



PERSISTENCE RESOURCES GROUP LTD

集海資源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2489)

(the “Company”)

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

**(Adopted by the Company pursuant to a resolution passed at
the Board Meeting held on 30 November 2023)**

The following procedures apply to shareholders of the Company (the “**Shareholder(s)**”) who wish to propose a person for election as a Director. These procedures are subject to the Companies Act of the Cayman Islands, Cap. 22 (Law 3 of 1961) (as amended from time to time), the memorandum and articles of association of the Company (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other applicable legislation and regulation:

1. REQUIREMENTS UNDER THE LISTING RULES

- 1.1 If a shareholder (other than the person to be proposed), who is duly qualified to attend and vote at a general meeting convened, wishes to propose a person (the “**Candidate**”) (other than a retiring Director or the shareholder himself/herself) for election as a Director at a general meeting, he/she shall lodge a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong at Level 20, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.
- 1.2 The Notice (i) must state his/her intention to propose the Candidate for election as a Director; (ii) must state the personal information of the Candidate as required under Rule 13.51(2) of the Listing Rules; and (iii) must be signed by the Shareholder concerned and the Candidate to indicate his/her willingness to be elected and consent to the publication of his/her personal information.
- 1.3 The minimum length of the period for lodgment of the Notice shall be at least seven (7) days and the period for lodgment of the Notice shall commence on the day immediately after the dispatch of the notice of the general meeting appointed for such election of Director and end no later than seven (7) days prior to the date appointed for such general meeting.

1.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

2. REQUISITE INFORMATION OF THE CANDIDATE(S) NOMINATED BY SHAREHOLDERS

Additional information of the nominated Candidate required:

- (a) full name (in both English and Chinese), age and gender;
- (b) types of proposed directorship (i.e. executive Director, non-executive Director or independent non-executive Director);
- (c) length or proposed length of service with the Company (if any);
- (d) positions held with the Company and/or any of its subsidiaries (if any);
- (e) experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (f) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware, pertaining to the ability or integrity of the Candidate;
- (g) relationships with any Directors or senior management or substantial Shareholders or controlling Shareholders of the Company, or an appropriate negative statement;
- (h) any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), or an appropriate negative statement;
- (i) contact details (including telephone number, facsimile number and e-mail address, if any);
- (j) supporting documents that are required to facilitate necessary disclosure in the announcement of the Company concerning the nomination; and
- (k) other information as required under Rule 13.51(2) of the Listing Rules, or an appropriate negative statement.

3. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 3.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company pursuant to Articles 17.3, 17.4, 17.6 and 17.7 of the Company's Articles.

Extract of Articles 17.3, 17.4, 17.6 and 17.7 set out below:

Article 17.3

“The Directors may call general meetings, and they shall on a Members' requisition forthwith proceed to convene an extraordinary general meeting of the Company.”

Article 17.4

“A Members' requisition is a requisition of one or more Members holding at the date of deposit of the requisition not less than 10% of the voting rights, on a one vote per share basis, of the issued Shares which as at that date carry the right to vote at general meetings of the Company.”

Article 17.6

“If there are no Directors as at the date of the deposit of the Members' requisition or if the Directors do not within 21 days from the date of the deposit of the Members' requisition duly proceed to convene a general meeting to be held within a further 21 days, the requisitionists, or any of them representing more than one-half of the total voting rights of all of the requisitionists, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21 day period.”

Article 17.7

“A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.”

Shareholders who have enquiries about the above procedures may write to the Company Secretary at the Company's principal place of business in Hong Kong at Level 20, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Note: This document has been translated into Chinese. In case of discrepancies between the English version and Chinese versions, the English version shall prevail.

Hong Kong, 21 December, 2023