

SHUNTEN INTERNATIONAL (HOLDINGS) LIMITED
順騰國際(控股)有限公司
(the “Company”)

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

The following procedures are subject to the Company’s Articles of Association (the “AOA”), the Companies Act of the Cayman Islands, the Listing Rules and the applicable laws and regulation.

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are governed in Article 58 and Article 85 of the AOA.

1.2 Extract of Article 58 of the AOA is set out below:

The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

1.3 Extract of Article 85 of the AOA is set out below:

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 signed by a Member (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 or at the Registration Office 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.

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

2.1 Pursuant to paragraph 14(5) of Appendix A1 of the Listing Rules, members holding a minority stake in the total number of issued shares (excluding treasury shares) must be able to convene an extraordinary general meeting and add resolutions to a meeting agenda. The minimum stake required to do so must not be higher than 10% of the voting rights, on a one vote per share basis, in the share capital (excluding treasury shares) of the issuer.

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

- publish an announcement in accordance with Rule 2.07C 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 of the proposed director required under Rule 13.51(2) of the Listing Rules;
- publish such announcement or supplementary circular at least seven (7) 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 a longer period of at least ten (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 AT A GENERAL MEETING

- 3.1 If a shareholder (who holds no less than one-tenth of the paid-up capital of the Company and is duly qualified to attend and vote at a general meeting) wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice or requisition (the “**Notice**”) at the Company’s head office at Unit D, 7/F., KC100, 100 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong or at the Company’s Registration Office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. The Company is required to hold the general meeting within two (2) months after the deposit of the Notice. The nomination committee of the Company shall review the Notice before recommendation is made to the board of Directors of the Company for consideration and shareholders for approval at the relevant general meeting.
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder and signed by the Candidate indicating his/her willingness to be elected as a director of the Company and consent of publication of his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day following the despatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.
- 3.4 Upon receipt of the Notice from a shareholder which is received after publication of the notice of general meeting, the Company shall, prior to the general meeting, publish an announcement or issue a supplementary circular (as the case may be) disclosing the particulars of the Candidate pursuant to Rule 13.51(2) of the Listing Rules.

3.5 Subject to the approval of the shareholders in the general meeting, the Company will thereafter (i) complete all the necessary procedures in respect of the appointment including but not limited to document verification of the credentials of the Candidate and director training; and (ii) enter into a service contract with the Candidate and the Candidate shall be subjected to retirement by rotation and re-election in accordance with the AOA.

3.6 This procedure shall be reviewed on an annual basis as required.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.