

中升集团控股有限公司

ZHONGSHENG GROUP HOLDINGS LIMITED

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

SHAREHOLDERS’ RIGHTS

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

Requirements under the Articles of Association of the Company

Article 85 of the Articles of Association of the Company provides that no person, other than a retiring Director, shall be eligible for election to the office of Director at any general meeting unless:

1. he/she is recommended by the directors; or
2. a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) 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 (7) days prior to the date of such general meeting.

Requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)

Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- 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;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a director;
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and

- 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.

Documents to be Submitted by Shareholder

Accordingly, if a shareholder wishes to nominate a person to stand for election as a Director of the Company at the annual general meeting, the following documents must be validly served on the Company Secretary within the abovementioned period at the registered office of the Company, namely (i) his/her notice of intention to propose a resolution at the annual general meeting; and (ii) a notice signed by the nominated candidate of the candidate's willingness to be appointed together with (a) that candidate's information as required to be disclosed under rule 13.51(2) of the Listing Rules, and (b) the candidate's written consent to the publication of his/her personal data.