

JOYCE BOUTIQUE GROUP LIMITED
(Incorporated in Hong Kong with limited liability)
Stock Code: 647
(the “Company”)

Procedure for Shareholders to Propose a Candidate for Election as a Director

Subject to the 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 (“**Listing Rules**”) and the Company’s articles of association (“**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**”).

Article 108 of the Articles of Association provides that:-

“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 signed by at least fifty members or member(s) holding not less than 2.5 per cent. of the total voting rights of all members entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and a notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged at the Registered Office and provided that the minimum length of the period, during which such notices may be given, shall be at least seven days and that 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 end no later than seven days prior to the date of such general meeting.”

Accordingly, in the event of Shareholder(s) wishing to nominate a person to stand for election as a Director, the following documents must be duly lodged at the Registered Office of the Company for the attention of the Company Secretary:-

- (i) a notice of his, her, its or their intention to propose such a resolution in the general meeting, duly signed by the requisitioning Shareholder(s) (i.e. at least fifty members or member(s) holding not less than 2.5 per cent. of the total voting rights of all members) with his, her, its or their respective name(s) and address(es) stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company's share registrar according to its records; and
- (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with (A) such information of that candidate as would be required to be disclosed under Rule 13.51(2) of the Listing Rules, (B) the candidate's written consent to the publication of his/her personal data, and (C) contact address and contact telephone number etc. of the candidate.

In order to ensure other Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals in case of nominating candidate(s) for election as Director, as early as

practicable in advance of the relevant general meeting, preferably not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which there are dealings/trading on the Stock Exchange) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrar, and procure the publication of an announcement and/or the despatch of a supplementary circular to Shareholders in compliance with the applicable requirements under the Listing Rules. In the event that any such proposal is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant general meeting so as to give Shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.