



# HONGKONG CHINESE LIMITED

*(Incorporated in Bermuda with limited liability)*

(the “**Company**”)

## **PROCEDURES FOR A MEMBER TO PROPOSE A CANDIDATE FOR ELECTION AS A DIRECTOR**

(Revised in June 2022)

### **1. Written Notice by a Member**

- 1.1 The procedures for a member to propose a candidate for election as a Director of the Company (a “**Director**” and collectively the “**Directors**”) are laid down in Bye-law 85 of the Company’s Bye-laws (the “**Bye-laws**”).
- 1.2 Pursuant to Bye-law 85, save as expressly provided in the Bye-laws, a person shall only be eligible for election as a Director at any general meeting if: (1) he is recommended or nominated by the Directors for election; or (2) a written notice by a member of his intention to propose that person for election as a Director and a written notice signed by that person of his/her willingness to be elected (the “**Nomination Documents**”) shall have been lodged at the principal office of the Company or the branch share registrar of the Company in Hong Kong during the period (being a period of at least seven days) commencing on the day after the despatch of the notice of the general meeting at which elections to the office of Director are to be considered and ending on the day that falls seven days before the date of the general meeting (both days inclusive). The information required to be included in the Nomination Documents is set out below.
- 1.3 The current principal office of the Company and the branch share registrar of the Company in Hong Kong to which the Nomination Documents should be sent are as follows:

Principal office of the Company:

The Company Secretary  
Hongkong Chinese Limited  
40th Floor, Tower Two  
Lippo Centre  
89 Queensway  
Hong Kong

Branch share registrar of the Company:

Tricor Tengis Limited  
Level 54, Hopewell Centre  
183 Queen’s Road East  
Hong Kong

### **2. Nomination Documents**

The Nomination Documents must include the following:

- (1) The nominating member’s notice of intention to propose a resolution for election of a person as a Director at a general meeting. The notice must include (a) the name of the nominating member, (b) his/her/its contact details, and (c) the number of the shares in the Company held by the nominating member;
- (2) A notice in writing signed by the nominated candidate of his/her willingness to be elected as a Director together with the information considered necessary by the Nomination Committee

of the Board of Directors and/or as required to be disclosed under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and

(3) The nominated candidate’s written consent to the publication of his/her personal data.

### **3. Requirements under the Listing Rules**

Pursuant to rule 13.70 and rule 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 where such notice is received by the Company after publication of the notice of general meeting. The Company is required to include particulars of the proposed director in the announcement or supplementary circular, including his/her information as set out in rule 13.51(2) of the Listing Rules. The Company is also required to assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

### **4. Announcement of the Appointment**

After the appointment has been effective, the Company will publish an announcement in respect of the appointment in accordance with the requirements under the Listing Rules.

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