



**Plover Bay Technologies Limited**  
**珩灣科技有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1523)**

**(the “Company”)**

## **SHAREHOLDERS’ RIGHTS**

**1. The way in which shareholders of the Company (“Shareholders”) can convene an extraordinary general meeting (“EGM”)**

Pursuant to Article 64 of the Articles of Association of the Company (the “**Articles**”), EGMs shall also be convened on the requisition of one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company, by written requisition to the board of directors of the Company (the “**Board**”) or the company secretary of the Company (the “**Company Secretary**”), to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and lodged to the Board or the Company Secretary at the Company’s principal place of business at Unit A5, 5/F, Hong Kong Spinners Industrial Building Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong and may consist of several documents in like form each signed by one or more requisitionists.

If the requisition is in order, the Company Secretary will ask the Board to convene an EGM by serving sufficient notice in accordance with the requirements under the Articles to all the registered Shareholders. On the contrary, if the requisition is invalid, the members concerned will be advised of this outcome and accordingly, an EGM will not be convened as requested.

## **2. The procedures Shareholders can use to propose a person for election as a Director**

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 by any shareholder(s) and notice in writing by that person of his willingness to be elected including that person's biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), shall have been lodged to the Board or the Company Secretary at the Company's principal place of business at Unit A5, 5/F, Hong Kong Spinners Industrial Building Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong at least 7 days before the date of the general meeting. The lodgement of notice should also be in compliance with the other requirements of the Listing Rules.

## **3. The procedures for sending enquiries to the Board**

Any Shareholder(s) of the Company who wish to raise his/their enquiry(ies) concerning the Company to the Board may deliver his/their written enquiry(ies) to the principal place of business of the Company in Hong Kong with the address at Unit A5, 5/F, Hong Kong Spinners Industrial Building Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong or at any address notified by the Company from time to time and for the attention of the Chairman of the Board or the Company Secretary. Upon receipt of the enquiry(ies), the Company would reply as soon as possible.

Dated: 12 July 2016

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