



SH GROUP (HOLDINGS) LIMITED

順興集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(hereafter the “**Company**”)

(**Stock Code: 1637**)

PROCEDURES FOR SHAREHOLDERS TO CONVENE GENERAL MEETINGS

The following procedures are subject to the memorandum and articles of association of the Company (as amended from time to time) (the “**M&A**”), and the applicable legislation and regulation, in particular the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time).

Annual General Meeting

- Pursuant to the M&A, the Company shall hold a general meeting as its annual general meeting (the “**AGM**”) every year, which must be called by notice in writing of not less than 21 days and not less than 20 clear business days before the meeting.
- There are no provisions allowing shareholders of the Company (the “**Shareholders**”) to propose additional resolutions other than those as set out in the AGM notice or move resolutions at the AGM under the M&A. Shareholders who wish to propose additional resolutions or move a resolution may, however, require an extraordinary general meeting (the “**EGM**”) to be called by the Board of Directors of the Company by following the procedures below.

Extraordinary General Meeting

Procedures for Shareholders to convene an EGM

- Pursuant to the M&A, an EGM shall be called by notice in writing of not less than 14 clear days and not less than 10 clear business days before the meeting.

- Any one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the “**Eligible Shareholder(s)**”) shall at all times have the right, by written requisition to the board of directors of the Company (the “**Board**”) or the company secretary of the Company (the “**Company Secretary**”), to require an EGM to be called by the Board for the transaction of any business specified in such requisition.
- Eligible Shareholder(s) who wish to convene an EGM for the purpose of proposing resolution(s) for consideration and approval at the EGM must deposit a written requisition (the “**Requisition**”) signed by the Eligible Shareholder(s) concerned to the principal place of business of the Company in Hong Kong, at Unites 605-606, 6/F., Tower I, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon, Hong Kong, for the attention of the Company Secretary.
- The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM, the agenda proposed to be included and the details of the business(es) proposed to be transacted at the EGM. The Requisition must be signed by the Eligible Shareholder(s) concerned.
- The Company will check the Requisition and the identity and the shareholding of the Eligible Shareholder(s) will be verified with the Company’s branch share registrar. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM within 2 months and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the EGM after the deposit of the Requisition. On the contrary, if the Requisition has been verified as not in order, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not call for an EGM and/or include the proposal or the resolution proposed by the Eligible Shareholder at the EGM.
- If within 21 days of the deposit of the Requisition the Board has not advised the Eligible Shareholders of any outcome to the contrary and fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with the M&A, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.