

**TIANLI HOLDINGS GROUP LIMITED**  
**天利控股集團有限公司**  
(the “Company”)  
*(incorporated in the Cayman Islands with limited liability)*

**Procedures for a Shareholder to Propose a Person for Election as a  
Director of the Company**

The procedures for a shareholder of the Company (the “Shareholder”) to propose a person for election as a director of the Company (“Director”) are generally governing by article 88 of the articles of association of the Company, the article 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.”

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be duly lodged at the Company’s head office at Unit 907-909, 9th Floor, Three Pacific Place, 1 Queen’s Road East, Hong Kong for the attention of the Company Secretary of the Company:-

- (i) a written notice of his/her intention to propose such a resolution in the general meeting, duly signed by the Shareholder with his/her name, address and contact telephone number stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company’s branch share registrar according to its records;
- (ii) a written notice executed by the nominated candidate of the candidate’s willingness to be appointed as a Director together with (a) such information of that candidate as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, together with contact details of the candidate; and (b) the candidate’s written consent to the publication of his/her personal data as referred in (ii)(a); and
- (iii) the above written notices should be given within the period commencing on the day after despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting and such period shall be at least seven (7) days.

Shareholders who have enquiries regarding the above procedures may write to the Company Secretary at Unit 907-909, 9th Floor, Three Pacific Place, 1 Queen’s Road East, Hong Kong.

December 2018