

XINKONG INTERNATIONAL CAPITAL HOLDINGS LIMITED

信控國際資本有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00993)

Procedure for Shareholders to Propose a Candidate for Election as a Director

Subject to the applicable laws and rules, including the Bye-laws of XinKong International Capital Holdings Limited (the “**Company**”), the Companies Act 1981 of Bermuda and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), as amended from time to time, shareholders of the Company (“**Shareholders**”, and each a “**Shareholder**”) may put forward proposal in general meetings to nominate any person to stand for election as a director of the Company (“**Director**”).

By-law 85 of the Bye-laws of the Company provides that:

“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.”

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be duly lodged at the Company’s principal place of business at Rooms 1703-1704, 17/F, YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong for the attention of the company secretary of the Company:

- (1) notice of his/her intention to propose such a resolution in the general meeting, duly signed by the Shareholder with his/her name and address stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company's share registrars according to their records; and
- (2) notice executed by the nominated candidate of the candidate's willingness to be appointed together with (a) such information of that candidate as would be required to be disclosed under Rule 13.51(2) of the Listing Rules, (b) the candidate's written consent to the publication of his/her personal data, and (c) contact address and contact telephone number etc. of the candidate.

In order to ensure other Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals in case of nominating candidate(s) for election as Director, as early as practicable in advance of the relevant general meeting, preferably not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which there are dealings/trading on The Stock Exchange of Hong Kong Limited) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrars, and procure the publication of an announcement and/or the dispatch of a supplementary circular to Shareholders in compliance with the applicable requirements under the Listing Rules. In the event that any such proposal is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant general meeting so as to give Shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.