

江南集团有限公司 (“本公司”) 由股东提名候选董事之程序
Procedures for Nomination of Directors
of Jiangnan Group Limited (“Company”) by Shareholders

序言

Introduction

本公司股东 (“**股东**”) 可提名任何人(除卸任董事及股东本人以外)被委任为本公司董事 (“**候选董事**”)。有关股东于公司周年股东大会 (“**周年股东大会**”) 或特别股东大会 (“**大会**”) 内提名候选董事被选举为本公司董事的详细程序如下。

Shareholder(s) of the Company (each a “**Shareholder**”) may nominate person(s), other than a retiring director of the Company (“**Director**”) and the Shareholder himself/herself, to be appointed as a Director (“**Proposed Director**”). Details of the procedures for Shareholders to propose a person for election as a Director at a general meeting (either an annual general meeting (“**AGM**”) or extraordinary general meeting) of the Company (“**Meeting**”) are set out below.

提名资格

Qualification

公司股东的资格: 本公司現有股東並可出席及於大會投票。

Qualification of the Shareholder: an existing shareholder of the Company entitled to attend and vote at the Meeting

候选董事的资格: (i) 年满 18 岁或以上;

Qualification of the Proposed Director: (ii) 拥有公司董事提名委员会认为合适的工作经验及资格; 及

(iii) 不被任何法例禁止出任董事。

(i) has attained the age of 18 years;

(ii) should possess the necessary work experience and qualification considered fit by the nomination committee of the Company (“**Nomination Committee**”); and

(iii) should not be prohibited by law from being a director.

提名程序

Procedures

1. 提交一份由提名股东签署(如多于一名则所有股东)的**书面建议**, 连同候选董事的履历、候选董事同意出选的书而记录、身份证明文件副本及其它资料(包括但不限于香港联合交易所证券上市规则第 13.51(2)条或其它规则所要求的资料)送递本公司以下地址:

公司秘书
江南集团有限公司
香港新界沙田安耀街 2 号
新都广场 23 楼 09 室

注: 上述**书面建议**的提交时间不得早于大会通知发出当日及不得迟于大会举行日期之前 7 日。如收悉**书面建议**为少于大会举行日期之前 12 营业日, 本公司则有可能就大会举行日期延期, 以便给予股东就该建议 10 个营业日的通知。

Submit a **written notice** duly signed by the nominating Shareholder(s), together with the Proposed Director's CV with contact details, a written record of Proposed Director's willingness to be elected, copy of identification documents, information and details (including but not limited to details as required by rule 13.51(2) or such other rules of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to be disclosed by the Company) of the Proposed Director, to the Company to the following address:

Company Secretary
Jiangnan Group Limited
Unit 09, 23/F, Metropole Square
2 On Yiu Street
Shatin, N.T.
Hong Kong

*Note: The minimum length of the period of such **written notice** shall be seven (7) days and that the period for lodgment of such **written notice** shall commence no earlier than the day after the despatch of the notice of the Meeting and end no later than seven (7) days prior to the date of the Meeting. If such **written notice** is received less than 12 business days prior to the Meeting, the Company may need to consider the adjournment of such Meeting in order to allow Shareholders 10 business days notice of such proposal.*

2. 收到**书面建议**后公司会发出确认通知。

Acknowledgement of receipt will be provided by the Company.

3. 公司董事提名委员会将审阅并考虑候选董事是否适合被委任为本公司的董事。

The Nomination Committee will review and consider if the Proposed Director is appropriate to be appointed as a Director.

- 3.1 如候选董事适合被委任为本公司的董事，公司将会加入就委任候选董事为本公司董事的动议于周年股东大会或延期周年股东大会的议程内并就该股东大会详情刊发公告。

If the Proposed Director is considered appropriate, the resolution for the appointment of the Proposed Director will be inserted to the agenda of the Meeting or the adjourned AGM and an announcement in relation such general meeting will be issued by the Company.

- 3.2 如候选董事不适合被委任为本公司的董事，公司将会向提名股东发出书面通知解释原因。

If the Proposed Director is considered not appropriate, written notice with reasons will be given to the nominating Shareholder(s).