



TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1201)

PROCEDURE FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

Pursuant to article 88 of the Bye-Laws of Tesson Holdings Limited (the “**Company**”), if a shareholder (the “**Shareholder**”) wishes to propose a person, other than a retiring director of the Company (the “**Director**”) or a person recommended by the directors, for election as a Director at a general meeting, such Shareholder, who is duly qualified to attend and vote at such general meeting, should lodge a written notice of nomination (the “**Notice**”) at Room 1007, Tsim Sha Tsui Centre, West Wing, 66 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong or the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”) at 17M Floor, Hopewell Centre, Queen’s Road East, Wanchai, Hong Kong for the attention of the company secretary of the Company.

The Notice should be given within the period commencing on the day after dispatch of the notice of the general meeting appointed for such election and ending no later than 7 days prior to the date of such general meeting and such period shall be at least 7 days (the “**Specified Period**”).

The Notice shall contain the following information:

- (a) as to each proposed nominee:
 - (i) the full name, age, nationality, business address and residential address of the nominee;
 - (ii) experience including (1) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (2) other major appointments and professional qualifications;
 - (iii) the principal occupation or employment of the nominee;



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- (iv) relationships with any directors, senior management or substantial or controlling shareholders of the Company;
 - (v) the class and number of shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) which are owned beneficially by the nominee;
 - (vi) the nominee’s written consent to the publication of his personal data; and
 - (vii) any other information relating to the nominee that would like to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the “HKEx”).
- (b) as to the Shareholder giving the Notice:
- (i) the name and record address of such Shareholder, as they appear on the Company’s books;
 - (ii) the class and number of shares or underlying shares of the Company within the meaning of Part XV of the SFO which are owned beneficially by the Shareholder;
 - (iii) a representation that such Shareholder intends to appear in person or by proxy at the meeting to nominate the persons named in the Notice; and
 - (iv) any other information relating to the Shareholder that would like to be brought to the attention of the other Shareholders and the HKEx.
- (c) The Notice must be signed by (i) the nominee; and (ii) the Shareholder, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.



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- (d) The Notice must be accompanied by (i) a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected; and (ii) certified true copy of the Hong Kong identification card or passport of the nominee.
- (e) The Company may request for additional documents or information later.

After receiving the aforementioned documents within the Specified Period, the nomination committee of the Company will review and make recommendations to the board of directors of the Company (the “**Board**”) on the selection of the proposed nominee. The Board will then propose such nominee for election as a Director at the general meeting.

The Shareholder proposing the nominee shall attend the general meeting in person (or in the case of a corporate Shareholder, represented by its duly appointed representative) and propose the resolution to appoint the nominee as a Director. A resolution proposed by a Shareholder to appoint a Director shall not require a seconder.

(The Chinese version is for reference only and in case of any discrepancy between the Chinese and English versions, the English version shall prevail.)