

## MMG Limited (Company)

Procedures for shareholder(s) of the Company (**Shareholder(s)**)  
to convene general meetings / nominate a person for election as a director of the Company (**Director**)

	<b>Procedures to convene meetings</b>	<b>Procedures to nominate a Director</b>
<b>Annual General Meeting (AGM)</b>	<ul style="list-style-type: none"> <li>The Company holds its AGM every year, usually in May or June.</li> </ul> <p><b>Convening AGM</b></p> <ul style="list-style-type: none"> <li>In the unlikely event that the Company fails to hold an AGM after six months has elapsed since the end of its accounting reference period by reference to which the financial year is to be determined (i.e. 31 December), a Shareholder may apply to the court in Hong Kong which on such application may call or direct the calling of an AGM to be held by the Company.</li> </ul> <p><b>Requesting to move a resolution at AGM:</b></p> <ul style="list-style-type: none"> <li>Shareholders holding at least 2.5% of the total voting rights of all Shareholders having the right to vote at the AGM; or at least 50 Shareholders who have a right to vote on the resolution at the AGM to which the requests relate can submit a written request to move a resolution at the AGM.</li> <li>The written request must state the resolution and be signed by all the Shareholders concerned.</li> <li>The written request must be deposited at Unit 1208, 12/F, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong, the registered office of the Company, for the attention of the Company Secretary or by fax sending the written request to the Company at +852 2840 0580 not later than six weeks before the AGM to which the requests related or if later, the time at which notice is given of that meeting.</li> <li>The request will be verified with the Company's Share Registrar and upon their confirmation that the request is proper and in order, the board of Directors (<b>Board</b>) will include the resolution in the agenda for the next AGM in accordance with statutory requirements. On the contrary, if the request has been verified as not in order, the Shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM.</li> <li>The Company will be responsible for the expenses in serving the notice of the resolution and circulating the statement submitted by the Shareholders concerned.</li> </ul>	<ul style="list-style-type: none"> <li>If a Shareholder wishes to propose a person other than a Director for election as a Director at the AGM, he/she can deposit a written notice to that effect signed by the Shareholder concerned at Unit 1208, 12/F, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong, the registered office of the Company, for the attention of the Company Secretary.</li> </ul> <p>The written notice must:</p> <ul style="list-style-type: none"> <li>state the full name of the person proposed for election as a Director;</li> <li>state the person's biographical details as required by Rule 13.51(2) of the Listing Rules; and</li> <li>be accompanied by a confirmation signed by the candidate indicating his/her willingness to be appointed.</li> </ul> <ul style="list-style-type: none"> <li>The notice should be lodged for a seven clear calendar days period commencing from the date of despatch of the AGM notice and no later than seven clear calendar days prior to the date of AGM.</li> <li>If the written notice is received after AGM notice has been despatched but later than seven clear calendar days prior to the date of AGM, the Company may need to consider the adjournment of the AGM in order to allow a sufficient period of notice.</li> </ul>

<b>General Meeting (GM)</b>	<b>Convening GM:</b> <ul style="list-style-type: none"> <li>Shareholders holding at least 5% of the total voting rights of all Shareholders having a right to vote at the GM of the Company can deposit a written request to convene an GM at Unit 1208, 12/F, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong, the registered office of the Company, for the attention of the Company Secretary or by fax sending the written request to the Company at +852 2840 0580.</li> <li>The written request (i) must state the general nature of the business to be dealt with at the meeting, and (ii) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting and be signed by the Shareholders concerned.</li> <li>The request will be verified with the Company's Share Registrar and upon their confirmation that the request is proper and in order, the Board will convene an GM by serving sufficient notice to all the registered Shareholders. On the contrary, if the request has been verified as not in order, the Shareholders concerned will be advised of this outcome and accordingly, an GM will not be convened as requested.</li> <li>Pursuant to the articles of association of the Company and the Companies Ordinance (Chapter 622 of the laws of Hong Kong), the notice period to be given to all the registered Shareholders for consideration of the proposed resolutions at an GM is not less than 14 days in writing.</li> <li>If the directors of the Company do not within 21 days after the date on which they become subject to the requirement to call a general meeting to be held on a date not more than 28 days after the date of the notice convening the meeting, the Shareholders concerned or any of them representing more than one half of the total voting votes of all of them, may themselves call a GM, provided that such GM must be called for a date not more than 3 months after the date on which the directors of the Company become subject to the requirement to call a meeting.</li> <li>Any reasonable expenses incurred by the Shareholders concerned by reasons of the failure of the directors of the Company duly to call a GM shall be repaid to the Shareholders concerned by the Company.</li> </ul>	<ul style="list-style-type: none"> <li>If a Shareholder wishes to propose a person other than a Director for election as a Director at an GM, he/she can deposit a written notice to that effect signed by the Shareholder concerned at Unit 1208, 12/F, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong, the registered office of the Company in the same manner for proposing the same at the AGM.</li> <li>The notice should be lodged for a seven clear calendar days period commencing from the date of despatch of the GM notice and no later than seven clear calendar days prior to the date of GM.</li> <li>If the written notice is received after GM notice has been despatched but later than seven clear calendar days prior to the date of GM, the Company may need to consider the adjournment of the GM in order to allow a sufficient period of notice.</li> </ul>
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