Liuliumei Co., Ltd.

PROCEDURES FOR SHAREHOLDERS TO NOMINATE CANDIDATES FOR ELECTION AS DIRECTORS

The shareholders of Liuliumei Co., Ltd. (the "**Company**") may propose a candidate for election as a director of the Company at a shareholders' meeting (including annual general meetings and extraordinary general meetings) to be convened at the time when the Company is required to elect directors in accordance with the provisions of the Articles of Association (the "**Articles of Association**") effective from the date on which the overseas-listed shares issued under the Company's initial public offering were listed on the Main Board of The Stock Exchange of Hong Kong Limited (and which may be amended from time to time).

1. Provisions of the Articles of Association

1.1 The provisions concerning shareholders proposing candidates for directors of the Company are set out in Article 85 of the Articles of Association. An extract of Article 85 of the Articles of Association is as follows:

"Article 85 List of candidates for directors shall be submitted to the general meeting by way of proposal.

When voting in respect of the election of directors at the general meeting, a cumulative voting system shall be adopted in accordance with the Articles of Association or resolutions at the general meeting. Companies with the largest shareholder and persons acting in concert interest hold 30% or above of the total shares should adopt cumulative voting systems.

The Company shall implement a cumulative voting system for the election of two or more directors.

If the general meeting elects directors by cumulative voting, the voting for independent directors and non-independent directors shall be conducted separately.

The cumulative voting system mentioned in the preceding paragraph refers to: in electing directors at the general meeting, the voting right(s) carried by each share shall be the same as the number of directors to be elected. The voting right(s) of the shareholders can be exercised on a concentration basis. The Board shall announce the biographical details and basic information of the candidates for directors to the shareholders."

2. Provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")

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

- publish an announcement or issue a supplementary circular upon receiving a notice from any shareholder proposing persons for election as directors at a general meeting after the issue of the notice of such general meeting;

- set out in the announcement or supplementary circular the data that the persons proposed for election as directors are required to disclose pursuant to Rule 13.51(2) of the Listing Rules;

- publish the aforesaid announcement or issue the aforesaid supplementary circular not less than 10 business days prior to the date of the relevant general meeting; and

- assess whether it is necessary to adjourn the meeting for the election of directors so as to allow shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. Procedures for Shareholders to Propose Candidates for Election as Directors

3.1 After the Company issues the notice of the general meeting, any shareholder who intends to propose a person (the "**Candidate**") for election as a director of the Company at such general meeting shall submit a written notice (the "**Notice**") to the Company in accordance with Article 59 of the Articles of Association.

An extract of Article 59 of the Articles of Association is as follows:

"Article 59 Where the Company convenes a general meeting, the Board, the Audit Committee, and the shareholders who individually or collectively hold more than 1% of the Company's shares shall have the right to make proposals to the Company.

The shareholders who individually or collectively hold more than 1% of the Company's shares (including preference shares with restored voting rights, etc.) may raise a temporary proposal and submit it to the convener in writing ten days before the general meeting is held. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal, announce *the contents of the temporary proposal, and submit the temporary proposal to the general meeting for approval. However, unless the temporary proposal is in violation of the laws, administrative regulations or the Articles of Association or does not fall within the scope of the general meeting's terms of reference.*

Except as provided for in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the general meeting or add new proposals after the notice of the general meeting has been issued.

Proposals not specified in the notice of the general meeting or not in compliance with the provisions of the Articles of Association shall not be voted on and resolved by the general meeting."

3.2 The Notice shall (i) set out the personal information of the candidate as required under Rule 13.51(2) of the Listing Rules; (ii) contain the information specified under Article 62 of the Articles of Association; and (iii) be signed by the relevant shareholder, and the candidate shall also sign the Notice to confirm that he/she intends to stand for election as a director and consents to the disclosure of his/her personal information.

An extract of Article 62 is as follows:

"Article 62 Where the general meeting is to discuss matters relating to the election of directors, full details of the candidates for directors will be disclosed in the notice of the general meeting, including at least the following particulars: (i) personal circumstances such as educational background, work experience and part-time employment;(ii) whether there is a related relationship with the Company or the Company's controlling shareholders and de facto controllers;(iii) disclosure of the number of shareholdings in the Company;(iv) whether they have been penalized by the CSRC and other relevant authorities and subject to the disciplinary actions imposed by stock exchanges.

Except for the election of directors by cumulative voting, each candidate for director shall be put forward by a single proposal."

3.3 In order to allow the Company's shareholders sufficient time to consider the proposal concerning the election of candidates for directors, any shareholder intending to propose candidates for election as directors is requested to submit and deliver the Notice as early as possible prior to the date of the relevant general meeting.

4. Shareholders' Request for Convening an Extraordinary General Meeting

4.1 Shareholders may request the Company to convene an extraordinary general meeting for the purpose of proposing candidates for election as directors in accordance with Article 54 of the Articles of Association.

An extract of Article 54 is as follows:

"Article 54 Shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to request the Board to convene an extraordinary general meeting which shall be submitted in writing to the Board. The Board shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide a written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within ten days upon receipt of the request.

If the Board agrees to convene the extraordinary general meeting, the Board shall serve a notice of such meeting within five days after the Board resolution is made. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.

If the Board disagrees to convene an extraordinary general meeting or fails to give a reply within ten days upon receipt of the request, shareholders who individually or collectively hold more than 10% of the Company's shares (including preference shares with restored voting rights, etc.) shall have the right to propose to the Audit Committee to convene the extraordinary general meeting and shall submit their request in writing. The Audit Committee shall provide a written feedback on making a resolution on whether to convene extraordinary general meeting within ten days upon receipt of the request.

If the Audit Committee agrees to convene an extraordinary general meeting, the Audit Committee shall, within five days upon receipt of the request, issue a notice calling for the meeting. Changes to the original request in the notice shall be subject to the approval of relevant shareholders.

If the Audit Committee fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the Audit Committee shall not convene and preside over the general meeting, in which case, the shareholders who individually or collectively hold more than 10% of the Company's shares (including preference shares with restored voting rights, etc.) for more than 90 consecutive days may convene and preside over the meeting by themselves."

Shareholders are advised to refer to the Articles of Association for further details on the relevant procedures.