

 **MTT Group Holdings Limited**
數科集團控股有限公司
MTT GROUP HOLDINGS LIMITED
數科集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2350)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR
ELECTION AS A DIRECTOR OF THE COMPANY**
(Adopted by the Company pursuant to a board resolution passed on 4 August, 2022)

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

1.1 Pursuant to the Amended and Restated Articles of Association of MTT Group Holdings Limited (the “**Company**”), the provisions for a shareholder to propose a person for election as a director of the Company are as follows:

- The Company may by ordinary resolution appoint any person to be a Director.

**2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES
ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

2.1 Pursuant to Rules 13.70, 13.73 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- 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.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 3.1 After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, they shall deposit a written notice (the “**Notice**”) with the company secretary.
- 3.2 The Notice (i) must state the intention of the shareholder concerned to propose the Candidate for election as a director of the Company, (ii) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules, and (iii) must be signed by the shareholder concerned and signed by the Candidate indicating the Candidate’s willingness to be elected and consent to the publication of his/her personal information.
- 3.3 The period for lodgement of the Notice shall commence on the day after the despatch of the notice of the meeting appointed for such election of Director and end on the earlier of (i) seven days after the date of such notice, or (ii) seven days prior to the date of such meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal for the election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Pursuant to the Company’s Amended and Restated Articles of Association, shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company in the following manner:
 - Extraordinary general meetings shall be convened on the requisition of Members holding at the date of deposit of the requisition Shares which carry in aggregate not less than one-tenth of the paid up capital of the Company, on a one vote per share basis. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists. If there are no Directors as at the date of the deposit of the Shareholders’ requisition, or if the Directors do not within twenty-one (21) calendar days from the date of the deposit of the requisition duly proceed to convene a general meeting to be held within a further twenty-one calendar days, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a general meeting, but any meeting so convened shall not be held after the expiration of three calendar months after the expiration of the said twenty-one calendar days.

- An extraordinary general meeting shall be called by not less than 14 days' notice in writing. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of these Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed (in the case of an extraordinary general meeting) by a majority of the Shareholders having a right to attend and vote at the meeting and present at the meeting.