

# Vertical International Holdings Limited

## 弘浩國際控股有限公司

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

(Stock Code: 8375)

### 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**”), Vertical International Holdings Limited (the “**Company**”) sets out these procedures, as governed by the Company’s articles of association (the “**Articles of Association**”), to provide shareholders of the Company (the “**Shareholder(s)**”) with detailed procedures which they should follow for nominating a person for election as a director of the Company (“**Director**”).
2. According to Article 85 of the Articles of Association, a Shareholder (the “**Nominator**”) may propose a person (the “**Nominee**”) for election as a Director at a general meeting of the Company convened for purposes of appointing directors by lodging the following documents at the head office at Unit 9, 27/F, W50, 50 Wong Chuk Hang Road, Hong Kong or the share registrar and transfer office of the Company in Hong Kong at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, respectively for the attention of the company secretary of the Company:
  - (a) a notice in writing signed by the Nominator(s), who is/are duly qualified to attend and vote at the meeting, of his/her intention to propose the Nominee(s) for election as a Director; and
  - (b) a notice in writing signed by the Nominee(s) of his/her willingness to be elected as a Director.
3. Such notices shall be lodged at least seven days before the date of the general meeting and the period for lodgment of such notices shall 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 seven days prior to the date of such general meeting.

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4. 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 Nominee(s) 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](http://www.hkex.com.hk)) and the Nominee's written consent to the publication of his/her personal data.
5. Upon receipt of the written notices from the Nominator(s) to propose the Nominee(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 Nominee(s) will be included in the announcement or supplementary circular of the Company.
6. If you have any questions in relation to the procedures for proposing a person as a Director, please make a written enquiry to the Company at Unit 9, 27/F, W50, 50 Wong Chuk Hang Road, Hong Kong.

*Note:* If there is any inconsistency between the English and Chinese versions of these Procedures for Nomination of Directors by Shareholders, the English version shall prevail.