

GOLDIN FINANCIAL HOLDINGS LIMITED
(the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO
NOMINATE CANDIDATE FOR ELECTION AS DIRECTOR**

1. Objective

Subject to applicable laws and regulations, including the Listing Rules of The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Company has the policy to allow its shareholder(s) to nominate person(s) for election as director(s) of the Company (“Director”) in advance prior to the general meeting (“General Meeting”).

2. Qualifications of Person(s) who is/are Qualified to Nominate Person(s) for Election as the Company Director(s)

Shareholder(s) of the Company (“Shareholder”) who wish to nominate a person to become a candidate for election as director must possess the following qualifications:

- (a) hold at least 5% of the total number of shares of the Company as at the date of submitting the Proposal (as defined below). Collective number of shares can be from a single person or multiple shareholders.
- (b) hold shares of the Company at the proportion as stated in clause 2(a) above for the period of 12 consecutive months commencing from the date of first acquisition until the date of nomination.

3. Procedures for Submitting and Considering the Proposal

3.1 Shareholder(s) with qualifications as stipulated in clause (2) above must submit a proposal (the “Proposal”) in respect of the candidate nominated by such Shareholder(s) for election as a director to the board of directors of the Company(the “Board”). The Proposal shall include the following documents:-

- (a) a notice in writing of the intention to propose that person for election as a director and state the full name of the person proposed for election as a director, include the person’s biographical details as required by rule 13.51(2) of the Listing Rules;
- (b) Copy of I.D. card or passport (for foreigner), qualification documents such as educational background and working record of the nominate candidate with signatures to certify true copy;

- (c) a notice in writing by that person of his willingness to be elected as a Director;
- (d) evidence of shareholding as stipulated in clause (2) above (eg. share certificate); and
- (e) any additional documents that might be useful for consideration.

3.2 The Company may require any further information if it thinks appropriate.

3.3 The Proposal shall be lodged at least seven (7) days prior to the date of the General Meeting (inclusive of such day). If the Proposal is lodged at the Company less than eleven (11) business days prior to the General Meeting, the Company will need to consider the adjournment of the General Meeting in order to give shareholders at least ten (10) business days' notice to consider the Proposal in accordance with Listing Rule 13.70.

3.4 The Proposal must submit to the Company Secretary of the Company at 23/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

3.5 After the Company Secretary of the Company has received the Proposal and confirmed that the same includes the required information and supporting documents, the Board will proceed to consider the Proposal as soon as practicable to see whether it is suitable for it to make recommendation for the election of the relevant candidate to the office of director at the General Meeting. The shareholder(s) who submit(s) the Proposal will be notified by the Company of the decision of the Board before the commencement of the General Meeting.

Note 1: This document has been written in the Chinese and English language and, in the event of any conflict between the languages and any translation of this document, the English language version will prevail.