

Sino Vision Worldwide Holdings Limited
(the “Company”)
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
新維國際控股有限公司
(「本公司」)
(於開曼群島註冊成立及於百慕達存續之有限公司)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR OF THE COMPANY**
股東提名人選參選為本公司董事的程序

1. PROVISIONS IN THE COMPANY’S BYE-LAWS
本公司細則的規定

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Bye-law 85 of the Company’s Bye-laws.
有關股東提名人選參選為本公司董事的規定載列於本公司細則內之細則第 85 條。
- 1.2 Extract of Bye-law 85 is set out below:
細則第 85 條的原文節錄如下：

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 signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) 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) days prior to the date of such general meeting.

除非獲董事推薦參選，否則除大會上退任董事外，概無任何人士合資格於任何股東大會上參選董事，除非由正式合資格出席大會並於會上表決的股東（並非擬參選人）簽署通告，當中表明建議提名該人士參選的意向，並附上所提名人簽署表示願意參選的通知，提交總辦事處或過戶登記處，而發出該等通知之期間最少須為七 (7) 天，而（若該通知於寄發有關選舉所召開股東大會通告後遞交）該通知之提交期間於寄發舉行有關選舉之股東大會之有關通告翌日開始，也不得遲於該股東大會舉行日期前七 (7) 日結束。

2. **REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “GEM LISTING RULES”)**
香港聯合交易所有限公司創業板證券上市規則（「《創業板上市規則》」）的規定

2.1 Pursuant to Rules 17.46A and 17.46B of the GEM Listing Rules, the Company shall: 根據《創業板上市規則》第 17.46A 條及 17.46B 條，本公司必須遵守以下規定：

- 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; 如本公司在刊發股東大會通告後，收到一名股東提名某名人士於股東大會上參選董事的通知，本公司必須刊登公告或發出補充通函；
- include in the announcement or supplementary circular the particulars required under Rule 17.50(2) of the GEM Listing Rules of such person proposed to be elected as a director;
公告或補充通函內須包括該位被提名參選董事人士按《創業板上市規則》第 17.50(2)條的規定而須披露的資料；
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
公告或補充通函必須最遲在有關股東大會舉行日期前10個營業日刊發；及
- 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.
本公司必須評估是否需要將選舉董事的會議押後，讓股東有至少10個營業日考慮公告或補充通函所披露的有關資料。

3. **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**
股東提名人選參選董事的程序

3.1 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 deposit a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong.
若股東擬提名個別人士（「**候選人**」）於股東大會上參選為本公司董事，須將書面通知（「**提名通知**」）送交本公司的香港主要營業地點。

- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; 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.

該提名通知必須：(i) 包括候選人按《創業板上市規則》第17.50(2)條的規定而須披露的資料；及 (ii) 由有關股東簽署，以及候選人簽署以表示其願意接受委任和同意公佈其個人資料。

- 3.3 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.

遞交提名通知的期間將由股東大會的通告發送後開始，至該股東大會舉行日期前7天結束。

- 3.4 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.

爲了讓本公司的股東有充足時間考慮有關選舉候選人爲本公司董事的建議，本公司促請擬提建議的股東盡早遞交其提名通知。

4. ADDITIONAL INFORMATION

補充資料

- 4.1 Shareholder(s) holding not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings may by written requisition to the board of directors of the Company or the company secretary of the Company, to require a special general meeting to be called by the board of directors of the Company for the transaction of any business specified in such requisition pursuant to Bye-law 58 of the Company's Bye-laws. The objects of the meeting must be stated in the related requisition deposited at the Company's principal place of business in Hong Kong.

根據本公司細則內之細則第58條，持有不少於本公司繳足股本（具本公司股東大會之投票權）十分之一的股東可透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項。有關的請求書上須註明會議的目的，並應交往本公司的香港主要營業地點。

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

註： *如本文件的英文及中文版本有任何差異，概以英文版本爲準。*