



Palasino Holdings Limited

百樂皇宮控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

(Stock Code: 2536)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON OTHER THAN A RETIRING DIRECTOR FOR ELECTION AS A DIRECTOR

1. Shareholder(s) (the “**Shareholder(s)**”) of the Company may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company (the “**Director(s)**”).
2. Pursuant to Article 58 of the Company’s articles of association, the board of Directors (the “**Board**”) may call general meetings, and it shall on a members’ requisition forthwith proceed to convene an extraordinary general meeting of the Company. A members’ requisition is a requisition of one or more 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, on a one vote per share basis.
3. If a Shareholder wishes to propose a person other than a retiring Director for election as a Director at the general meeting, the Shareholder must deposit a written notice (the “**Notice**”) to the Company’s principal place of business in Hong Kong at 16/F, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong, for the attention of the company secretary of the Company (the “**Company Secretary**”).
4. The Notice must state clearly the name, the contact information of the Shareholder and his/her/their shareholding at the date of requisition, the full name of the person proposed for election as a Director, including the person’s biographical details and other relevant information 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 be signed by the Shareholder concerned (other than the person to be proposed). The Notice must also be accompanied by a letter of consent (the “**Letter**”) signed by the person proposed to be elected on his/her willingness to be elected as a Director.
5. The period for lodgment of the Notice and the Letter will commence no earlier than the day after the dispatch of the notice by the Company of the general meeting for election of Directors and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during which the Notice to the Company may be given will be at least seven (7) days.

6. The Notice will be verified by the Company Secretary with the Hong Kong branch share registrar of the Company and upon their confirmation that the request is proper and in order, the Company Secretary will ask the nomination committee of the Company and the Board to consider to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.
7. To allow the Shareholders to have sufficient time to consider the proposal of election of a person to be proposed as a Director, pursuant to the requirements under the Listing Rules, if necessary, the Company shall adjourn the general meeting of the election to give Shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular of the Company.