



# 慧居科技

**Wise Living Technology Co., Ltd**

**慧居科技股份有限公司**

*(A joint stock limited liability company incorporated in the People's Republic of China)*

**(Stock code: 2481)**

**(the "Company")**

## **Procedures for Shareholders to Propose a Person for Election as a Director**

Subject to the Articles of Association of the Company (the "**Articles of Association**"), the Company Law of the People's Republic of China 《中華人民共和國公司法》 and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") as amended from time to time, the Company may from time to time at general meeting by ordinary resolution elect any person to be a director of the Company (the "**Director**") either to fill a casual vacancy on the board of Directors (the "**Board**"), or as an addition to the existing Board.

Article 57, Article 79 and Article 80 of the Articles of Association provide that:

- (a) The Board, the Supervisory Committee and shareholders individually or jointly holding more than 3% of the Company's shares shall be entitled to put forward proposals to the general meeting in relation to the election of Directors.
- (b) Directors are elected at the general meeting for a term of three years. Directors are eligible for re-election upon expiry of their terms of office.

The chairman shall be elected and removed by more than half of all the directors. The term of office of the chairman shall be three years and he or she may be re-elected.

A director is not required to hold shares in the Company.

- (c) Director candidates shall generally be submitted by the Board of the Company to the general meeting of the Company by way of proposal. Shareholders and the Supervisory Committee of the Company may nominate candidates for directors in accordance with the Articles of Association.

The minimum length of the period for giving notice to the Company of the intention to nominate a candidate for election as a director and the period for giving notice to the Company by such candidate of his/her willingness to accept such nomination shall be at least seven days, which shall commence from the day after the despatch of the notice of the meeting for such election and end no later than seven days prior to the date of such meeting.

The Company will fully disclose the biography, reasons for election and the attitude of candidates towards nomination in the notice of meeting.

## **Required information of the candidate(s) nominated by shareholders**

In order to satisfy the relevant disclosure requirements of the issuer's Directors under the Listing Rules and to enable shareholders to make an informed decision on the election of Directors, the biographies and basic information of the Director candidates provided by the nominator to shareholders shall include (but not limited to) the followings:

- (a) full name and age;
- (b) positions held with the Company and its subsidiaries (if any);
- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment (including part-time employment) and such other information (such as business experience and academic qualifications) of which shareholders should be aware of, pertaining to the ability or integrity of the Director candidates;
- (e) relationships with the Company or any Directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (f) interests in shares within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance, or an appropriate negative statement;
- (g) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor any other matters relating to that nominated candidate's standing for election as a Director that should be brought to shareholders' attention;
- (h) whether it has been punished by the CSRC, the CIRC or other relevant authorities and stock exchanges; and
- (i) contact details.

Accordingly, if a shareholder of the Company wishes to nominate a person other than a Director to stand for election as a Director, the following documents must be validly served to the company secretary and the Board at the Company's principal place of business in Hong Kong at Unit B, 17/F, United Centre, 95 Queensway, Admiralty, Hong Kong, including (i) a notice issued and signed by a shareholder who wishes to nominate a candidate for election, and specifying its name and address in a qualified manner (valid after verification and confirmation by the Company's H share registrar based on records); and (ii) a notice signed by the nominated candidate of the candidate's willingness to stand for election, together with (a) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules and (b) the candidate's written consent to the publication of his/her personal data.

*Note: If there is any discrepancy between the Chinese and English expressions in this document, the Chinese version shall prevail.*