

TOKYO CHUO AUCTION HOLDINGS LIMITED

東京中央拍賣控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 1939)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR
ELECTION AS A DIRECTOR**

1. The following procedures for shareholders (“**Shareholders**”) of Tokyo Chuo Auction Holdings Limited 東京中央拍賣控股有限公司 (“**Company**”) to propose a person for election as a director of the Company (“**Director**”) are prepared in accordance with article 119 of the articles of association of the Company:

1.1 If a Shareholder, who is duly qualified to attend and vote at general meetings of the Company, wishes to propose a person (“**Candidate**”) for election as a Director at a general meeting, he/she/it should lodge (i) a written notice (“**Proposal Notice**”) of the intention to propose the Candidate for election as a Director; and (ii) a written notice (“**Consent Notice**”) by the Candidate of his/her willingness to be elected at either of the following addresses at least seven (7) clear days before the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length:

Registered office of the Company

Room 2601, 26/F
Wing On Centre
No. 111 Connaught Road Central
Hong Kong

Hong Kong share registrar of the Company

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen’s Road East
Hong Kong

1.2 The Proposal Notice must (i) state the particulars which would, if the Candidate would be so appointed as a Director, be required to be included in the Company’s register of directors; (ii) be accompanied by the information of the Candidate as required by Rule 13.51(2) of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Exchange**”) (which can be viewed at the website of the Exchange at www.hkex.com.hk); and (iii) be signed by the Shareholder proposing the Candidate for election as a Director.

- 1.3 The Consent Notice must (i) indicate the Candidate's willingness to be elected and consent of the publication of his/her information as required by Rule 13.51(2) of the Listing Rules; and (ii) be signed by the Candidate.
 - 1.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Proposal Notice and the Consent Notice as early as practicable.
2. To enable the Shareholders to make an informed decision on their election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the Proposal Notice and the Consent Notice where such notices are received by the Company after publication of the notice of the general meeting. The Company shall include particulars of the Candidate pursuant to Rule 13.51(2) of the Listing Rules in the announcement or supplementary circular. The Company shall 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.

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

Hong Kong, September 2018