

MAN KING HOLDINGS LIMITED

萬景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2193)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

Pursuant to Articles 16.3 and 16.4 of the Articles of Association of Man King Holdings Limited (the “**Company**”):

“The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next annual following general meeting of the Company and shall then be eligible for re-election.”; and

“No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

Pursuant to Pursuant to Rules 13.70, 13.73 and 13.74 of the Listing Rules, the Company shall:

- (a) publish an announcement in accordance with Rule 2.07C or issue a supplementary circular

upon receipt of a 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;

- (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- (c) publish such announcement or supplementary circular not less than ten (10) business days before the date of the relevant general meeting; and
- (d) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

- 3.1 If a shareholder of the Company who is duly qualified to attend and vote at the general meeting convened to deal with the appointment/election of director(s), wishes to propose a person (other than the shareholder himself/herself) for election as a director at that meeting, he/she can deposit a written notice at the Company's principle place of business at Unit D, 10/F, Skyline Tower, 18 Tong Mi Road, Mongkok, Kowloon, Hong Kong.
- 3.2 In order for the Company to inform all shareholders of that proposal, the written notice must state the full name of the person proposed for election as a director, his/her biographical details and particulars as required by rule 13.51(2) of the Listing Rules and be signed by the shareholder and that person indicating his/her willingness to be elected and consent of the publication of his/her personal information.
- 3.3 The period for lodgment of the written notice will commence no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) clear days prior to the date of such general meeting.
- 3.4 Shareholders who have enquires about the above procedures or have enquires to put to the Board of Directors may write to the Company Secretary of the Company, Mr. Wan Ho Yin at Unit D, 10/F, Skyline Tower, 18 Tong Mi Road, Mongkok, Kowloon, Hong Kong.

Hong Kong, 2 July 2015

Notes: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.