

KATE CHINA HOLDINGS LIMITED
中持基業控股有限公司
(Incorporated in Hong Kong with limited liability)
(the “Company”)

Procedures for shareholders to propose a person for election as a director

Pursuant to Article 142 of the Articles of Association of the Company, no person (other than a director retiring at the meeting in accordance with the Articles of Association of the Company) shall, unless he is recommended by the board of directors for appointment to the office of director, be eligible for appointment to the office of director at any general meeting, or unless not earlier than the day after the dispatch of the notice of the meeting, and not later than seven (7) days prior to the date appointed for the meeting, there has been lodged at the registered office of the Company a letter, signed by at least a shareholder (other than the person to be proposed) qualified to attend and vote at the meeting for which such notice is given of his intention to propose the appointment or reappointment of such person to the office of director, and also a notice executed by that person to be proposed of his willingness to be appointed or re-appointed to the office of director.

A shareholder may propose a person other than a retiring director or recommended by the board of directors for election as a director by validly lodging the following documents within the period hereinafter mentioned at the registered office of the Company at Unit A, 10/F, Tontex Industrial Building, No. 2-4 Sheung Hei Street, San Po Kong, Kowloon, Hong Kong:

1. a notice in writing of the intention to propose the appointment or reappointment of such person to the office of director, which must state the full name of such person, include the person’s biographical details as required by rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and be signed by the proposing shareholder; and
2. a notice in writing signed by such person of his willingness to be appointed or re-appointed as a director together with his written consent to the publication of his/her personal data.

Such documents shall be lodged at the registered office of the Company within the period of seven (7) days after the dispatch of the notice of the general meeting. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement or issue a supplementary circular in respect of the proposal in

accordance with rule 17.46B of the Listing Rules.

In the event of any general meeting called by at least ten (10) clear business days' (as defined by the Listing Rules) or fourteen (14) days' (whichever is the longer) notice in writing, such documents lodged within the aforesaid period may be received less than ten (10) business days prior to the general meeting, in which case the Company will consider the adjournment of the general meeting in order to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.