



Blue River Holdings Limited

("Company")

(incorporated in Bermuda with limited liability)

(Stock Code: 498)

Procedures for Shareholders of the Company to Propose a Person for Election as a Director of the Company

Bye-law 85 of the Bye-laws of the Company provides that no person other than a director of the Company ("**Director(s)**") retiring at general meeting shall be eligible for election as a Director at any general meeting unless:

- (a) he/she is recommended for election by the board of Directors or the Directors present and entitled to vote at a meeting of the Directors at which a quorum is present; or
- (b) a notice signed by a shareholder of the Company ("**Shareholder(s)**") (other than the person to be proposed) 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 of his willingness to be elected shall have been lodged at the head office of the Company as the Directors may from time to time determine to be the principal office of the Company or at the registered office of the Company provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch 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 despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served on the Company at its principal place of business in Hong Kong at least seven (7) days prior to the date of the general meeting appointed for such election:

- (i) his/her notice of intention to propose a resolution; and
- (ii) a notice signed by the nominated candidate of his/her willingness to be elected together with (A) the candidate's information required to be disclosed under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and other information as referred to under the heading "Requisite information of the candidate(s) nominated by Shareholders" below, and (B) the candidate's written consent to the publication of his/her personal data.

In order to ensure that other Shareholders have sufficient time to receive and consider the particulars of the nominated candidate(s), Shareholders are urged to submit their proposals as early as practicable, preferably before a stipulated time, so that an announcement can be issued or a supplementary circular containing particulars of the candidate(s) proposed by such Shareholders can be dispatched to the Shareholders on time.

Requisite information of the candidate(s) nominated by Shareholders

In order to enable other Shareholders to make an informed decision on their election of Director(s), the said notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate:

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company and its subsidiaries (if any);
- (c) 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;
- (d) 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;
- (e) length or proposed length of service with the Company (if any);
- (f) relationships with any Directors or senior management of the Company or substantial Shareholders or controlling Shareholders, or an appropriate negative statement;
- (g) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) contact details; and
- (i) a declaration made by the nominated candidate in respect of the information required under rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements.

Note: The procedures set out herein are subject to the Company's Bye-laws, the Bermuda Companies Act 1981 and all other applicable legislation(s) and regulation(s).

Date: 29 November 2022 (Revised)