

Design Capital Limited

設計都會有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1545)

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

1. Introduction

Subject to applicable laws and rules, including the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company’s articles of association (the “**Articles of Association**”), as amended from time to time, shareholders of the Company (“**Shareholders**”, and each a “**Shareholder**”) may put forward proposal in general meetings to nominate any person to stand for election as a director of the Company (“**Director**”).

2. Provisions in the Articles of Association

Article 85 of the Articles of Association provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a 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 such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatch 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 dispatch 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.”

3. Requirements under the Listing Rules

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

- (a) 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;

- (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;

4. Procedures for Shareholders to Propose a Person for Election as a Director

- 4.1 Accordingly, if a Shareholder, who is duly qualified to attend and vote at any general meeting of the Company, wishes to propose a person (the “**Proposed Person**”) for election as a Director at a general meeting, the Shareholder shall deposit a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- 4.2 The Notice (i) should state the Shareholder’s intention to propose the Proposed Person for election as a Director; (ii) must include the biographical details of the Proposed Person as required by Rule 13.51(2) of the Listing Rules; and (iii) must be signed by the Shareholder concerned and signed by the Proposed Person indicating his/her willingness to be elected and consent of publication of his/her biographical details.
- 4.3 The period for lodgement of the Notice shall be at least seven (7) days commencing no earlier than the day after the despatch of the notice of general meeting and ending no later than seven (7) days prior to the date of such general meeting.
- 4.4 Upon receipt of the Notice after the publication of the notice of general meeting, the Company will, prior to the general meeting, publish an announcement or issue a supplementary circular to the Shareholders containing the information of the Proposed Person(s) pursuant to the Listing Rules, as applicable.

5. Requisition of an extraordinary general meeting by shareholders

- 5.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company.
- 5.2 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 of the Company fail to proceed to convene a meeting within twenty-one (21) days of deposit of the requisition.

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