



## 喜尚控股有限公司

### **GAYETY HOLDINGS LIMITED**

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

(Stock Code : 8179)

#### **PROCEDURES FOR SHAREHOLDER TO ELECT DIRECTOR**

If a shareholder (“the said shareholder”) wishes to propose a person (“the said person”) other than an existing director of the Company for election as a director at the general meeting appointed for such election (“the General Meeting”), the said shareholder shall give the Company:

a notice signed by the said shareholder (other than the person to be proposed) duly qualified to attend and vote at the general 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 dispatch 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 dispatch 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.

Further, before the said shareholder proposes the said person for election as a new director of the Company, he should ensure that the said person will satisfy the Hong Kong Stock Exchange Limited (“the Exchange”) as to his/her character, experience and integrity and also his/her fitness and competence to act as a director.

#### **Miscellaneous**

This terms of reference of the procedures for shareholder to elect director was adopted by passing of the relevant resolutions by the Board on 23 March 2012 and shall have immediate effect.

*The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.*