

*In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.*

**WINDMILL Group Limited**  
(海鑫集團有限公司)  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 1850)  
(the “Company”)

## **PROCEDURES FOR A SHAREHOLDER TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR OF THE COMPANY**

The following procedures are subject to the Amended and Restated Articles of Association of the Company, the Cayman Islands Companies Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and applicable rules and regulations:

1. If a shareholder of the Company (“**Proposer**”), who is duly qualified to attend and vote at a general meeting, wishes to propose a person (other than the Proposer himself/herself) for election as a director of the Company (“**Candidate**”) at a general meeting of the Company where the appointment of director(s) is on the agenda (the “**Meeting**”), the Proposer should lodge a written notice of nomination (“**Notice**”) at either (a) the Company's principal place of business in Hong Kong at Unit 1603, 16/F., Tower 1, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong for the attention of the Company Secretary; or (b) the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for the attention of and redirection to the Company, provided that the minimum length of the period during which such Notice is given shall be at least seven (7) days and that (if the Notice is submitted after the despatch of the notice of the Meeting appointed for such election) the period for lodgment of such Notice shall commence on the day after the despatch of the notice of the Meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.
2. In order for the Company to inform all members of the proposal, the Notice must state the full name of the Candidate, type of his/her identification document and its number, his/her biographical details as required by Rule 13.51(2) of the Listing Rules and be signed by the Proposer. The Notice must be accompanied

by a written consent signed by the Candidate indicating his/her willingness to be elected as a director of the Company.

Note:

The Company will be required to publish an announcement or issue a supplemental circular upon receipt of the Notice (if it is received after the despatch of the notice of the Meeting) and in such circumstances an adjournment of the Meeting may be required in order to despatch the supplemental circular or an announcement not less than 10 business days before the date of the general meeting to consider the subject matter.

11 February 2019