

# TEN PAO GROUP HOLDINGS LIMITED

天寶集團控股有限公司

(the “Company”)

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

Pursuant to Rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the Company sets out the procedures, as governed by the Company’s articles of association (“**Articles of Association**”), for shareholders to propose a person for election as a director of the Company (“**Director**”).

Article 85 of the Articles of Association provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election as a Director at any general meeting unless a Notice signed by a member of the Company (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 lodgment 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.

Accordingly, if a shareholder of the Company wishes to propose a person other than a Director for election as a Director at the Company’s general meeting (“**Proposal**”), he/she should lodge a written notice setting out the Proposal and his/her contact details at the principal place of business of the Company in Hong Kong at Room 610-612, 6th Floor, Kwong Sang Hong Centre, 151-153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong or the Hong Kong branch share register and transfer office of the Company at Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

In addition, the aforesaid notice should be accompanied by (a) the biographical details referred to in Rule 13.51(2) of the Listing Rules and such other information (e.g. contact details including residential address and telephone number(s), and Hong Kong Identity card/passport number) of the proposed Director and (b) a written notice signed by the proposed Director confirming his/her willingness to be elected, the accuracy and completeness of his/her biographical details to be disclosed under Rule 13.51(2) of the Listing Rules and his/her consent to the disclosure by the Company of his/her biographical details in accordance with the requirements of the Listing Rules.

Upon receipt of the above notices, the Company shall publish an announcement or issue a supplemental circular to members of the Company in accordance with the requirements of the Listing Rules, in each case containing, amongst others, the biographical details of the proposed Director.

This procedure is subject to review by the Board from time to time and shall be posted on the Company’s website at <http://www.tenpao.com>.

*Note: Shareholders may refer to Rule 13.51(2) of the Listing Rules available on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkex.com.hk>.*