

**AB BUILDERS GROUP LIMITED**  
**奧邦建築集團有限公司**

(the “Company”)

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1615)

**PROCEDURES FOR SHAREHOLDERS TO  
PROPOSE A PERSON  
FOR ELECTION AS A DIRECTOR OF THE COMPANY**

**1. Introduction**

Subject to applicable laws and rules, including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company’s articles of association (the “**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**”).

**2. Provisions in the Articles of Association**

2.1 Pursuant to Article 111 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

2.2 According to Article 113 of the Articles of Association, no person, other than a retiring Director, shall, unless recommended by the board of Directors (the “**Board**”) for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company.

### 3. Requirements under the Listing Rules

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

- (a) 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 general meeting;
- (b) 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; and
- (c) 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.

### 4. Procedures for Shareholders to Propose a Person for Election as a Director

- 4.1 Accordingly, if a Shareholder, who is duly qualified to attend and vote at any general meeting of the Company, wishes to propose a person (the “**Proposed Person**”) for election as a Director at a general meeting, the Shareholder shall deposit a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong at 18th Floor, United Centre, 95 Queensway, Hong Kong.
- 4.2 The Notice (i) should state the Shareholder’s intention to propose the Proposed Person for election as a Director; (ii) must include the biographical details of the Proposed Person as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the Shareholder concerned and signed by the Proposed Person indicating his/her willingness to be elected and consent of publication of his/her biographical details.
- 4.3 The period for lodgement of the Notice shall be at least seven (7) days commencing no earlier than the day after the despatch of the notice of general meeting and ending no later than seven (7) days prior to the date of such general meeting.
- 4.4 Upon receipt of the Notice after the publication of the notice of general meeting, the Company will, prior to the general meeting, publish an announcement or issue a supplementary circular to the Shareholders containing the information of the Proposed Person(s) pursuant to the Listing Rules, as applicable.

## **5. Requisition of an extraordinary general meeting by shareholders**

5.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director.

5.2 Other than election at annual general meetings, pursuant to Article 64 of the Articles of Association, extraordinary general meetings may be convened on requisition of Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such requisition shall be made in writing to the Board or the secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

*Note: If there is any inconsistency between the English and the Chinese versions of this document, the English version shall prevail.*

6 September 2018