

委任、选举及罢免董事的程序

一、委任及选举董事

根据弘阳地产集团有限公司（「**本公司**」）《公司组织章程细则》（「**《章程细则》**」）第 111 条，本公司可通过普通决议案选出任何人士为董事，以填补现有董事的临时空缺或新增职位。

根据公司《章程细则》第 113 条，股东如欲推荐本公司董事局推荐的人士以外的人士在股东大会上参选本公司董事，该有权出席并于该股东大会上享有投票权的股东须递交书面提名通知，而该被提名人士亦须递交书面通知表明其参选意愿的通知至 Offices of Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands (致公司秘书)。提名股东还应按照《香港联合交易所有限公司证券上市规则》（「**上市规则**」）第 13.51(2)条提供予本公司该被提名人士之履历。

该等通知须于选举董事的股东大会会议通告发出后翌日起计至该股东大会日期前七日内的期限内递交，该期限最短为七天。

当发出股东大会通告后收到上述通知时，本公司须按照上市规则第 13.70 条规定于股东大会日期前发布载有根据上市规则第 13.51(2)条要求披露被提名参选董事人士的资料之公共或发出补充通函。

二、罢免董事

股东可根据《章程细则》第 114 条在选任董事任期届满前以普通决议案罢免任何选任董事。

Appointment, Election and Removal of Directors

1. Appointment and Election of Directors

According to Article 111 of the Articles of Association (the “**Articles of Association**”) of Redsun Properties Group Limited (the “**Company**”), the Company may by ordinary resolution elect any person to be a director either to fill a casual vacancy or as an addition to the existing Directors.

Pursuant to Article 113 of the Articles of Association, if a shareholder wishes to propose a person other than a person recommended by the board of directors for election as a director at the general meeting, such shareholder, who must be entitled to attend and vote at such general meeting, should lodge a notice in writing of his intention to propose such person for election together with a notice in writing by the proposed person of his or her willingness to be elected to Offices of Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands (Attention: the Company Secretary). The nominating shareholder should also provide to the Company biographical details of the person he or she proposes to be elected as a director required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The notices should be given within the period commencing on the day after the despatch of the notice of the general meeting appointed for such election of directors and ending no later than seven days prior to the date of such general meeting and such period shall be at least seven days.

Upon receipt of the above notices after the despatch of the notice of the general meeting, the Company shall 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 prior to the general meeting in accordance with Rule 13.70 of the Listing Rules.

2. Removal of Directors

Shareholders may by ordinary resolution remove any elected director before his/her term of office has expired in accordance with Article 114 of the Articles of Association.