



新鴻基有限公司

SUN HUNG KAI & CO. LIMITED

## PROCEDURES FOR ELECTION OF DIRECTORS

Article 108 of the Company's Articles of Association provides that no person, other than a retiring Director, shall be eligible for election to the office of Director at any general meeting unless:

- (1) recommended by the Directors for election, or
- (2) notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and ending 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 validly served on the Secretary of the Company at the Company's registered office address, namely:-

- (i) a notice tendered by the shareholder stating his/her intention to propose a resolution at the general meeting; and
- (ii) a notice executed by the nominated candidate of his/her willingness to be appointed as a Director, incorporating the following information:
  - 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
  - the candidate's written consent to the publication of his/her personal data.

### *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 Company's 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 SFO, 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.

Hong Kong, 30 March 2012

