

National Arts Entertainment and Culture Group Limited
國藝娛樂文化集團有限公司
(“Company”)

Procedures for Nomination of Directors by the shareholders of the Company

Set out below are the procedures for shareholders of the Company (“**Shareholders**”) to propose a person for election as a director of the Company (“**Director**”) at a general meeting (either an annual general meeting or special general meeting) of the Company (“**Meeting**”):

1. A Shareholder who is a duly registered holder from time to time of the shares in the capital of the Company and is duly qualified to attend and vote at the general meeting, may nominate a person, other than himself/herself or a retiring Director (“**Proposed Director**”), for election as a Director at the Meeting. If a Shareholder wishes to propose a Proposed Director, for election as a Director at the Meeting, such Shareholder shall submit a written notice (“**Notice**”) to the Company’s head office in Hong Kong from time to time or the office of the Company’s branch share registrar in Hong Kong.
2. The Notice (i) must include the personal information of the Proposed Director as required by Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited; and (ii) must be signed by the Shareholder concerned for which the Notice is given of his/her intention to propose the Proposed Director for election and signed by the Proposed Director indicating his/her willingness to be elected and consent of publication of his/her personal information.
3. The minimum length of the period, during which the Notice is given, shall be at least seven (7) days. The period for lodgment of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.
4. In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Proposed Director as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.
5. The Nomination Committee of the board of Directors of the Company shall discuss and consider if the Proposed Director is appropriate to be appointed as a Director. If the Proposed Director is considered appropriate, the resolution for the appointment of the Proposed Director as a Director will be inserted to the agenda of the Meeting or the adjournment thereof and an announcement in relation to such general meeting will be issued by the Company. If the Proposed Director is considered not appropriate, written notice with reasons will be given to the nominating Shareholder(s).