

HUABAO INTERNATIONAL HOLDINGS LIMITED
("Company")

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

1. Bye-law 88 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 in writing (the "**Notice**") signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which the Notice is given of his intention to propose such person for election as a Director (the "**Candidate**") and also a notice in writing signed by the Candidate of his/her willingness to be elected together with the documents/information set out in paragraph 2(C) below shall have been lodged with the Company provided that the minimum length of the period, during which such Notice is given, shall be at least seven (7) days and that (if the Notice is submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgement of such Notice shall commence on the first day after the dispatch of the notice of the general meeting appointed for such election and end on the eighth day after the day of dispatch of the Notice, but in any event, no later than seven (7) days prior to the date of such general meeting.

For purpose of these procedures, "Shareholder" shall mean holder of ordinary share(s) of the Company.

2. The following sets out the Procedures for Shareholders to propose a Candidate:

(A) If a Shareholder wishes to nominate a Candidate at the general meeting, the Notice to propose the Candidate must be validly lodged with the Company at the principal place of business of the Company in Hong Kong from time to time (if the Notice is lodged at the registered office of the Company or the address of the branch share registrar of the Company in Hong Kong, the Notice must also be sent by email to the Investor Relations Department of the Company: ir@huabao.com.hk).

(B) The Notice must state clearly the name and contact details of the Shareholder and his shareholding in the Company. The Notice together with the documents/information set out below must be lodged at the principal place of business of the Company in Hong Kong.

(C) The Notice must be accompanied by the following documents/information:

(i) A letter of consent signed by the Candidate of his/her willingness to be elected as a director of the Company and consent to his/her personal details to be included in the relevant announcement/circular to be published by the Company pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**");

(ii) Biographical details (with valid supporting documents) of the Candidate which shall include, but not limited to, the following:

(a) full name and age;

(b) positions held with the Company and other members of the Group (if any);

(c) previous experience including other directorships in listed public companies in the last three years, and other major appointments and qualifications;

(d) current employment and such other information (which may include business experience

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and professional qualifications and educational background) of which Shareholders should be aware, pertaining to the ability or integrity of the Candidate;

- (e) length or proposed length of service with the Company (if any);
- (f) relationships with any Directors or senior management or substantial or controlling shareholders of the Company, or an appropriate negative statement;
- (g) interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) amount of the proposed Director's emoluments and the basis of determining the proposed Director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the proposed Director has or does not have a service contract with any member of the Group) and how much of these emoluments are covered by a service contract;
- (i) contact details;
- (j) a declaration made by the proposed Candidate in respect of the information required under the Listing Rules;
- (k) if the proposed nomination relates to person standing for election as an Independent Non-executive Director of the Company, a written confirmation from the Candidate in respect of the information required under Rule 3.13 of the Listing Rules to the Company and the Stock Exchange of Hong Kong Limited; and
- (l) any other document(s) or information as may from time to time be required by the Directors to complete the review process.

(D) The Directors shall transfer promptly the Notice together with the accompanying documents to the Nomination Committee of the board of directors of the Company which shall then review the qualifications and conditions of such Candidate in accordance with the Bye-laws of the Company, the Listing Rules and other relevant laws and regulations and submit the review results to the Directors.

(E) The Company shall publish an announcement in manner required by the Listing Rules and issue a circular to propose such person for election as a Director of the Company at the general meeting (or, where appropriate, a supplementary circular or notice where such Notice together with the accompanying documents are received by the Company after publication of the notice of general meeting). The Company shall include particulars of the Candidate in the announcement or circular/supplementary circular.

3. Should there be any questions in relation to the Procedures for Shareholders to propose the Candidate, please send a written enquiry by email to the Investor Relations Department of the Company: ir@huabao.com.hk).

22 November, 2018