



海天地悅旅集團有限公司
S.A.I. LEISURE GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1832)

(the “Company”)

**PROCEDURES FOR A SHAREHOLDER TO PROPOSE A PERSON FOR ELECTION
AS A DIRECTOR OF THE COMPANY**

(adopted by the Board on April 9, 2019)

The Company adopts a formal, considered and transparent procedure for shareholders to propose a person for election as a director of the Company. The following procedures are subject to the Company’s articles of association, the Companies Law of the Cayman Islands and applicable legislation and regulation:

- If a shareholder, who is entitled to attend and vote at the general meeting convened to deal with the appointment or election of Director(s), wishes to propose a person (other than himself/herself) for election as a Director at that meeting, he/she may lodge a written notice with the Company Secretary of the Company at 5/F, Nanyang Plaza, 57 Hung To Toad, Kowloon, Kong Kong.
- In order for the Company to inform all shareholders of that proposal, the written notice must state (i) his/her intention to propose such person for election as a Director, and (ii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) for publication by the Company and be signed by the shareholder concerned and the person who has been proposed indicating his/her willingness to be elected.
- The period for lodgement of the above notice shall be a seven-day (7) period commencing on a day after the despatch of the notice of the general meeting appointed for such election of Director(s). If the Directors should determine and notify the shareholders of a different period for lodgement of the above notice, such period shall in any event be a period of not less than seven (7) days, commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting.

- Upon receipt of the above notice from a shareholder which is received after publication of the notice of general meeting, the Company shall, prior to the general meeting, publish an announcement or issue a supplementary circular disclosing the particulars of the proposed Director pursuant to Rule 13.51(2) of the Listing Rules.

Shareholders who have enquiries regarding the above procedures may write to the Company Secretary at 5/F, Nanyang Plaza, 57 Hung To Road, Kowloon, Hong Kong.

(May 16, 2019)