

# SHINHINT ACOUSTIC LINK HOLDINGS LIMITED

## 成謙聲匯控股有限公司

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

(Stock Code: 2728)

### **Procedures for shareholders to propose a person for election as a director**

#### A. Procedures under Article 88 of the Articles of Association of the Company (“Articles”)

Article 88 of the Articles 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 dispatch 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 dispatch 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 member of the Company (“**Shareholder**”) wishes to nominate a person to stand for election as a director of the Company (“**Director**”), the following documents must be validly lodged at the Registration Office of the Company, namely:-

- (i) his/her notice of intention to propose a resolution at the general meeting; and
- (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with:-
  - (A) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and such other information, as set out in the below heading “Required information of the candidate(s) nominated by Shareholders”, and
  - (B) the candidate’s written consent to the publication of his/her personal data.

In order to ensure Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals as early as practicable so that an announcement can be issued and/or a supplemental circular containing information of the candidate(s) proposed by Shareholders can be despatched to Shareholders as soon as practicable.

## B. Procedures under Article 58 of the Articles

Article 58 of the Articles provides that:-

“The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members 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 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 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 do so in the same manner, 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.”

Accordingly, if Shareholders holding not less one-tenth of the paid up capital of the Company carrying the right of voting at general meetings shall at all times, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board to nominate a person to stand for election as a Director, the following documents must be validly lodged at the principal place of business of the Company in Hong Kong, namely:-

- (i) his/her notice of intention to propose a resolution at the extraordinary general meeting; and
- (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with:-
  - (A) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading “Required information of the candidate(s) nominated by Shareholders”, and
  - (B) the candidate’s written consent to the publication of his/her personal data.

## C. Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;

- (b) positions held with the Company and/or other members of the group of companies (if any);
- (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and 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 Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to 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 nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.