



Acme International Holdings Limited

益美國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1870)

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

(Adopted by the board of directors of the Company on 18 October 2019)

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

- 1.1 The procedures for a shareholder of the Company (the “**Shareholder**”) to propose a person for election as a director of the Company (the “**Director**”) are laid down in Article 114 of the Company’s Articles of Association (the “**Articles**”).
- 1.2 Extract of Article 85 is set out below:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless 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.”

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED

- 2.1 Pursuant to Rules 13.70 to 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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;
 - (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 ten (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 ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

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

- 3.1 After the publication of the notice of the general meeting by the Company, if a Shareholder wishes to propose a person for election as a Director (the “**Candidate**”) at the general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong at:

Units A & B, 12/F
Yin Da Commercial Building
No. 181 Wai Yip Street
Kwun Tong
Kowloon
Hong Kong

for the attention of the company secretary of the Company.

- 3.2 The Notice must:

(a) include:

- (i) the full name of the Candidate (as stated in the Candidate’s passport);
- (ii) his/her biographical details as required by Rule 13.51(2) of the Listing Rules and/or relevant information as required under the Listing Rules or applicable laws; and
- (iii) the contact details of the Shareholder concerned and the Candidate; and

(b) be signed by the Shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her personal information.

- 3.3 The period for lodgement of the Notice 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.

- 3.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director pursuant to Article 64 of the Company’s Articles.

- 4.2 Extract of Article 58 is set out below:

“The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members 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, 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 (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(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.”