



**Renco Holdings Group Limited**

**融科控股集團有限公司**

(“Company”)

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

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

*(Adopted by the Company pursuant to the Board resolution passed on 27 March 2012 and updated  
on 31 March 2014, 10 March 2017, 4 September 2018, 11 July 2019 20 July 2020, 4 December  
2020 and 11 May 2022)*

**The procedures for a shareholder of the Company (the “Shareholder”) to  
propose a person for election as a director of the Company (the “Director”) are  
laid down as follows:-**

**1. PROVISIONS IN THE COMPANY’S BYE-LAWS**

The Company’s Bye-laws numbered 83(1), (2), (4) and (5) and 85 provide that:

83. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye law 84 or at any special general meeting called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 84 or until their successors are elected or appointed or their office is otherwise vacated. Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.

83. (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.
83. (4) The Members may, at any general meeting convened and held in accordance with these Bye laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.
83. (5) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (4) above may be filled by the election or appointment by the Members at the meeting at which such Director is removed to hold office until the next appointment of Directors or until their successors are elected or appointed or, in the absence of such election or appointment such general meeting may authorise the Board to fill any vacancy in the number left unfilled.

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 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.

## **2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

2.1 In compliance with the requirements of the Listing Rules, the Company shall:

- 2.1.1 publish an announcement or issue a supplementary circular in accordance with the Listing Rules 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;
- 2.1.2 include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a Director;
- 2.1.3 publish such announcement or supplementary circular not less than 10 business days (as defined under the Listing Rules) before the date of the relevant general meeting; and
- 2.1.4 assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least 10 business days (as defined under the Listing Rules) to consider the relevant information disclosed in such announcement or supplementary circular.

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

- 3.1 If a Shareholder wishes to propose a person (the “**Candidate**”) for election as a Director at a general meeting, he/she shall deposit a written notice of intention to propose such a resolution at the general meeting (the “**Notice**”) at the Company’s head office in Hong Kong at **Unit 2707, Tower One, Lippo Centre, 89 Queensway, Hong Kong (For the attention of the Chairman of the Board / Company Secretary)**, or at the Company’s Branch Share Registrar in Hong Kong, **Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.**
- 3.2 The Notice must (i) include the personal particulars of the Candidate as required by Rule 13.51(2) of the Listing Rules; (ii) be signed by the Shareholder concerned; (iii) be signed by the Candidate indicating his/her willingness to be elected; and (iv) include the Candidate’s written consent of publishing his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.
- 3.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

*Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*