



Time2U International Holding Limited

時間由你國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(the “**Company**”)

(Stock code: 1327)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

(Adopted pursuant to a resolution passed by the board (“**Board**”) of directors (“**Directors**”) of the Company on 19 December 2014)

1. The following procedures for shareholders (“**Shareholders**”) of the Company to propose a person for election as a director of the Company are prepared in accordance with Article 85 of the articles of association of the Company with effective from the listing date of the Company:
 - 1.1 If a Shareholder wishes to propose a person (“**Candidate**”) for election as a Director at a general meeting, he/she should deposit (i) a written notice (“**Proposal Notice**”) duly signed by him/her of the intention to propose the Candidate for election as a Director; and (ii) a written notice (“**Consent Notice**”) duly signed by the Candidate of his/her willingness to be elected at either of the following addresses, 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:

Principal place of business of the Company in Hong Kong

9th Floor, ICBC Asia Building

122 Queen’s Road Central

Central, Hong Kong

Hong Kong branch share registrar and transfer office of the Company

Tricor Investor Services Limited

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong

- 1.2 The Proposal Notice (i) must state clearly the name of the Shareholder and his/her/ their shareholding in the Company; (ii) must be accompanied by the information of the Candidate as required by Rule 13.51(2) of the Rules ("**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Exchange**"), as summarised and set out in paragraph 1.5 below; and (iii) must be signed by the Shareholder proposing the Candidate for election as a Director.
- 1.3 The Consent Notice (i) must indicate his/her willingness to be elected and consent of the publication of his/her information as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the Candidate.
- 1.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Proposal Notice and the Consent Notice as early as practicable.
- 1.5 The Proposal Notice referred to in paragraph 1.1 shall be accompanied by the following information of the Candidate(s):
 - (a) full name and age;
 - (b) positions held with the Company and/or its subsidiaries;
 - (c) experience including (i) other directorships held in the past three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - (d) length or proposed length of service with the Company;

- (e) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
 - (f) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), or an appropriate negative statement; and
 - (g) a declaration made by the Candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that Candidate's standing for election as a Director that should be brought to Shareholders' attention.
2. To enable the Shareholders to make an informed decision on their election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the Proposal Notice and the Consent Notice. The Company shall include particulars of the Candidate in the announcement or supplementary circular. The Company shall assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least ten (10) clear business days to consider the relevant information disclosed in the announcement or supplementary circular.

Note: The Chinese version is for reference only, and the English version shall prevail in case of any inconsistency between the English version and the Chinese translation thereof.

29 January 2015