

**Zibuyu Group Limited**  
**子不语集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
(the “**Company**”)  
(Stock Code: 2420)

**PROCEDURES FOR SHAREHOLDERS  
TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

**1. Provisions in the Articles of Association of the Company**

Set out below is article 114 of the articles of association (the “**Articles**”) of the Company, pursuant to which the shareholders of the Company may propose (“**Nomination Proposal**”) a person (“**Candidate**”) for election as a director (the “**Director**”) of the Company at a general meeting:

*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 signed by a Shareholder and notice in writing signed 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.*

**2. Requirements under the Listing Rules**

Listing Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) are relevant to a Nomination Proposal and state as follows: –

**Nomination of directors**

*13.70 The issuer shall publish an announcement in accordance with rule 2.07C or issue a supplementary circular 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 issuer after publication of the notice of meeting. The issuer shall include particulars of the proposed director in the announcement or supplementary circular.*

*Note: The issuer must assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.*

## Notices

*13.74 The issuer shall also disclose the details required under rule 13.51(2) of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting).*

### **3. The Procedures for Making a Nomination Proposal**

If a shareholder wishes to make a Nomination Proposal, such shareholder shall deposit a written notice (the “**Nomination Notice**”) with the company secretary at 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wan Chai, Hong Kong.

The period for lodgment of the Nomination Notice shall commence on the day after the dispatch of the notice of the relevant general meeting and end no later than seven days prior to date of such general meeting.

The Nomination Notice must (i) include details of the Candidate as required by Listing Rule 13.51(2); (ii) be signed by the shareholder making the Nomination Proposal with its contact details (e.g. full name, contact telephone number, correspondence address); and (iii) be enclosed with a letter signed by the Candidate consenting to his/her willingness to be appointed or re-appointed and to the disclosure of information relating to himself/herself in any publication of the Company.

*Note: in case of any discrepancies between the English and Chinese versions, the English version shall prevail.*