



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 NOMINATE DIRECTORS

Subject to the articles of association of the Company (the “**Articles**”) and the Companies Law of the Cayman Islands, the Company may from time to time in general meeting by ordinary resolution elect any person to be a director of the Company (the “**Director**”) either to fill a casual vacancy on the board of directors of the Company (the “**Board**”), or as an addition to the existing Board.

The Articles provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head 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.

For the purpose of the Articles:

- (a) “**Head Office**” means such office of the Company as the Board may from time to time determine to be the principal office of the Company. The Company’s Head Office is currently Units 605-606, 6/F., Tower I Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon, Hong Kong;

- (b) “**Register**” means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;
- (c) “**Share**” means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied; and
- (d) “**Shareholder**” means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered.

Accordingly, if a shareholder of the Company wishes to nominate a person to stand for election as a Director, the following documents must be validly served at the Company’s Head Office or at the Company’s Hong Kong share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, including (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of the candidate’s willingness to be appointed together with (a) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules, and (b) the candidate’s written consent to the publication of his/her personal data.