

Amuse Group Holding Limited
佰悅集團控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8545)

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

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

Pursuant to Article 113 of the Articles of Association of Amuse Group Holding Limited (the “Company”):

“No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.”

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “GEM LISTING RULES”)

Pursuant to Rules 17.46A and 17.46B of the GEM Listing Rules, the Company shall:

- 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 general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 17.50(2) of the GEM Listing Rules of such person proposed to be elected as a director;
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and

- 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.

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

- 3.1 If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “**Written Notice**”) to the Company’s principal place of business in Hong Kong at Flat A-C, 3A/F, Metex House, 24-32 Fui Yiu Kok Road, Tsuen Wan, Hong Kong or the Company’s Registration Office (i.e. Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).
- 3.2 The Written Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of the publication of his/her personal information.
- 3.3 The period for lodgment of the Written Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.
- 3.4 In order to allow the Company’s 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 Written Notice as early as practicable.

4. ADDITIONAL INFORMATION FOR REQUISITION OF AN EXTRAORDINARY GENERAL MEETING

- 4.1 Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company having the right of voting at general meetings may request the Company to convene an extraordinary general meeting pursuant to Article 64 of the Company's Articles of Association. The objects of the meeting must be stated in the related requisition deposited at the Company's head office/principal place of business in Hong Kong.

Hong Kong, 30 May 2018

Notes: If there are any discrepancies between the Chinese and English version, the English version shall prevail.