

Asia Pioneer Entertainment Holdings Limited
亞洲先鋒娛樂控股有限公司
(the “Company”)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8400)

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

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

Pursuant to Article 113 of the Articles of Association of Asia Pioneer Entertainment Holdings Limited (the “Company”):

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 and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgment of the notices required under this Article will 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 and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

**2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF
SECURITIES ON THE GROWTH ENTERPRISE MARKET OF THE STOCK
EXCHANGE OF HONG KONG LIMITED (THE “GEM LISTING RULES”)**

Pursuant to Rules 17.46A and 17.46B of the GEM Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after the publication of the notice of meeting;
- include in the announcement or supplementary circular the particulars of such person proposed to be elected as a director required under Rule 17.50(2) of the GEM Listing Rules;
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days (as defined in the GEM Listing Rules) to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

- 3.1 If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “**Written Notice**”) to the Company’s principal place of business in Hong Kong at 31/F, 148 Electric Road, North Point, Hong Kong.
- 3.2 The Written Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of the publication of his/her personal information.
- 3.3 The period for lodgment of the Written Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.
- 3.4 In order to ensure the Company’s shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company without adjourning the general meeting, shareholders are urged to submit and lodge the Written Notice as early as practicable preferably at least 15 business days prior to the date of the general meeting appointed for such election.

Notes: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

Hong Kong, 14 November 2017