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## DEXIN CHINA HOLDINGS COMPANY LIMITED

德信中国控股有限公司

(the “Company”)

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2019)

### PROCEDURES FOR SHAREHOLDERS TO CONVENE GENERAL MEETINGS

The following procedures are subject to the memorandum of association and articles of association of the Company (as amended from time to time) (the “M&A”), and the applicable legislation and regulation, 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).

#### 1. Annual General Meeting

- 1.1 Pursuant to the M&A, the Company shall hold a general meeting as its annual general meeting (the “AGM”) in each year, which must be called by notice in writing of not less than 21 days and not less than 20 clear business days.
- 1.2 There are no provisions allowing shareholders of the Company (the “Shareholders”) to propose additional resolutions other than those as set out in the AGM notice at the AGM under the M&A. Shareholders who wish to propose additional resolutions may, however, convene an extraordinary general meeting (the “EGM”) to do so by following the procedures below.

#### 2. Extraordinary General Meeting (EGM) – Procedures for shareholders to convene an EGM

- 2.1 Pursuant to the M&A, an EGM shall be called by notice in writing of not less than 14 days and not less than 10 clear business days.
- 2.2 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 having 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 of directors of the Company (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 specified in such requisition.

- 2.3 Eligible Shareholder(s) who wish to convene an 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 Room 1901, 19/F Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, for the attention of the Company Secretary.
- 2.4 The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM, the agenda proposed to be included and the details of the business(es) proposed to be transacted at the EGM. The Requisition must be signed by the Eligible Shareholder(s) concerned.
- 2.5 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. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM within two (2) months and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the EGM after the deposit of the Requisition.
- 2.6 If within 21 days of the deposit of the Requisition the Board has not advised the Eligible Shareholders of any outcome 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) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.

*Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*