICHANG INTERNATIONAL HOLDINGS LIMITED**

**瑞昌國際控股有限公司**

(the “Company”)

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

**(Stock Code: 1334)**

### **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY**

#### **1. PROVISIONS IN THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION (THE “ARTICLES OF ASSOCIATION”) OF THE COMPANY**

1.1 The provisions for a shareholder of the Company (“**Shareholder(s)**”) to propose a person for election as a director of the Company (“**Director(s)**”) are laid down in Article 26.1 of the Company’s Articles of Association.

1.2 Extract of Article 26.1 of the Company’s Articles of Association is set out below:

*“The Company may by Ordinary Resolution appoint any person to be a Director, either to fill a vacancy or as an additional Director.”*

#### **2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

2.1 Pursuant to Rules 13.70, 13.73 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a Shareholder to propose a person for election as a Director at the general meeting when such notice is received by the Company after publication of the notice of general meeting;
- include in such announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a Director;
- publish such announcement or supplementary circular not less than ten (10) business days before the date of the relevant general meeting to consider the subject matter; and
- assess whether or not it is necessary to adjourn the meeting of the election (if that is not permitted by the Company’s constitutional documents, by resolution to that effect) to give Shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

### **3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

- 3.1 If a Shareholder (other than the person to be proposed), who is duly qualified to attend and vote at a general meeting convened, wishes to propose a person (other than a retiring Director) for election as a Director at a general meeting, he/she shall lodge a written notice at the Company's registered office at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands, and principal place of business in Hong Kong at 46/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for the attention of the joint company secretary of the Company, respectively.
- 3.2 The written notice must state (i) his/her intention to propose such person for election as a Director, and (ii) the contact details and biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the last three (3) years and other major appointments and professional qualifications) and be signed by the Shareholder concerned and the person who has been proposed to indicate his/her willingness to be elected and consent to the publication of his/her personal data.
- 3.3 The minimum length of the period for lodgement of the above notice shall be at least seven (7) days and the period for lodgement of the above notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election of Director and end no later than seven (7) days prior to the date of such general meeting.
- 3.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the notice as early as practicable.

### **4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS**

- 4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company.
- 4.2 Pursuant to Articles 17.3 and 17.4 of the Company's Articles of Association, Directors may call extraordinary general meetings on a requisition of one or more Shareholder(s) holding at the date of deposit of requisition not less than 10% of the voting rights, on a one vote per share basis, of the issued shares in the Company which as at that date carry the right to vote at general meetings of the Company.

### **5. OTHERS**

- 5.1 These procedures shall take effect from the date of the listing of the Company on The Stock Exchange of Hong Kong Limited.