

*These Procedures are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.*

**ZHI SHENG GROUP HOLDINGS LIMITED**

智昇集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8370)

**Procedures for Shareholders to propose a person for election as a Director**

The procedures for shareholders (the “**Shareholders**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) to propose a person for election as a director of the Company (the “**Director**”) are set out below:

- The Shareholder shall be duly registered in the principal register or any branch register of Shareholders of the Company as holder for the time being of any share in the share capital of the Company.
- The following shall be lodged at the principal place of business in Hong Kong of the Company at Level 12, China Minmetals Tower, 79 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong or at Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong:
  - a notice in writing by the Shareholder indicating the intention to propose a person for election as a Director; and
  - a notice in writing by the person proposed by the Shareholder for election as a Director indicating his/her willingness to be elected.
- The minimum length of the period, during which such notices may be given, will be at least 7 days.
- The period for lodgment of such notices 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 7 days prior to the date of such general meeting.

*(Extracted from the Articles of Association of the Company)*

Date: 19 January 2017