



儒意控股
RUYI HOLDINGS

China Ruyi Holdings Limited

中國儒意控股有限公司
(the “Company”)

GUIDANCE AND PROCEDURES FOR APPOINTMENT OF DIRECTORS

- 1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter in accordance with Bye-law 87 and shall hold office until the next appointment of Directors or until their successors are elected or appointed.
- 2) Subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by special resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.
- 3) A vacancy on the Board created by the removal of a Director under the provisions of Bye-law 86 (4) (subparagraph (2) above) may be filled by the election or appointment by the Members at the meeting.
- 4) A retiring Director shall be eligible for re-election.
- 5) Article 88 of the Bye-laws of the Company provides that no person (other than a director retiring in accordance with the articles of association) shall be eligible for election as a director at any general meeting unless:
 - (a) a written notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such written notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the registered office or at the head office for a minimum period of seven (7) days.
 - (b) The minimum period of seven (7) days for lodgement of the written notice(s) shall commence no earlier than the day after the dispatch of the notice of general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a member wishes to nominate a person to stand for election as a director, a written notice must be validly served at Clarendon House, 2 Church Street, Hamilton

HM 11, Bermuda, the registered office, or at 23rd Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong, the Head office and principal place of business in Hong Kong of the Company for the attention of the Company Secretary.

The written notice should include the following documents, namely (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice executed by the nominated candidate of the candidate's willingness to be appointed together with (A) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading "Required information of the candidate(s) nominated by the Members", and (B) the candidate's written consent to the publication of his/her personal data and the release of the announcement and/or circular (as the case may be) in related to such proposal.

In order to ensure Members have sufficient time to receive and consider the information of the person to be proposed, Members are urged to submit their written notice as early as practicable and in any event, 28 days before the date of the general meeting, so that an announcement and/or a circular (as the case may be) containing information of the person (s) proposed by Members can be despatched to Members as soon as practicable.

For proposal of independent non-executive director, the nominated candidate shall also provide his/her confirmation of independence pursuant to rule 3.13 of the Listing Rules.

Required information of the candidate(s) nominated by the Members

In order to enable Members to make an informed decision on their election of directors, the above described notice of intention to propose a resolution by a Member should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company's group (if any);
- (c) experience including (i) other directorships held in the past 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;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Members should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) 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;
- (g) interests in shares within the meaning of Part XV of the Securities Futures Ordinance, or an appropriate negative statement;

- (h) 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 requirements nor there are any other matters relating to that nominated candidate's standing for election as a director that should be brought to Members' attention; and
- (i) contact details.

In this “Guidance and Procedures for appointment of Directors”, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

"Bye-laws"	these Bye-laws in their present form or as supplemented or amended or substituted from time to time.
"Board" or "Directors"	the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present.
"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited.
"Member"	a duly registered holder from time to time of the shares in the capital of the Company.