

ST International Holdings Company Limited
(“Company”)
智紡國際控股有限公司
(“本公司”)

PROCEDURES FOR NOMINATION OF DIRECTORS
提名候選董事程序

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Introduction

序言

Shareholder(s) of the Company (each a “**Shareholder**”) may nominate person(s), other than a retiring director of the Company (“**Director**”) and the Shareholder himself/herself, to be appointed as a Director (“**Proposed Director**”). Details of the procedures for Shareholders to propose a person for election as a Director at a general meeting (either an annual general meeting or extraordinary general meeting) of the Company (“**Meeting**”) are set out below.

本公司股東 (“**股東**”) 可提名任何人 (除本公司卸任的董事 (“**董事**”) 及股東本人以外) 被委任為本公司董事 (“**候選董事**”)。有關股東於公司周年股東大會或特別股東大會 (“**大會**”) 內提名候選董事被選舉為本公司董事的詳細程序如下。

Qualification

資格

Qualification of the nominating Shareholder:

提名股東的資格：

An existing Shareholder entitled to attend and vote at the Meeting.

可出席及於大會投票之本公司現有股東。

Qualification of the Proposed Director:

候選董事的資格：

- (i) has attained the age of 18 years;
- (ii) should possess the necessary work experience and qualification considered fit by the nomination committee of the board of Directors (“**Nomination Committee**”); and
- (iii) should not be prohibited by law from being a director.

- (i) 年滿 18 歲或以上；
- (ii) 擁有本公司董事會提名委員會 (“**提名委員會**”) 認為合適的必要工作經驗及資格；及
- (iii) 不被任何法例禁止出任董事。

Procedures

程序

1. Submit a **written notice** duly signed by the nominating Shareholder(s), together with the Proposed Director's resume with contact details, a written record of Proposed Director's willingness to be elected, copy of identification documents, information and other details (including but not limited to details as required by Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong or other applicable rules) of the Proposed Director, to the Company's principal place of business in Hong Kong from time to time, which is currently at the following address:

Company Secretary
ST International Holdings Company Limited
Room 1006, Centre Point, 181-185 Gloucester Road, Hong Kong

The minimum length of the period of such written notice shall be at least seven (7) days, and that (if the written notice is submitted after the despatch of the notice of the Meeting appointed for such election) the period for lodgment of such written notice shall commence on the day after the despatch of the notice of the Meeting appointed for such election and end no later than seven (7) days prior to the date of such Meeting. If such written notice is received less than 12 business days prior to the Meeting, the Company may need to consider the adjournment of such Meeting in order to allow the Shareholders 10 business days' notice of such proposal.

提交一份由提名股東（如多於一名提名股東則所有提名股東）簽署的**書面通知**，連同候選董事的履歷及聯絡資料、候選董事同意出選的書面記錄、候選董事身份證明文件副本及其它資料（包括但不限於香港聯合交易所有限公司 GEM 證券上市規則第 17.50(2)條或其它適用規則所要求的資料）送遞本公司不時在香港的主要營業地點，目前地址如下：

公司秘書
智紡國際控股有限公司
香港灣仔告士打道 181 至 185 號中怡大廈 1006 室

上述書面通知的提交時間最少應為七（7）天，而期間該書面通知（如該書面通知在此次選舉指定的大會通告寄發之後提交）遞交的時間應在此次選舉指定的大會通告寄發後的一天開始並且在大會舉行日期前七（7）天內結束。如書面通知於少於大會舉行日期之前十二（12）個營業日收悉，本公司則可考慮就該大會舉行日期延期，以便給予股東就該建議十（10）個營業日的通知。

2. Acknowledgement of receipt of the written notice will be provided by the Company.

本公司會在收到書面通知後發出確認通知。

3. The Nomination Committee will review and consider if the Proposed Director is appropriate to be appointed as a Director in accordance with the relevant GEM Listing Rules, Corporate Governance Code provisions and the Board Diversity Policy adopted by the Company. The Nomination Committee will consider, among other factors, the potential contributions the Proposed Director can bring to the board in terms of qualifications, skills, experience, independence and gender diversity.

提名委員會將根據相關的 GEM 證券上市規則及其附錄 15 的《企業管治守則》條款及本公司所採納之董事局成員多元化政策內之指引審閱並考慮候選董事是否適合被委任為本公司的董事。提名委員會考慮的因素包括但不限於候選董事的資格、技能、經驗、獨立性及性別能否為董事會帶來多元化的貢獻。

- 3.1 If the Proposed Director is considered appropriate, the resolution for the appointment of the Proposed Director will be inserted to the agenda of the Meeting or the adjourned Meeting and an announcement in relation to such Meeting will be issued by the Company.

如候選董事被認為適合被委任為董事，本公司將會加入就委任候選董事為董事的動議於大會或延期大會的議程內，並就該大會詳情刊發公告。

- 3.2 If the Proposed Director is considered not appropriate, written notice with reasons will be given to the nominating Shareholder(s).

如候選董事被認為不適合被委任為董事，本公司將會向提名股東發出書面通知解釋原因。