Lap Kei Engineering (Holdings) Limited
立基工程(控股)有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8369)

Procedures for Nomination of Directors by Shareholders

1. Pursuant to Rule 17.50C of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"), Lap Kei Engineering (Holdings) Limited (the "**Company**") sets out these procedures to provide shareholders of the Company (the "**Shareholder(s)**") with detailed procedures by which they can use for nominating a person for election as a director of the Company ("**Director**").

2. According to Article 85 of the Articles of Association of the Company (the "**Articles**"), 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 unless a written notice signed by a duly registered holder from time to time of the shares in the capital of the Company (other than the person to be proposed) 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 of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company.

3. Accordingly, if a Shareholder wishes to nominate a person (the "**Proposed Candidate**") to stand for election as a Director at a general meeting of the Company, the following documents must be validly served to the Board or the company secretary of the Company at the head office and principle place of business in Hong Kong at Room 6, 6/F, Block B, Tonic Industrial Centre, 19 Lam Hing Street, Kowloon Bay, Hong Kong:-

   a) a written notice signed by the Shareholder(s), who is/are duly qualified to attend and vote at the meeting, of his/her intention to propose the Proposed Candidate for election as a Director; and
   b) a written notice signed by the Proposed Candidate of his/her willingness to be elected as a Director.

4. As stipulated in the aforesaid Article, the period for lodgement of such 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.

5. In order to allow the Company to inform the Shareholders of the proposal and to enable the Shareholders to make an informed decision on their election at a general meeting, the written notice must state the full name of the Proposed Candidate and include his/her biographical details as required under Rule 17.50(2) of the GEM Listing Rules, as amended from time to time, as published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Proposed Candidate's written consent to the publication of his/her personal data.

6. Upon receipt of the written notices from the Shareholder(s) to propose the Proposed Candidate(s) at the general meeting, the Company will then publish an announcement in accordance with the requirements under the GEM Listing Rules or issue a supplementary circular. The particulars of the Proposed Candidate will be included in the announcement or supplementary circular of the Company.

7. If you any questions in relation to the procedures for proposing a person as a Director, please make a written enquiry to the Company at Room 6, 6/F, Block B, Tonic Industrial Centre, 19 Lam Hing Street, Kowloon Bay, Hong Kong.