



GOLDEN EAGLE RETAIL GROUP LIMITED
金鷹商貿集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code : 3308)

(the “Company”)

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

According to Article 86(2) of the Articles of Association, subject to the Articles of Association and the Companies Law of the Cayman Islands, the Company may by ordinary resolution elect any person to be a director of the Company either to fill a casual vacancy on the board of directors (the “**Board**”), or as an addition to the existing Board.

According to Article 58 of the Articles of Association, any one or more shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company at Unit 1206, 12th Floor, Tower 2, Lippo Centre, 89 Queensway, Hong Kong, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisition(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

For more details, please refer to Articles 58 and 86(2) of the Articles of Association.

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