

TPV

TPV TECHNOLOGY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 903)

PROCEDURES FOR PROPOSING ELECTION OF DIRECTOR(S)

Subject to the applicable laws and rules, including the Companies Act 1981 of Bermuda and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and the Company's Memorandum of Association and Bye-laws ("Bye-laws"), as amended from time to time, shareholders of the Company ("Shareholders", and each a "Shareholder") may put forward proposal in general meetings to nominate any person to stand for election as a director of the Company ("Director").

Bye-law 103 of the Bye-laws provides that: -

“103 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 at least seven days before the date of that general meeting. The period for lodgment of the notice required under this Bye-law shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.”

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be duly lodged at the Head Office or at the Registered Office of the Company for the attention of the Company Secretary:-

- (i) a notice of his/her intention to propose such a resolution in the general meeting, duly signed by the Shareholder with his/her name and address stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company's share registrar according to its records; and
- (ii) a notice executed by the nominated candidate of the candidate's willingness to be appointed together with (A) such information of that candidate as would be required to be disclosed under Rule 13.51(2) of the Listing Rules, (B) the candidate's written consent to the publication of his/her personal data, and (C) contact address and contact telephone number etc. of the candidate.

In order to ensure other Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals in case of nominating candidate(s) for election as Director, as early as practicable in advance of the relevant general meeting, preferably not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which there are dealings/trading on the Stock Exchange) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrar, and procure the publication of an announcement and/or the despatch of a supplementary circular to Shareholders in compliance with the applicable requirements under the Listing Rules. In the event that any such proposal is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant general meeting so as to give Shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.