

*The Procedures for Shareholders to Propose a Person for Election as a Director of Perfect Group International Holdings Limited is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Procedures for Shareholders to Propose a Person for Election as a Director of Perfect Group International Holdings Limited, the English version shall prevail over the traditional Chinese version.*

## **PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED**

### **保發集團國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 3326)**

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

### **1 PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION**

**1.1** The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 85 of the Company's Articles of Association.

**1.2** Extract of Article 85 is set out below:

“85. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

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

**2.1** After the publication of the notice of a general meeting by the Company, according to Article 85 of the Company's Articles of Association, if a shareholder of the Company (other than the person to be proposed) duly qualified to attend and vote at a general meeting of the Company wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company's registered office in the Cayman Islands, its head office and principal place of business in Hong Kong or at the office of the Company's Hong Kong branch share registrar and transfer office.

- 2.2** The Notice (a) must include the personal information of the Candidate as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (b) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 2.3** The period for lodgement of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.
- 2.4** In order to allow the Company's shareholders sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

### **3 REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS**

- 3.1** 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.
- 3.2** Other than election at annual general meetings, pursuant to Article 58 of the Company's Articles of Association, extraordinary general meetings may be convened by the directors on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholder(s) who made the requisition in the event the directors of the Company fail to proceed to convene a meeting within twenty-one (21) days of deposit of the requisition.

31 December 2015