



FOURACE INDUSTRIES GROUP HOLDINGS LIMITED

科利實業控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1455)

Procedures for Shareholders to Convene General Meetings

The following procedures are subject to the memorandum and articles of association of Fourace Industries Group Holdings Limited (the “**Company**”) (as amended from time to time) (the “**M&A**”), and the applicable laws and regulations, in particular the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time) and the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.

1. ANNUAL GENERAL MEETING (“AGM”)

The Company holds a general meeting as its annual general meeting every year.

There are no provisions governing shareholders’ rights to put forward proposals or move resolutions at an AGM under the M&A or the laws of the Cayman Islands. Shareholders of the Company (the “**Shareholders**”) who wish to put forward proposals or move a resolution may however, require an extraordinary general meeting to be called by the board of directors of the Company (the “**Board**”) by following the procedures below. As stated in the M&A, each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

2. EXTRAORDINARY GENERAL MEETING (“EGM”)

Pursuant to the M&A, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the “**Eligible Shareholder(s)**”) shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the “**Company Secretary**”), to require an EGM to be called by the Board for the transaction of any business or resolution specified in such requisition.

Eligible Shareholders who wish to require an EGM to be called by the Board for the purpose of making proposals or moving a resolution at the EGM must deposit a written requisition (the “**Requisition**”) signed by the Eligible Shareholder(s) concerned to the principal place of business of the Company in Hong Kong at Unit Nos. 1106–07, 11/F Manhattan Centre, 8 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong, for the attention of the Company Secretary or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for the attention of Tricor

Investor Services Limited, being the branch share registrar of the Company in Hong Kong.

The Requisition must state clearly the full name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM, the agenda of the EGM including the details of the business(es) or resolutions proposed to be transacted at the EGM, and signed by the Eligible Shareholder(s) concerned.

The Company will check the Requisition and the identity, and the shareholding of the Eligible Shareholder(s) will be verified with the Company's branch share registrar in Hong Kong. If the Requisition is found to be proper and in satisfaction of the requirements set out in the M&A, the Company Secretary will ask the Board to within two (2) months convene an EGM and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the EGM after the deposit of the Requisition.

On the contrary, if the Requisition has been verified as not in satisfaction of the requirements set out in the M&A, the Company will advise the Eligible Shareholder(s) concerned of such finding; and accordingly, the Board will not convene an EGM and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the EGM.

If within 21 days of the deposit of the Requisition, the Board has not advised the Eligible Shareholder(s) of any finding to the contrary and fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with the M&A, and all reasonable expenses incurred by the Eligible Shareholder(s) as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) by the Company.

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This document is in English and Chinese. In case of any inconsistency, the English version shall prevail.