

These procedures are prepared in Chinese and English. In the event that there is any discrepancy or inconsistency between the two versions, the English version shall prevail.

M&L HOLDINGS GROUP LIMITED
明樑控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “**Company**”, Stock code: 8152)

Procedures for shareholders to propose a person for election as a Director

The Company’s Articles of Association allow Shareholders to, by ordinary resolution in general meetings, elect any person to be a Director (the “**Director**”) either to fill a causal vacancy or as an additional Director up to the maximum number of Directors previously determined in general meeting.

If a Shareholder wishes to propose a person for election as a Director, unless the person proposed to be elected as a Director is a Director retiring at the general meeting or is recommended by the Board of Directors for election, a Shareholder shall follow the procedures for proposing a Director as set out below.

- A shareholder of the Company shall prepare a notice in writing (the “**Nomination Notice**”) indicating his/her intention to propose a person for election as a Director.

The Nomination Notice should state the full name of the person proposed for election as a Director and include such person’s biographical details as required by rule 17.50(2) of the GEM Listing Rules.

- The person proposed for election as a Director shall also prepare a notice in writing indicating his/her willingness to be elected.
- Such notices shall have been lodged at the headquarter of the Company in Hong Kong at 8th Floor, Eu Yan Sang Tower, 11-15 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong or at the address of Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- The period for lodgment of such notices will 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 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

(Extracted from the Articles of Association of the Company)

Date: 21 July 2017