



GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

金輪天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01232)

Procedures for Members to Propose a Person for Election as a Director at General Meeting

Members of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) may refer to the requirements and procedures below for proposing a person for election as a director of the Company at any general meeting.

Article 85 of the Articles of Association of the Company provides that:-

“ 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 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.”

In other words, the member must sign a notice (the “**Notice**”) stating his intention to propose such person for election. The Notice must include the personal information of the proposed person as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the proposed person must sign a letter of consent stating his willingness to be elected shall have been lodged at the **headquarters and principal place of business in the PRC** of the Company located at 33/F, Golden Wheel International Plaza, No. 8, Hanzhong Road, Nanjing, PRC; or the **office of the Hong Kong share registrar** of the Company located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, with at least (7) day notice period is given. If the Notices are submitted after the despatch of the notice of the general meeting appointed 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.

The Chinese version of this document is for reference only.

*~~In case of any discrepancies or inconsistency between the English version and Chinese version, the English~~
version prevails.*