

# **i.century Holding Limited** **愛世紀集團控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8507)**

## **PROCEDURES FOR NOMINATION OF DIRECTORS BY SHAREHOLDERS**

1. Pursuant to Rule 17.50C of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), i.century Holding Limited (the “**Company**”) sets out these procedures, as governed by the Company’s articles of association (the “**Articles of Association**”), to provide shareholders of the Company (the “**Shareholder(s)**”) with detailed procedures which they should follow for nominating a person for election as a director of the Company (“**Director**”).
2. According to Article 85 of the Articles of Association, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice in writing signed by a duly registered holder of the shares in the capital of the Company (other than the person to be proposed) who is duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person for election and also a notice in writing signed by the person to be proposed of his/her willingness to be elected shall have been lodged at the head office or at the Registration Office.
3. Accordingly, a Shareholder (the “**Nominator**”) may propose a person (the “**Nominee**”) for election as a Director at a general meeting of the Company convened for purposes of appointing Directors by lodging the following documents at the head office at Unit 212-215,2/F, Elite Industrial Centre, No.883 Cheung Sha Wan Road, Lai Chi Kok, Hong Kong or the share registrar and transfer office of the Company in Hong Kong at Shops Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, respectively for the attention of the company secretary of the Company:
  - (a) a notice in writing signed by the Nominator(s), who is/are duly qualified to attend and vote at the meeting, of his/her intention to propose the Nominee(s) for election as a Director; and
  - (b) a notice in writing signed by the Nominee(s) of his/her willingness to be elected as a Director.
4. As stipulated in the Articles of Association, such notices shall be lodged at least seven days before the date of the general meeting and the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

5. In order to allow the Company to inform the Shareholders of the proposal and to enable the Shareholders to make an informed decision on their election at a general meeting, the written notice must state the full name of the Nominee(s) and include his/her biographical details as required under Rule 17.50(2) of the GEM Listing Rules, as amended from time to time, as published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Nominee's written consent to the publication of his/her personal data.
6. Upon receipt of the written notices from the Nominator(s) to propose the Nominee(s) at the general meeting, the Company will then publish an announcement in accordance with the requirements under the GEM Listing Rules or issue a supplementary circular. The particulars of the Nominee(s) will be included in the announcement or supplementary circular of the Company.
7. If you have any questions in relation to the procedures for proposing a person as a Director, please make a written enquiry to the Company at Unit 212-215,2/F, Elite Industrial Centre, No.883 Cheung Sha Wan Road, Lai Chi Kok, Hong Kong.

13 April 2018

*Note:* If there is any inconsistency between the English and Chinese versions of these Procedures for Nomination of Directors by Shareholders, the English version shall prevail.