

# Lapco Holdings Limited

## 立高控股有限公司

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

**(Stock Code: 8472)**

### **PROCEDURES FOR SHAREHOLDERS TO NOMINATE DIRECTORS**

1. Pursuant to Rule 17.50C of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), Lapco Holdings Limited 立高控股有限公司 (the “**Company**”) sets out these procedures to provide shareholders of the Company (the “**Shareholder(s)**”) with detailed procedures by which they can use for nominating a person for election as a director of the Company (the “**Director**”).
2. Pursuant to Article 83 of the articles of association of the Company (the “**Articles of Association**”), the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
3. According to Article 85 of the Articles of Association, no person, other than a retiring Director, shall, unless recommended by the Directors of the Company (the “**Board**”) for election, be eligible for election to the office of Director at any general meeting, unless 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 that person for election as a Director and notice in writing by that person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company.
4. Accordingly, if a Shareholder wishes to nominate a person (the “**Proposed Candidate**”) to stand for election as a Director at the general meeting of the Company by lodging the following documents at the head office or the branch share registrar of the Company in Hong Kong at Unit No.301A, 3/F., Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong or 22/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong, respectively for the attention of the Board of Directors of the Company:
  - (a) a written notice signed by the Shareholder(s), who is/are duly qualified to attend and vote at the meeting, of his/her/its/their intention to propose the Proposed Candidate for election as a Director in which the following information should be included:
    - (i) the biographical details of the Proposed Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and
    - (ii) the contact details of the Shareholder and the Proposed Candidate;

- (b) a written notice signed by the Proposed Candidate of his/her willingness to be elected as a Director; and
  - (c) a written consent of the Proposed Candidate to the publication of his/her personal data.
5. Such Notice(s) shall be given at least seven (7) days and that (if the 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.
  6. Upon receipt of the above notices, the Company shall publish an announcement or issue a supplemental circular to members of the Company in accordance with the requirements of the GEM Listing Rules, in each case containing, amongst others, the biographical details of the Proposed Candidate(s).

#### **Requisition of an Extraordinary General Meeting by Shareholders**

7. Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director.
8. Other than election at annual general meetings, pursuant to Article 58 of the Articles of Association, extraordinary general meetings may be convened by the Directors on requisition of shareholders 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 or by such shareholder(s) who made the requisition in the event the Directors fail to proceed to convene a meeting within twenty-one (21) days of deposit of the requisition.