



China Lifestyle Food and Beverages Group Limited
中國休閒食品集團有限公司
(incorporated in Bermuda with limited liability)
(the “Company”)

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

- If a shareholder of the Company (the “**Shareholder**”) wishes to propose a person other than a director of the Company (the “**Director**”) for election as a Director, the Shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with the appointment or election of director(s), may pursuant to bye-law 85 of the bye-laws of the Company deposit a written notice (the “**Notice**”) to the principal place of business of the Company in Hong Kong at Room 1104, Asia-Pac Commercial Centre, 10 North Point Road, North Point, Hong Kong, or the Company’s registered office in Bermuda at Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda or the branch share registrar of the Company (the “**Share Registrar**”), Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for the attention of the company secretary of the Company (the “**Company Secretary**”) of his intention to propose such person (not being himself) for election.
- The Notice must state clearly the name, the contact information of the Shareholder, the full name of the person proposed for election as a Director, including the person’s biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Shareholder concerned (other than the person to be proposed). The Shareholder concerned must prove his/her/their shareholding in the Company to the satisfaction of the Company. The Notice must also be accompanied by a letter of consent (the “**Letter**”) signed by the person proposed to be elected that he or she consents to be a Director, if elected.
- The period for lodgment of the Notice and the Letter will commence no earlier than the day after the despatch of the notice by the Company of the general meeting appointed for election of Directors and end no later than seven (7) days prior to the date of such general meeting. If the notice is received less than fifteen (15) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the shareholders at least fourteen (14) clear days and not less than ten (10) business days prior to the general meeting.
- The Company will check the Notice and the Letter and the identity and the shareholding of the Shareholder will be verified with the Share Registrar. If both the Notice and the Letter are found to be proper and in order, the Company Secretary will ask the board of directors of the Company to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.