

**SANROC INTERNATIONAL HOLDINGS LIMITED**

**善樂國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

(the “**Company**”)

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

1. The following procedures for shareholders (“**Shareholders**”) of the Company to propose a person for election as a director of the Company (“**Director**”) are prepared in accordance with article 16.4 of the articles of association of the Company:

1.1 If a Shareholder, who is duly qualified to attend and vote at general meetings of the Company, wishes to propose a person (“**Candidate**”) for election as a Director at a general meeting, he/she/it should lodge (i) a written notice (“**Proposal Notice**”) duly signed by him/her/its authorised signatory (other than the Candidate) of the intention to propose the Candidate for election as a Director; and (ii) a written notice (“**Consent Notice**”) signed by the Candidate of his/her willingness to be elected at either of the following addresses at least seven (7) days before the date of the general meeting and that (if the Proposal Notice or the Consent Notice is submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notices shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) clear days prior to the date of such general meeting:

***Headquarters and principal place of business of the Company***

Unit Nos. 6 & 7, 18<sup>th</sup> Floor, Laws Commercial Plaza, 788  
Cheung Sha Wan Road, Kowloon

***Hong Kong share registrar of the Company***

Tricor Investor Services Limited  
Level 22, Hopewell Centre, 183 Queen’s Road East Hong Kong

1.2 The Proposal Notice must (i) state the particulars which would, if the Candidate would be so appointed as a Director, be required to be included in the Company’s register of directors; (ii) be accompanied by the information of the Candidate as required by Rule 13.51(2) of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Exchange**”) (which can be viewed at the website of the Exchange at [www.hkex.com.hk](http://www.hkex.com.hk)); and (iii) be signed by the Shareholder proposing the Candidate for election as a Director.

- 1.3 The Consent Notice must (i) indicate the Candidate's willingness to be elected and consent of the publication of his/her information as required by Rule 13.51(2) of the Listing Rules; and (ii) be signed by the Candidate.
  - 1.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Proposal Notice and the Consent Notice as early as practicable.
2. To enable the Shareholders to make an informed decision on their election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the Proposal Notice and the Consent Notice where such notices are received by the Company after publication of the notice of the general meeting. The Company shall include particulars of the Candidate pursuant to Rule 13.51(2) of the Listing Rules in the announcement or supplementary circular. The Company shall 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.

**Note:     *If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.***

9 February 2017  
Hong Kong