



**Jinhui Holdings Company Limited**

**金輝集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

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

Subject to the applicable laws and regulations, including the Companies Ordinance of Hong Kong and the Listing Rules of The Stock Exchange of Hong Kong Limited (“Listing Rules”), and the provisions of the Company’s Articles of Association as amended, the Company may by ordinary resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

Pursuant to the article 95 of the Company’s Articles of Association, no person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:

- a. he is recommended by the Directors; or
- b. not earlier than the day after the despatch of the notice of the general meeting and not later than seven days prior to the date of the meeting which period shall be at least 7 days, notice executed by a member qualified to vote on the appointment or reappointment has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company’s register of Directors, together with notice executed by that person of his willingness to be appointed or reappointed. Such notice shall be lodged with the Company no later than seven days prior to the date of the meeting appointed for such election.

Accordingly, if a shareholder of the Company (other than the person to be proposed) wishes to propose a person, other than a Director, for election as a director of the Company at any general meeting, that shareholder may put forward the proposal at a general meeting under the following procedures:

1. The shareholder may deposit a written notice of intention to propose a resolution to that effect at the registered office of the Company for the attention of the Company Secretary of the Company.

The register office of the Company is located at 26/F, Yardley Commercial Building, 1-6 Connaught Road West, Hong Kong.

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2. The notice of intention shall contain the shareholder's name and record address as appear on the Company's register of members, the number of shares held, the proposal of the resolution at general meetings and signed by the shareholder concerned. Such notice of intention must be accompanied by the written notice signed by that person proposed for election as a director.
3. A written notice which contain the following information of the person proposed for election as a director:
  - 3.1 Full name and contact details of that person, and his/her biographical details as required by rule 13.51(2) (a) to (g) of the Listing Rules;
  - 3.2 A declaration made by that person in respect of information required by 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 the requirement of the rule 13.51(2); and
  - 3.3 Consent of that person indicating his/her willingness to be elected as a director of the Company; and to the publication of his/her personal data.
4. The nomination committee of the Company shall review the written notice before recommendation is made to the Board of the Company for the Board's consideration. The Company may require that person to furnish other information as to enable shareholders of the Company reasonably determine the eligibility of that person to serve as director or as independent director of the Company and to make an informed decision at the general meeting.
5. The notice of intention as mentioned in (2) accompanied with the written notice as mentioned in (3) must be lodged at the Company's registered office not earlier than the day after the dispatch of the notice of the general meeting (inclusive of such day) and not later than seven days prior to the date of the meeting appointed for such election and such period shall be at least seven days.