

G & M HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6038)

信越控股有限公司

(在開曼群島註冊成立的有限公司)

(股份代號:6038)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE

A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

股東提名人選參選本公司董事的程序

1 PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION

本公司組織章程細則的條文

Pursuant to Article 113 of the Articles of Association of G & M Holdings Limited (the “**Company**”):

根據信越控股有限公司(「本公司」)組織章程細則的第113條：

“No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will 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 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.”

除非一項有意提名選舉該位人士為董事的書面通知以及一項該位被推選人士簽發表明其願意選舉之書面通知已呈交至本公司總辦事處或註冊辦事處，否則概無人士(退任董事除外)有權在任何股東大會上選舉出任董事職位(除非由董事會推選)。提交該等通知之期間須由不早於指定進行該推選之股東大會通告寄發翌日起計，及不遲於該股東大會舉行日期前七日結束，而向本公司發出該等通知之最短期間須為最少七日。

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”)

香港聯合交易所有限公司主板證券上市規則(「上市規則」)的規定

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

根據上市規則第 13.70 條及 13.74 條，本公司必須遵守以下規定：

- publish an announcement 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;
如本公司在刊發股東大會通告後，收到一名股東提名某名人士於股東大會上參選董事的通知，本公司必須刊登公告或發出補充通函；
- 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;
該公告或補充通函內須包括該位被提名參選董事人士按《上市規則》第 13.51(2) 條的規定而須披露的資料；
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
該公告或補充通函必須最遲在有關股東大會舉行日期前 10 個營業日刊發；及
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.
本公司必須評估是否需要將選舉董事的會議押後，讓股東有至少 10 個營業日考慮公告或補充通函所披露的有關資料。

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

股東提名人選參選本公司董事的程序

3.1 If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “**Written Notice**”) to the Company’s principal place of business in Hong Kong at Units 1709-14, 17th Floor, Manhattan Centre, 8 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong or the Company’s Registration Office (i.e. Tricor Investor Services Limited).

倘股東擬提名某位人士(「候選人」)於股東大會上參選為本公司董事，則彼須將一份書面通知(「書面通知」)送交本公司於香港的主要營業地點，地址為香港新界葵涌葵昌路8號萬泰中心17樓1709-14室或本公司的註冊處卓佳證券登記有限公司。

3.2 The Written Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of the publication of his/her personal information.

書面通知必須：(i)載有上市規則第13.51(2)條規定的候選人個人資料；及(ii)經有關股東簽署，而候選人亦須簽署以證明其願意參選為董事並同意公開其個人資料。

3.3 The period for lodgment of the Written Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.

遞交書面通知的期限為寄發股東大會通告翌日起至不遲於該股東大會舉行日期前七(7)日止。

3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Written Notice as early as practicable.

為了讓本公司的股東有充足時間考慮有關選舉候選人為本公司董事的建議，本公司促請擬提出建議的股東盡早遞交其提名書面通知。

4 ADDITIONAL INFORMATION FOR REQUISITION OF AN EXTRAORDINARY GENERAL MEETING

有關要求召開股東特別大會的補充資料

4.1 Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting pursuant to Article 64 of the Company's Articles of Association. The objects of the meeting must be stated in the related requisition deposited at the Company's head office principal place of business in Hong Kong.

根據本公司組織章程細則內的細則第64條，持有本公司實繳股本不少於十分之一而又附有可於股東大會上投票權利的股東可要求本公司召開股東特別大會，有關的請求書上須註明會議的目的，並應交往本公司的總辦事處／香港主要營業地點。

Hong Kong, 12 May 2017

香港，2017年5月12日

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

附註： 本文件的中英文版本如有任何歧義，概以英文本為準。