



## HERALD HOLDINGS LIMITED

### 興利集團有限公司\*

(Incorporated in Bermuda with limited liability)  
(the “Company”)

#### **Procedures for Shareholders to Propose a Person for Election as a Director**

Subject to the provisions of the bye-laws of the Company, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the applicable laws and regulations, the Company may from time to time in general meeting by ordinary resolution elect any person to be a director of the Company (the “**Director**”) either to fill a casual vacancy or as an additional Director.

A shareholder of the Company (the “**Shareholder**”) may propose a person (the “**Candidate**”) for election as a Director at general meeting in accordance with the following procedures:

1. A nomination for the Director shall be made by lodging the following notices to the Company Secretary at the head office of the Company in Hong Kong at 3110, 31/F, Tower Two, Lippo Centre, 89 Queensway, Hong Kong or the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda within the period of at least seven days commencing on the day after the despatch of the notice of the general meeting and ending no later than seven days prior to the date appointed for such general meeting:
  - (i) a notice in writing signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting of his/her/its intention to propose the Candidate for election as a Director; and
  - (ii) a notice in writing signed by the Candidate indicating his/her willingness to be elected as a Director.
2. The nomination must contain the information as specified in Rule 13.51(2) of the Listing Rules about the Candidate, including but not limited to the following:
  - (i) full name;
  - (ii) age;
  - (iii) business and residence addresses;
  - (iv) principal occupation or employment;
  - (v) experience including (a) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (b) the major appointments and professional qualifications; and
  - (vi) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

*\*For identification only*