



HARBOUR DIGITAL

Harbour Digital Asset Capital Limited

港灣數字產業資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 913)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Subject to the provisions of the articles of the association (“**Articles**”) of Harbour Digital Asset Capital Limited (the “**Company**”) and the Companies Law of the Cayman Islands, the Company may by ordinary resolution elect any person to be a director of the Company (“**Directors**”) either to fill a casual vacancy or as an addition to the existing Directors.

Pursuant to Article 161 of Articles, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at Room 1006, 10th Floor, 299QRC, 287-299 Queen’s Road Central, Sheung Wan, Hong Kong (or at such other place of head office as the Board may from time to time decide) or at the registration office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such notice(s) shall commence no earlier than 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.

If a shareholder of the Company (“**Shareholder(s)**”) wishes to nominate a person to stand for election as a Director, the following documents must be validly served within seven (7) days period commencing the day after despatch of the notice of the general meeting or such other period, being a period of not less than seven (7) days, as may be determined by the Directors from time to time (as the case may be) on the company secretary of the Company at Room 1006, 10th Floor, 299QRC, 287-299 Queen’s Road Central, Sheung Wan, Hong Kong (or at such other principle place of business in Hong Kong as the Board may from time to time decide), including: (i) his/her notice of intention to propose a resolution at the general meeting; (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with that candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and such other information as set out below to enable Shareholders to make an informed decision on the election of Directors; and (iii) the candidate’s written consent to the publication of his/her personal data.

The notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidates(s):

- full name and age;
- position held with the Company and other members of Company's group (if any);
- current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- experience including: (i) other directorships held in the past three (3) years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- length or proposed length of services with the Company;
- relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirement nor any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- contact details.

The Company shall publish an announcement and/or issue a supplementary circular upon receipt of the notice from a Shareholder to propose a person for election as a Director at the general meeting where such notice is received by the Company after publication of the notice of general meeting in accordance with Rule 13.70 of the Listing Rules.

Hong Kong, 20 August 2021