



**NEWTREE GROUP HOLDINGS LIMITED**  
**友川集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
(the “**Company**”)

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

- If a shareholder of the Company (the “**Shareholder**”), who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person other than the Shareholders himself/herself/themselves for election as a director of the Company (the “**Director(s)**”), the Shareholder must deposit a written notice (the “**Notice**”) to the principal place of business of the Company in Hong Kong at Suites 2804-07, 28/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, or the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited (the “**Share Registrar**”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for the attention of the Director or the company secretary of the Company (the “**Company Secretary**”).
- The Notice must state clearly the name of the Shareholder and his/her/their shareholding in the Company, the full name of the person proposed for election as a Director, including the person’s biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Shareholder concerned (other than the person to be proposed). The Notice must also be accompanied by a letter of consent (the “**Letter**”) signed by the person proposed to be elected that he or she consents to be a Director, if elected.
- The Notice and the Letter must be lodged with the Company in accordance with the above, provided that the minimum length of the period, during which the Notice and the Letter are given, shall be at least seven (7) days commencing immediately on the day the despatch of the notice of the general meeting of the Company appointed for election of Directors and ending no later than seven (7) days prior to the date of such general meeting.
- The Company will check the Notice and the Letter and the identity and the shareholding of the Shareholder will be verified with the Share Registrar. If both the Notice and the Letter are found to be proper and in order, the Company Secretary will ask the board of directors of the Company to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.