

**SG GROUP HOLDINGS LIMITED
(THE "COMPANY")**

**PROCEDURES FOR A SHAREHOLDER TO PROPOSE A PERSON FOR
ELECTION AS A DIRECTOR**

PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION

1. The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 114 of the Company's Articles of Association.
2. Extract of Article 114 is set out below:

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 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 this 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.

**REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF
SECURITIES ON THE GROWTH ENTERPRISE MARKET OF THE STOCK
EXCHANGE OF HONG KONG LIMITED (THE "GEM LISTING RULES")**

3. Pursuant to Rules 17.46A and 17.46B of the GEM Listing Rules, the Company shall:
 - (i) publish an announcement 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 Company after publication of the notice of general meeting;
 - (ii) include in the announcement or supplementary circular the particulars required under GEM Listing Rule 17.50(2) of such person proposed to be elected as a director;
 - (iii) publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
 - (iv) 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.

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

4. If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company's Hong Kong office at Unit 2, 3rd Floor, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong.
5. The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
6. The minimum length of the period, during which such Notice is given, shall be at least seven clear days and that (if the Notice is submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice shall commence on 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.
7. In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders are urged to submit and lodge the Notice as early as practicable.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.