



Zhongliang Holdings Group Company Limited

中梁控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2772)

Procedures for Shareholders to Propose a Person for Election as Director

According to the articles of association (the “**Articles**”) of Zhongliang Holdings Group Company Limited (the “**Company**”), the Company may by ordinary resolution elect any person to be a director either to fill a casual vacancy on the board of directors of the Company (the “**Board**”) or as an addition to the existing Board.

Set out below are the procedures for shareholders to propose a person other than a retiring director for election as a director at a general meeting. Such procedures are subject to the Articles and applicable legislation and regulations, in particular the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

Pursuant to Article 85 of the Articles, if a shareholder of the Company wishes to propose a person for election as a director of the Company at any general meeting, such shareholder (not being the person to be proposed and who is entitled to attend and vote at the general meeting for which notice of such general meeting is given), should lodge a written notice (the “**Notice**”) of his intention to propose such person for election and also a notice in writing signed by the person to be proposed of his willingness to be elected as a director of the Company at Suite 1506, ICBC Tower, 3 Garden Road, Central, Hong Kong, for the attention of the company secretary of the Company, provided that the minimum length of the period, during which such Notice is given, shall be at least seven (7) days and that the lodgement of such Notice shall commence no earlier than the day after the 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.

In order for the Company to inform shareholders of that proposal, the Notice must include the name, the contact details and his/her/their shareholding of such shareholder, and the personal information of the person proposed for election as a director, including such person’s full name and biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and must be signed by the shareholder concerned and signed by the proposed director indicating his/her willingness to be elected and consent of publication of his/her personal information. In order to ensure that other shareholders would have sufficient time to receive and consider the information of the person proposed for election as a director, shareholders are urged to lodge their written notice of his intention to propose a person for election as director as early as practicable in advance of the relevant general meeting

and, in any case, not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrar, and procure the publication of an announcement and/or the dispatch of a supplementary circular to shareholders in compliance with the applicable requirements under the Listing Rules.

In the event that any such written notice is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant meeting so as to give shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.

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