



# Strawbear Entertainment Group 稻草熊娱乐集团

(Incorporated under the laws of the Cayman Islands with limited liability)  
("Company")

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

### 1. Provisions in the Articles

Set out below is article 114 of the articles of association<sup>1</sup> (the "**Articles**") of the Company which provides the provisions in which a shareholder of the company can propose ("**Nomination Proposal**") a person (the "**Candidate**") for election as a director of the Company ("**Director**") at a general meeting:

*No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing signed by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under the Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.*

### 2. Requirements under the Listing Rules

Listing Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") are of relevance to a Nomination Proposal and state as follows:

#### Nomination of directors

*13.70 The issuer shall publish an announcement in accordance with rule 2.07C or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the issuer after publication of the notice of meeting. The issuer shall include particulars of the proposed director in the announcement or supplementary circular.*

*Note:* The issuer must assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

<sup>1</sup> The full Articles are available for viewing on the Company's website.

## Notices

13.74 *The issuer shall also disclose the details required under rule 13.51(2) of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting).*

### **3. The Procedures for making a Nomination Proposal**

If a shareholder wishes to make a Nomination Proposal, such shareholder shall deposit a written notice (the “**Notice**”) with the company secretary of the Company, at 40th Floor, Sunlight Tower, No. 248 Queen’s Road East, Wanchai, Hong Kong.

The Notice must (i) include details of the Candidate as required by Listing Rule 13.51(2); (ii) be signed by the shareholder making the Nomination Proposal with contact details (e.g. full name, contact telephone number, correspondence address); and (iii) be enclosed with a letter signed by the Candidate consenting to their willingness to be elected and to the disclosure of information relating to themselves in any publication of the Company.

The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of the relevant general meeting and end no later than seven days prior to date of such general meeting.

Should there be any discrepancy between English and Chinese versions, the English version shall prevail.