



PF GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(the “**Company**”)

(Stock Code: 8221)

Procedures for a Shareholder to Propose a Person for Election as a Director

1. The following procedures apply to shareholders who wish to propose a person for election as a director of the Company (the “**Director**”). These procedures are subject to the Companies Law of the Cayman Islands, Cap. 22 (Law 3 of 1961) (as amended from time to time), the articles of association of the Company (as amended from time to time) (the “**Articles of Association**”) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and other applicable legislation and regulation.
2. According to Article 85 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) (“**Nominator**”) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed (“**Nominee**”) of his willingness to be elected shall have been lodged at the head office or the principal place of business in Hong Kong at 11/F., New World Tower II, 16-18 Queen’s Road Central, Hong Kong for the attention of the company secretary of the Company:
 - (a) a notice in writing signed by the Nominator of the intention to propose the Nominee for election as a Director in which the following information should be included:
 - i. the biographical details of the Nominee as required by Rule 17.50(2) of the GEM Listing Rules; and
 - ii. the contact details of the Nominator and the Nominee.
 - (b) a notice in writing by the Nominee of his willingness to be elected as a Director and consent of publication of his/her personal information.

3. Such notice shall be lodged at least seven (7) days before the date of the general meeting and the period for lodgement 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 (7) prior to the date of such general meeting.
4. In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Nominee as the Director, shareholders who wish to make the proposal are urged to submit and lodge the notices as early as practicable.

Hong Kong, 5 January 2017

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.