

Pou Sheng International (Holdings) Limited (the “Company”)

PROCEDURES FOR PROPOSING A PERSON FOR ELECTION AS A DIRECTOR BY SHAREHOLDERS

The procedures for the shareholder(s) of the Company (the “Shareholder(s)”) to propose a person for election as a director of the Company (a “Director”) are generally governed by the provisions of the Company’s Bye-laws and applicable laws, rules and regulations, which prevail what is stated in these procedures in case of inconsistency.

1. Shareholders may propose a person for election as a Director by the following ways:

- (a) A Shareholder or a group of Shareholders holding not less than one-tenth of the voting rights may requisition a special general meeting to propose a person to be elected as a Director. Such requisition shall be deposited at the registered office of the Company for the attention of the board of directors (the “Board”) or the company secretary of the Company (the “Company Secretary”);
- (b) a Shareholder or a group of Shareholders holding not less than one-twentieth of the voting rights or not less than 100 Shareholders may propose a resolution to elect a Director at the next annual general meeting; or
- (c) if the notice of an annual general meeting includes the election of Directors, any Shareholder may propose the election of any person as a Director at the annual general meeting.

Provided that, in each case, notice of writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company. The period for lodgment of the notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than (7) seven days prior to the date of such general meeting, provided that the minimum length of the period, during which such notice(s) are given, shall be at least (7) seven days.

2. Written requisition or notice

The written requisition or notice given by the nominating Shareholder(s) pursuant to paragraph 1 must:

- (a) be signed by the nominating Shareholder(s);
- (b) specify the full name and address, as they appear in the Company’s share register, of the nominating Shareholder(s), and the name and principal business address of any other beneficial Shareholder(s) known by the nominating Shareholder(s) to support such nominated Director; and
- (c) specify the class and number of shares which are beneficially owned by the nominating Shareholder(s) on the date of such written requisition or notice and the class and number of shares which are beneficially owned by any other beneficial Shareholder(s) known by the nominating Shareholder(s) to be supporting such nominated Director(s) on the date of such written requisition or notice.

3. Biographical information of the Director(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on the proposed election of Directors, the written requisition or notice under paragraph 1 shall be accompanied by the following biographical information of the nominated Director:

- (a) full name and age;
- (b) positions held with the Company and/or other companies of the group of the Company (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 the Shareholders should be aware, pertaining to the ability or integrity of the nominated Director;
- (e) length or proposed length of service with the Company (if any);
- (f) relationships with any Directors or senior management or substantial shareholders or controlling shareholders of the Company, or an appropriate negative statement;
- (g) interests in the Company's Shares within the meaning of Part XV of the Securities and Future Ordinance, or an appropriate negative statement;
- (h) if applicable, the amount of director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the nominated Director has or does not have a service contract with any member of the Group and how much of these emoluments are covered by a service contracts;
- (i) contact details; and
- (j) all information as 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.

4. Sufficient time for Shareholders to consider the information of nominated Director(s)

In order to ensure Shareholders have sufficient time to receive and consider the information of the nominated Director(s), nominating Shareholders under paragraphs 1(b) and 1(c) are urged to submit their notice(s) as early as practicable, so that (if the notice of annual general meeting has already been given) a supplemental circular or announcement containing information of the nominated Director(s) can be dispatched to Shareholders as soon as practicable without the need to adjourn the relevant annual general meeting.