

**AEON STORES (HONG KONG) CO., LIMITED**

**永旺(香港)百貨有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock code: 984)

**Procedures for Nominating Directors for Election from Shareholders**

Shareholders may nominate Directors for election to the office of Director by one of following ways:

A. Appointment at general meeting convened for election of Directors

Article 90 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 Board, be eligible for election to the office of Director at any general meeting unless during a period of not less than seven days commencing no earlier than the day after the dispatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date appointed for the meeting, there have been given to the Secretary notice in writing by some member (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

Accordingly, if a shareholder of the Company wishes to nominate a person (the “Candidate”) to stand for election as a director of the Company, that shareholder shall provide the following documents to the Secretary of the Company within the period specified in Article 90 of the Articles of Association of the Company:

- (i) Notice (“**Notice of Nomination**”) in writing signed by the shareholder giving his/her intention to propose the Candidate for election as a director of the Company; and
- (ii) Notice (“**Notice of Consent to be Elected**”) in writing signed by the Candidate to indicate his willingness to be elected.

The Notice of Nomination and the Notice of Consent to be Elected shall be sent together, by registered mail, to the Company at Units 07-11, 26/F, CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, for the attention of the Secretary of the Company.

B. Appointment at general meeting requisitioned by members under The Companies Ordinance

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1. Members of the Company holding at the date of the deposit of the requisition not less than one-twentieth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company may requisite the Directors of the Company to proceed duly to convene an extraordinary general meeting of the Company to consider and, if thought fit, approve the appointment of such person for election to the office of Director of the Company, and also notice (**“Notice of Consent to be Appointed”**) in writing signed by the person to be proposed of his willingness to be appointed.
2. The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited, together with the Notice of Consent to be Appointed, at the registered office of the Company, and may consist of several documents in like form, each signed by one or more requisitionists.
3. If the Directors of the Company do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date.
4. A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors of the Company.
5. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors of the Company duly to convene a meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors of the Company as were in default.

### C. Provision of Information

In either of the above ways, the members / requisitionists shall provide the following information to the Company forthwith:

1. The category of directorship (i.e. Executive Director, Non-executive Director or Independent Non-executive Director) that the proposed candidate shall become upon his election to the Board.
2. The reasons for the nomination.
3. The proposed candidate's interests in any contracts with the Company and its associates (as defined under the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited).
4. The information required of the proposed candidate for disclosure under Rule 13.51(2)(a) to (x) of the Listing Rules.
5. The proposed candidate's confirmation as to whether there are any matters that need to be brought to the attention of the shareholders of the Company in connection with his proposed election as an Executive Director, Non-executive Director or Independent Non-executive Director of the Company.
6. The proposed candidate's declaration if he is disqualified from acting as a director under the Companies Ordinance.
7. The proposal, for the consideration of the Board of Directors of the Company, to address the requirement of Article 86 of the Articles of Association if the proposed election, if materialized, will result in the number of directors exceeding the maximum number of directors permitted by Article 86 of the Articles of Association.

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