

*These Procedures are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.*

**JC GROUP HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8326)**

**Procedures for Shareholders to propose a person for election as a Director**

The procedures for shareholders of the Company (the “**Shareholders**”) to propose a person for election as a director of the Company (the “**Director**”) are set out below.

- The Shareholder
  - shall be a duly registered holder from time to time of the shares in the capital of the Company;
  - shall be duly qualified to attend and vote at the general meeting appointed for the such election; and
  - shall not be the person to be proposed for election as a Director.
- Such Shareholder shall sign a notice\* indicating his/her intention to propose a person for election as a Director.
- The person proposed by such Shareholder for election as a Director shall also sign a notice\* indicating his/her willingness to be elected.
- Such notices shall have been lodged at the head office of the Company at 14th Floor, TAL Building, 45-53 Austin Road, Tsim Sha Tsui, Kowloon, Hong Kong or at the address of Union Registrars Limited, the Hong Kong branch share registrar and transfer office of the Company at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days.
- If such notices are submitted after the despatch 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 the despatch 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.

*\*written notice unless otherwise specifically stated and as further defined in the Articles of Association of the Company*

*(Extracted from the Articles of Association of the Company)*

Date: 20 November 2013