

MS GROUP HOLDINGS LIMITED

萬成集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1451)

(the “Company”)

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

1. Pursuant to Rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the Company sets out the procedures, as governed by the Company’s articles of association (“**Articles of Association**”), for a shareholder(s) of the Company (the “**Shareholder(s)**”) to propose a person for election as a director of the Company (“**Director(s)**”).
2. According to Article 85 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting (either an annual general meeting or extraordinary general meeting (the “**Meeting**”)) unless a written notice signed by a member (other than the person to be proposed) (“**Nominee**”) duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed (“**Nominator**”) of his willingness to be elected shall have been lodged at at the Company’s principal place of business in Hong Kong from time to time, which is currently at Room 907, 9/F, Enterprise Square Tower 1, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong for the attention of the company secretary of the Company:
 - (a) a notice in writing signed by the Nominator of the intention to propose the Nominee for election as a Director in which the following information should be included:
 - i. a copy of identification documents;
 - ii. the biographical details of the Nominee (including but not limited to details as required by Rule 13.51(2) of the Listing Rules); and
 - iii. the contact details of the Nominator and Nominee.
 - (b) a notice in writing by the Nominee of his willingness to be elected as a Director and consent of publication of his/her personal information.
3. The minimum length of the period of such written notice shall be lodged at least seven (7) days before the date of the general Meeting and the period for lodgement of such notices shall commence on the day after the despatch of the notice of the Meeting appointed for such election and end no later than seven days (7) prior to the date of such Meeting.

4. In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Nominee as a Director, Shareholder who wish to make the proposal are urged to submit and lodge the notices as early as practicable.
5. Acknowledgement of receipt of the written notice will be provided by the Company.
6. The nomination committee of the board of Directors will review and consider if the Nominee is appropriate to be appointed as a Director.
 - (a) If the Nominee is considered appropriate, the resolution for the appointment of the Nominee will be inserted to the agenda of the Meeting or the adjourned Meeting and an announcement in relation to such Meeting will be issued by the Company.
 - (b) If the Nominee is considered not appropriate, written notice with reasons will be given to the Nominator.

Hong Kong, 31 May 2018