

## **Luks Group (Vietnam Holdings) Company Limited**

陸氏集團（越南控股）有限公司

(the “Company”)

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 366)**

### **Procedures for Shareholders to Propose a Person for Election as a Director**

1. Pursuant to bye-law 88 of the Company, if a shareholder (the “**Proposer**”) of the Company wishes to propose a person (the “**Nominee**”), other than a retiring director of the Company, for election as a director of the Company at a general meeting, the following notices (collectively, the “**Notices**”) should be lodged at the principal office or at the registered office of the Company:

- (i) the notice of intention to propose the Nominee for election which is signed by the Proposer (other than the Nominee), being a shareholder of the Company duly qualified to attend and vote at the general meeting for which such notice is given; and
- (ii) the notice signed by the Nominee of his willingness to be elected,

provided that the minimum length of the period, during which such Notices are given, shall be at least seven (7) days and that the period for lodgment of such Notices 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.

2. In order to enable the shareholders of the Company to make an informed decision on the proposed election of director, the notice signed by the Proposer under paragraph 1(i) above shall be accompanied by the following biographical information of the Nominee:
  - (i) the age and the full name;
  - (ii) positions held by the Nominee with the Company and other members of the Group (if any);
  - (iii) previous experience of the Nominee including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
  - (iv) current employment and such other information (which may include business experience and academic qualifications) of which the shareholders of the Company should be aware, pertaining to the ability or integrity of the Nominee;
  - (v) length or proposed length of service with the Company (if any);
  - (vi) relationships with any directors or senior management or substantial or

controlling shareholders of the Company, or an appropriate negative statement;

(vii) interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;

(viii) if applicable, the amount of director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature), irrespective of whether the nominated Director has or does not have a service contract with any member of the Group and how much of these emoluments are covered by a service contract;

(ix) contact details; and

(x) all information as required under Rule 13.51(2)(h) to (w) of the Rules Governing the Listing of Securities on the Stock Exchange, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements.

*Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.*