

## **S. CULTURE INTERNATIONAL HOLDINGS LIMITED**

**港大零售國際控股有限公司**

**(the “Company”)**

**(Incorporated in the Cayman Islands with limited liability)**

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

#### **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 laid down in Article 113 of the Company’s Articles of Association.

1.2 Extract of Article 113 of the Company’s Articles of Association is set out below:

No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in 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. The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

#### **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 the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such 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 After publication of the notice of a general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company’s head office/principal place of business in Hong Kong or the Company’s Registration Office (i.e. Tricor Investor Services Limited).
- 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 concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than 7 days prior to the date of such general 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 of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

### **4. ADDITIONAL INFORMATION FOR REQUISITION OF AN EXTRAORDINARY GENERAL MEETING**

- 4.1 Shareholder(s) may make a requisition to the Company for convening an extraordinary general meeting for the purpose of nominating a person as a director of the Company.
- 4.2 Pursuant to Article 64 of the Company’s Articles of Association, the requisition for convening an extraordinary general meeting shall be made by shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings. The objects of the meeting must be stated in the related requisition deposited at the Company’s head office/principal place of business in Hong Kong for the attention of the Board of Directors or the Company Secretary.

July 2013

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