

ZG Group
(找钢产业互联集团)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6676)
(Warrant Code: 2572)
(the “Company”)

**THE NOMINATION PROCEDURE OF
DIRECTOR CANDIDATE BY SHAREHOLDERS**

Pursuant to the relevant requirements of, inter alia, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company (the “**Articles**”), a summary of the procedure for a shareholder of the Company (the “**Shareholder**”) to propose a person for election as a director (including candidates for independent non-executive directors) of the Company is as follows:

- Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:
 - (a) 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 the general meeting; the notice of the general meeting by way of announcement shall be not less than 14 days before the date of the general meeting (in accordance with Rule 65);
 - (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
 - (c) publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
 - (d) 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.
- After the publication of the notice of the general meeting by the Company, if a Shareholder wishes to propose a person (“**Candidate**”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (“**Notice**”) with one of the company secretaries of the Company.
- The Notice (a) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (b) must be signed by the Shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to be elected and to the publication of his/her personal information for the purpose of or in relation to his/her standing for election as a director of the Company.
- The period for lodgment of the Notice shall commence on the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

- In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.
- Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company pursuant to Article 18 of the Articles.
- An extract of Article 18 is set out below:

“18.3 The Directors may call general meetings, and they shall on a Members’ requisition forthwith proceed to convene an extraordinary general meeting of the Company.

18.4 A Members’ requisition is a requisition of one or more Members holding at the date of deposit of the requisition not less than 10% of the voting rights, on a one vote per share basis, of the issued Shares which as at that date carry the right to vote at general meetings of the Company.

18.5 The Members’ requisition must state the objects and the resolutions to be added to the agenda of the meeting and must be signed by the requisitionists and deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.

18.6 If there are no Directors as at the date of the deposit of the Members’ requisition or if the Directors do not within 21 days from the date of the deposit of the Members’ requisition duly proceed to convene a general meeting to be held within a further 21 days, the requisitionists, or any of them representing more than one-half of the total voting rights of all of the requisitionists, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21 day period.

18.7 A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.”

- In the event that any translation of this document is provided, negotiated or executed along with the English language version of this document, the English language version of this document shall be the official version only, and where there are any inconsistencies between the English language version and any translated version of this document, the English language version of this document shall prevail.