

# **TEXWINCA HOLDINGS LIMITED**

(the “Company”)

## **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

### **PROVISIONS IN THE COMPANY’S BYE-LAWS**

1. The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Clause 88 of the Company’s bye-law, extract of which is set out below:

“No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a Notice of the intention to propose such person for election as a Director, signed by a Member (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such Notice is given, and a Notice signed by such person of his willingness to be elected shall have been lodged at the head office or at the Registration Office. The minimum length of the period during which such Notices are given shall be at least seven (7) days and the period for lodgement of such Notices shall commence no earlier than 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.”

### **REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

2. Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:
  - publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
  - include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
  - publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
  - assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

## **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

3. If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall lodge a written notice (the “**Notice**”) at the Company’s head office at 16th Floor, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Chung, Hong Kong for the attention of Company Secretary.
4. The Notice (i) must include the information of the Candidate 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 (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
5. The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.
6. In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable, preferably not less than 12 business days before the date scheduled for holding the relevant general meeting.

## **REQUIRED INFORMATION OF THE CANDIDATE(S) NOMINATED BY SHAREHOLDERS**

7. In order to enable shareholders to make an informed decision on their election of directors, the Notice should be accompanied by the following information of the Candidate:
  - (a) full name and age;
  - (b) positions held with the Company and/or other members of the Company’s group (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 of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) a declaration made by the 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 the Candidate's standing for election as a director that should be brought to shareholders' attention; and
- (i) contact details.