

SINOFERT HOLDINGS LIMITED
(“Company”)
(Stock Code: 297)

Procedures for Members/Shareholders to propose a person for election as a Director

Bye-law 88 of the Company provides that no person, other than a Director retiring at the meeting, shall be eligible for election as a Director at any general meeting unless:

- a) he/she is recommended by the Directors; or
- b) 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^(Note 1) or at the Registration Office^(Note 2), provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such notice(s) shall 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 seven (7) days prior to the date of such general meeting.

Upon receipt of the notices as mentioned above, the Company shall inform the Nomination Committee as soon as practicable. The Nomination Committee shall review the profile of the candidate(s) and assess the suitability of the candidate(s) for the board of directors' (the “Board”) consideration and recommendation to the Members/Shareholders for consideration. In the selection process, the Nomination Committee makes reference to the criteria including, inter alia:

1. reputation for integrity, accomplishment and experience in the relevant business sector;
2. professional and educational background; and
3. potential time commitment for the Board and/or committee responsibilities.

As a good corporate governance practice, every Director/Nomination Committee member shall abstain from voting on the proposition of himself/herself for election by Members/Shareholders.

To enable Members/Shareholders to make an informed decision on their election at a general meeting, the names of all candidates recommended by the Nomination Committee and the Board to be elected or re-elected as a Director in general meeting, together with his/her biographical details as set out in rule 13.51(2) of the Listing Rules, are set out in a circular to be sent to Members/Shareholders prior to the meeting.

Note 1: “Head Office” means the Principal Place of Business in Hong Kong.

Note 2: “Registration Office” means the Company’s branch share registrar and transfer office in Hong Kong.