

## **MOG HOLDINGS LIMITED**

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

**(the “Company”)**

**(Stock code: 1942)**

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

*(Adopted pursuant to a resolution passed by the board of directors of the Company on 23 March 2020)*

Pursuant to Article 85 of the Articles of Association of the Company, no person other than a director (the “**Director(s)**”) of the Company 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 written notice (the “**Notice(s)**”) signed by a member of the Company (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person for election and also a Notice signed by the person to be proposed of his/her willingness to be elected shall have been lodged at the head office (the “**Head Office**”) or at the registration office (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 despatch 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 despatch 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 member wishes to propose a person (other than the member himself/herself) for election as a Director at a general meeting, the member should deposit the following documents at the Head Office<sup>(1)</sup> or at the Registration Office<sup>(2)</sup> of the Company for the attention of the company secretary of the Company:

- (i) a Notice of his/her intention to propose a resolution at the general meeting, duly signed by the member with his/her name and address stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company’s branch share registrar in Hong Kong according to its records; and
- (ii) a Notice executed by the nominated candidate of the candidate’s willingness to be appointed together with (A) such information of that candidate as would be 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, (B) the candidate's written consent to the publication of his/her personal data, and (C) contact address and contact telephone number etc. of the candidate.

If the Notice is received less than fifteen (15) business days prior to that general meeting, the Company will consider adjourning the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the members at least fourteen (14) clear days and not less than ten (10) business days prior to the general meeting.

*Notes:*

1. Head Office address: Unit B, 13th Floor, Winsan Tower, 98 Thomson Road, Wanchai, Hong Kong
2. Registration Office address: Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong
3. If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

Adopted on 23 March 2020