

# REAL GOLD MINING LIMITED

( the “Company” )

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 246)

## PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

1. Pursuant to article 85 of the articles of association of the Company, 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 (the “**Notice**”) signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting is given to the Company Secretary of the Company (the “**Secretary**”). Such Notice must specify his intention to propose such person for election and must be signed by the person to be proposed to signify his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period (the “**Notice Period**”), during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notice is submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and shall end no later than seven (7) days prior to the date of such general meeting.
2. If a shareholder (the “**Proposer**”) wishes to propose a person to stand for election as a director, the following documents must be validly served at the Company’s place of main business in Hong Kong at Unit 502, 5/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong for the attention of the Secretary within the Notice Period:
  - i. the Proposer’s notice of intention to propose a resolution for appointment of a candidate as director at the annual general meeting, together with:
    - (a) the name and record address of the Proposer and, if any, beneficial owner, as they appear on the Company’s register of members;
    - (b) the number of shares in the Company which are owned beneficially or of record by the Proposer and, if any, beneficial owner;
    - (c) a description of all agreements or other arrangements or understandings (if any) between or among the Proposer and, if any, beneficial owner or any of their respective affiliates or associates, and any other person or persons (including the name of such person(s)) in connection with such proposal; and
    - (d) confirmation that the Proposer intends to appear in person or by proxy at the relevant annual general meeting; and
  - ii. a notice signed by the proposed candidate of the candidate’s willingness to be appointed as director together with:
    - (a) the candidate’s information as required to be disclosed under Rule 13.51(2) of The Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);

- (b) the candidate's full name (as in the Hong Kong identity card or passport, as the case may be), previous names, alias, residential address, Hong Kong identity card number (or passport number and its issuing country, if no Hong Kong identity card number) and contact details including home, office and mobile phone numbers, email address and correspondence address (if different from the residential address above); and
  - (c) the candidate's written consent to the publication of his/her information referred to in (a) and (b) above by the Company as appropriate.
- 3. If notices are received in accordance with paragraph 2 above, the Company shall, pursuant to Rule 13.70 of the Listing Rules, publish an announcement or issue a supplementary circular in respect of the proposal. If the notices are received less than 14 days prior to the general meeting, the Company will need to consider whether an adjournment of the general meeting is necessary in order to allow the shareholders at least 10 business days to consider the relevant information on the proposed directors as disclosed in the announcement or supplementary circular.