

China Wood Optimization (Holding) Limited
(the “Company”)
(Incorporated in the Cayman Islands with limited liability)
中國優材(控股)有限公司
(「本公司」)
(於開曼群島註冊成立的有限公司)
(Stock Code: 1885)
(股份代號：1885)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR OF THE COMPANY**
股東提名人選參選為本公司董事的程序

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

本公司組織章程細則的規定

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 113 of the Company’s Articles of Association.
有關股東提名人選參選為本公司董事的規定載列於本公司組織章程細則內之細則第 113 條。

- 1.2 Extract of Article 113 is set out below:

細則第 113 條的原文節錄如下：

No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

除非一項有意提名選舉該位人士為董事的書面通知以及一項該位被推選人士簽發表明其願意選舉之書面通知已呈交至本公司總辦事處或註冊辦事處，否則概無人士（退任董事除外）有權在任何股東大會上選舉出任董事職位（除非由董事會推選）。提交該等通知之期間須由不早於指定進行該推選之股東大會通告寄發翌日起計，及不遲於該股東大會舉行日期前七日結束，而向本公司發出該等通知之最短期間須為最少七日。

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

香港聯合交易所有限公司證券上市規則（「《上市規則》」）的規定

2.1 Pursuant to Rules 13.74 and 13.70 of the Listing Rules, the Company shall:

根據《上市規則》第 13.74 條及 13.70 條，本公司必須遵守以下規定：

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
如本公司在刊發股東大會通告後，收到一名股東提名某名人士於股東大會上參選董事的通知，本公司必須刊登公告或發出補充通函；
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
公告或補充通函內須包括該位被提名參選董事人士按《上市規則》第 13.51(2)條的規定而須披露的資料；
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
公告或補充通函必須最遲在有關股東大會舉行日期前 10 個營業日刊發；及
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.
本公司必須評估是否需要將選舉董事的會議押後，讓股東有至少 10 個營業日考慮公告或補充通函所披露的有關資料。

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

股東提名人選參選董事的程序

3.1 If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he or she shall deposit a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong.

若股東擬提名個別人士（「候選人」）於股東大會上參選為本公司董事，須將書面通知（「提名通知」）送交本公司的香港主要營業地點。

Head Office and Principal Place of Business of the Company in Hong Kong

本公司於香港的總辦事處及主要營業地點

Address : Room 2204, 22/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong

地址 : 香港灣仔港灣道25號海港中心22樓2204室

Email : qho@bmintelligence.com

電郵

Attention: the Board of Directors/Company Secretary

收件人：董事會／公司秘書

3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed and dated by the Candidate indicating his or her willingness to be elected and consent of publication of his or her personal information.

該提名通知必須：(i) 包括候選人按《上市規則》第 13.51(2)條的規定而須披露的資料；及 (ii) 由有關股東簽署，以及候選人簽署以表示其願意接受委任和同意公佈其個人資料。

3.3 The period for lodgement of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.

遞交提名通知的期間將由股東大會的通告發送後開始，至該股東大會舉行日期前 7 天結束。

3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

為了讓本公司的股東有充足時間考慮有關選舉候選人為本公司董事的建議，本公司促請擬提建議的股東盡早遞交其提名通知。

4. ADDITIONAL INFORMATION

補充資料

4.1 Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting pursuant to Article 64 of the Company's Articles of Association. The relevant requisition shall be made in writing to the board of directors (the "Board") or the company secretary of the

Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

根據本公司組織章程細則內之細則第 64 條，持有本公司實繳股本不少於十分之一而又附有可於股東大會上投票權利的股東可要求本公司召開股東特別大會。有關的請求書須註明召開股東特別大會的目的及要求，並以書面形式送交本公司董事會或公司秘書。

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

註：如本文件的英文及中文版本有任何差異，概以英文版本為準。

Date: 8 September 2016

日期: 2016 年 9 月 8 日