



## **Cosmo Lady (China) Holdings Company Limited**

**都市麗人(中國)控股有限公司**

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

**(Stock Code: 2298)**

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

According to the articles of association (the “**Articles**”) of Cosmo Lady (China) Holdings Company Limited (the “**Company**”), the Company may from time to time in general meeting by ordinary resolution elect any person to be a director of the Company (“**Director**”) either to fill a casual vacancy on the board of Directors (the “**Board**”) or as an additional Director.

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, save that a shareholder may propose a person other than a retiring Director for election as a Director at a general meeting following the procedures described below. 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 113 of the Articles, if a shareholder of the Company wishes to propose a person for election as a Director at any general meeting, such shareholder (not being the person to be proposed and who is qualified to attend and vote at the general meeting for which notice of such general meeting is given) shall lodge a written notice of its intention to propose such person for election as a Director and also a notice in writing signed by the person to be proposed of his willingness to be elected as a Director at (i) such office of the Company as the Board may from time to time determine to be the principal office of the Company; or (ii) such place or places in Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory or elsewhere where the Board from time to time determine to keep a branch register of shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for shares of the Company are to be lodged for registration and are to be registered; provided that the period for lodgment 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 7 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 7 days.

In order for the Company to inform shareholders of that proposal, the written notice must state the full name of the person proposed for election as a Director, include the person’s 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, and be signed by the shareholder concerned.