



## **TESSON HOLDINGS LIMITED**

**天臣控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1201)**

### **PROCEDURES FOR SHAREHOLDERS TO CONVENE GENERAL MEETINGS**

The following procedures are subject to applicable laws, rules, regulations and the Bye-laws of Tesson Holdings Limited (the “**Company**”) as amended, modified and/or supplemented from time to time.

#### **Annual General Meeting**

An annual general meeting (“**AGM**”) of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding AGM unless a longer period would not infringe the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) and place as may be determined by the board of directors of the Company (the “**Board**”).

#### **Special General Meeting**

Each general meeting, other than an AGM, shall be called a special general meeting (“**SGM**”). General meetings may be held in any part of the world as may be determined by the Board.

#### **Procedures on how Shareholders can convene a SGM**

Pursuant to Bye-law 58 of the Company’s Bye-laws and section 74 of the Companies Act 1981 of Bermuda, the Board may whenever it thinks fit call SGM, and shareholders of the Company (the “**Shareholders**”) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a SGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting, the requisitionists themselves may do so.



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The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists.

If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition

A meeting so convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

### **Procedures for putting forward proposals at Shareholders' meeting by a Shareholder**

Sections 79 and 80 of the Bermuda Companies Act allow certain Shareholder(s) to make requisition to the Company to move a resolution at an AGM or circulate a statement at any general meeting of the Company.

Under section 79 of the Bermuda Companies Act, it shall be the duty of the Company on the requisition in writing of such number of Shareholders, at the expense of the requisitionists unless the Company otherwise resolves:

- (a) to give to the Shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.



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The number of Shareholders necessary to make the above-mentioned requisitions to the Company shall be:-

- (a) either any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
- (b) not less than one hundred Shareholders.

Notice of any such intended resolution shall be given, and any such statement shall be circulated, to the Shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Shareholder by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

Section 80 of the Companies Act sets out the conditions to be met before the Company is bound to give notice of any resolution or to circulate any statement. Pursuant to section 80 of the Companies Act, the Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in above unless:

- (a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the registered office of the Company:
  - (i) in the case of a requisition requiring notice of a resolution, not less than six (6) weeks before the meeting; and
  - (ii) in the case of any other requisition, not less than one (1) week before the meeting; and



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- (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the procedures in above.

Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date six (6) weeks or less after the copy has been deposited, the copy though not deposited within the abovementioned time shall be deemed to have been properly deposited for the purposes thereof.

*(The Chinese version is for reference only and in case of any discrepancy between the Chinese and English versions, the English version shall prevail.)*