



## **CENTURY GINWA RETAIL HOLDINGS LIMITED**

### **世紀金花商業控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 162)**

#### **Procedures for members to make proposals at general meeting other than a proposal of a person for election as director**

The following procedures are subject to the Company's bye-laws ("Bye-laws"), the Bermuda Companies Act 1981 ("CA") and applicable legislation and regulation.

1. The Company holds an annual general meeting ("AGM") every year, and may hold a general meeting known as a special general meeting whenever necessary.
2. Member(s) of the Company ("Member(s)") holding (i) not less than one-twentieth of the total voting rights of all Members having the right to vote at the general meeting of the Company; or (ii) not less than 100 Members, can submit a written request stating the resolution intended to be moved at the AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.
3. The written request/statements must be signed by the Member(s) concerned and deposited at the Company's registered office in Bermuda at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda for the attention of the company secretary of the Company ("Company Secretary"), not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition. We would ask that a copy of such written request/statement also be sent to the Company's principal office in Hong Kong at Unit 1107, 11/F., Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.
4. If the written request is in order, the Company Secretary will ask the board of directors of the Company ("Board") (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the Member(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the Member(s) concerned in accordance with the statutory requirements to all the Members. On the contrary, if the requisition is invalid or the Member(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Member(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting.

Members who have enquires about the above procedures or have enquires to put to the Board may write to the Company Secretary at Unit 1107, 11/F., Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.



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#### **Procedures for a member to propose a person for election as a director**

The following procedures are subject to the Company's bye-laws ("Bye-laws"), the Bermuda Companies Act 1981 ("CA") and applicable legislation and regulation.

1. If a member of the Company ("Member"), who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than the Member himself/herself) for election as a director at that meeting, he/she can deposit a written notice at the Company's registered office in Bermuda at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda or the Company's principal office in Hong Kong at Unit 1107, 11/F., Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, for the attention of the company secretary of the Company ("Company Secretary"). Please refer to paragraph 3 below for the notice period.
2. In order for the Company to inform all Members of that proposal, the written notice must state the full name of the person proposed for election as a director, his/her biographical details as required by rule 13.51(2) of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Member concerned together with a written notice signed by the person proposed for election as a director indicating his/her willingness to be elected.
3. The minimum length of the period, during which such written notice may be given shall be at least seven (7) days, and the period for lodgment of such a written notice must commence no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) days prior to the date of such general meeting. If the notice is received less than fifteen (15) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the Members at least fourteen (14) clear days and not less than ten (10) business days prior to the general meeting.

Members who have enquires about the above procedures or have enquires to put to the Board may write to the Company Secretary at Unit 1107, 11/F., Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.



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#### **Procedures for members to convene a special general meeting (“SGM”)**

The following procedures are subject to the Company’s bye-laws (“Bye-laws”), the Bermuda Companies Act 1981 (“CA”) and applicable legislation and regulation.

1. Members of the Company (“Members”) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company’s registered office in Bermuda at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal office in Hong Kong at Unit 1107, 11/F., Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, for the attention of the company secretary of the Company (“Company Secretary”), to require an SGM to be called by the board of directors of the Company (“Board”) for the transaction of any business specified in such requisition.
2. The written requisition must state the purposes of the SGM, signed by the Member(s) concerned and may consist of several documents in like form, each signed by one or more of those Members.
3. If the requisition is in order, the Company Secretary will ask the Board to convene an SGM by serving sufficient notice in accordance with the statutory requirements and the Bye-laws to all the Members. On the contrary, if the requisition is invalid, the Members concerned will be advised of this outcome and accordingly, an SGM will not be convened as requested.
4. The notice period to be given to all the Members for consideration of the proposal raised by the Member(s) concerned at an SGM varies according to the nature of the proposal, as follows:
  - at least twenty-one (21) clear days’ and not less than ten (10) clear business days’ notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to make a mere clerical amendment to correct a patent error; and
  - at least fourteen (14) clear days’ and not less than ten (10) clear business days’ notice in writing if the proposal constitutes an ordinary resolution of the Company.

Members who have enquires about the above procedures or have enquires to put to the Board may write to the Company Secretary at Unit 1107, 11/F., Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.