



Golden Leaf
INTERNATIONAL

GOLDEN LEAF INTERNATIONAL GROUP LIMITED

金葉國際集團有限公司

(the “Company”)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8549)

PROCEDURES FOR NOMINATION OF DIRECTORS BY SHAREHOLDERS

1. Pursuant to Rule 17.50C of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Company sets out these procedures to provide shareholders of the Company (the “**Shareholder(s)**”) with detailed procedures by which they can use for nominating a person for election as a director of the Company (“**Director(s)**”).
2. According to Article 113 of the Amended and Restated Articles of Association of the Company (the “**Articles**”), 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 or at the Registration Office. The period for lodgement of the notices required under this Article will 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 and the minimum length of the period during which such notices to the Company may be given will be at least seven days.
3. Accordingly, if a Shareholder wishes to nominate a person (the “**Proposed Candidate**”) to stand for election as a Director at a general meeting of the Company, the following documents must be validly served to the Board or the company secretary of the Company at the Company’s principal place of business in Hong Kong at 23/F, New Venture Centre, 18 Lam Tin Street, Kwai Chung, Hong Kong:
 - a. a written notice signed by the Shareholder(s), who is/are duly qualified to attend and vote at the meeting, of his/her intention to propose the Proposed Candidate for election as a Director; and

- b. a written notice signed by the Proposed Candidate of his/her willingness to be elected as a Director together with (i) the biographical details of the Proposed Candidate as required under Rule 17.50(2) of the GEM Listing Rules; (ii) the Proposed Candidate's written consent to the publication of his/her personal information; and (iii) contact details, including address and telephone number, of the Proposed Candidate.

As stipulated in Article 113 of the Articles, the period for lodgement of such notices will 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 and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

4. 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 Proposed Candidate 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) and the Proposed Candidate's written consent to the publication of his/her personal data.
5. Upon receipt of the written notices from the Shareholder(s) to propose the Proposed Candidate(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 Proposed Candidate will be included in the announcement or supplementary circular of the Company.
6. Should 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 23/F, New Venture Centre, 18 Lam Tin Street, Kwai Chung, Hong Kong.

(If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.)