

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

1. Provisions in the Company’s Amended and Restated Articles of Association

1.1 The provisions for a shareholder of China Tobacco International (HK) Company Limited (the “**Company**”) to propose a person for election as a director of the Company (the “**Director**”) are laid down in Article 109 of the Company’s Amended and Restated Articles of Association.

1.2 Article 109 is set out below:

(a) The Company may, from time to time, by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board.

(b) No person (other than a Director retiring in accordance with these Articles) shall be eligible for election to the office of Director at any general meeting under paragraph (a) above unless:

(i) he is recommended by the Board for re-election; or

(ii) he is nominated by notice in writing by a member (other than the person to be proposed) entitled to attend and vote at the meeting, and such notice of nomination shall be given to the Company Secretary within the seven-day period (or a longer period as may be determined by the Directors from time to time) commencing no earlier than the day after the despatch of the notice of such meeting and ending no later than seven days prior to the date appointed for such meeting. The notice of nomination shall be accompanied by a notice signed by the proposed candidate indicating his willingness to be appointed or re-appointed.

2. Requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”)

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a director;
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and

- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. Procedures for Shareholders to Propose a Person for Election as a Director

- 3.1 If a shareholder of the Company wishes to propose a person (the “**Candidate**”) for election as a Director at a general meeting, he/she shall give a written notice (the “**Notice**”) to the Company Secretary .
- 3.2 The Notice must: (i) include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be appointed or re-appointed and consent of publication of his/her personal information.
- 3.3 The Notice shall be given within the seven-day period (or a longer period as may be determined by the Directors from time to time) commencing no earlier than the day after the despatch of the notice of such meeting and ending no later than seven days prior to the date appointed for such meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, shareholders who wish to make the proposal are urged to submit and deliver the Notice as early as practicable.