

Prosperous Printing Company Limited
萬里印刷有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 8385)

PROCEDURES FOR A SHAREHOLDER TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF PROSPEROUS PRINTING COMPANY LIMITED (THE “COMPANY”)

Pursuant to Rule 17.50C of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the Company sets out the procedures, as governed by the Company’s articles of association (“**Articles of Association**”), for shareholders to propose a person for election as a director of the Company (“**Director**”).

According to Article 143 of the Articles of Association, no person (other than a Director retiring at the meeting in accordance with the Articles of Association) shall be eligible for appointment to the office of Director at any general meeting unless:

- (a) he is recommended by the board of directors (the "**Board**") for appointment to the office of Director; or
- (b) 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 (the "**Office**") a notice signed by at least a member (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.

Accordingly, a shareholder (the “**Nominator**”) may propose a person (the “**Nominee**”) for election as a Director at the general meeting of the Company by lodging the following documents at the Office at 3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong for the attention of the Board of the Company:

- 1. a notice in writing signed by the Nominator of the intention to propose the Nominee for election as a Director in which the following information should be included:
 - (a) the biographical details of the Nominee as required by Rule 17.50(2) of the GEM Listing Rules; and
 - (b) the contact details of the Nominator and the Nominee.
- 2. a notice in writing by the Nominee of his willingness to be elected as a Director.

Such documents shall be lodged at least seven (7) days before the date of the general meeting and the period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting.

Upon receipt of the above documents, the Company shall publish an announcement or issue a supplemental circular to members of the Company in accordance with the requirements of the GEM Listing Rules, in each case containing, amongst others, the biographical details of the Nominee(s).

Requisition of a General Meeting by Shareholders

Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director.

Other than election at annual general meetings, pursuant to Article 74 of the Articles of Association, general meetings may be convened by the Board on requisition of shareholders in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).