

## **ITC PROPERTIES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code : 199)

(the “Company”)

### **Procedures for a member to propose a person for election as a director**

The following procedures relating to a member of the Company (the “Member”) proposing a person for election as a director of the Company (the “Director”) are subject to the Company’s bye-laws, the Bermuda Companies Act 1981 and the applicable legislation and regulation:

1. If a Member, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of Director(s), wishes to propose a person (other than the person to be proposed) for election as a Director at that meeting, he/she can deposit a written notice at the Company’s principal place of business in Hong Kong for the attention of the board of Directors (the “Board”) or the company secretary of the Company (the “Company Secretary”) or at the branch share registrar in Hong Kon.
2. In order for the Company to inform all Members of that proposal, the written notice must state the full name of the person proposed for election as a Director, his/her biographical details as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Member concerned together with a written notice signed by the person proposed for election as a Director indicating his/her willingness to be elected.
3. The minimum length of the period during which such written notice(s) are given, shall be at least seven (7) days and the period for lodgment of such notice(s) will commence no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) days prior to the date of such general meeting. If the notice is received less than fifteen (15) business days prior to the date of that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the members at least fourteen (14) clear days and not less than ten (10) clear business days prior to the general meeting.

Members who have enquiries about the above procedures or have enquiries to put to the Board may write to the Company Secretary at the Company’s principal place of business in Hong Kong.

1st March, 2019 (Revised)

*In case of inconsistency, the English version of these procedures shall prevail over the Chinese version.*