

**SOUTH CHINA FINANCIAL HOLDINGS LIMITED**  
**(the “Company”)**

PROCEDURES FOR SHAREHOLDERS TO PROPOSE ELECTION OF DIRECTORS

Approved by the board of directors on 27 March 2012

**1. Provision in Articles of Association**

Article 120 of the articles of association of the Company provides that no person (other than a director of the Company (the “Director(s)”) retiring at the general meeting) shall be eligible for election as a Director at any general meeting unless:

- (a) he is recommended by the Directors for election; or
- (b) there shall have been given to the company secretary of the Company (the “Company Secretary”) a notice signed by the shareholder of the Company (“Shareholder(s)”) (other than the person to be proposed) duly qualified to attend and vote at the general 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. The period during which the aforesaid notices may be given will be at least 7 days. Such period will commence on the day after the despatch of the notice of the meeting for which such notices are given and end no later than 7 days prior to the date of such meeting.

**2. Procedures to propose election**

- 2.1 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 Company Secretary, namely (i) his notice of intention to propose a resolution at the general meeting; and (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with (A) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and such other information, as set out in the below heading “Required information of the candidate(s) nominated by Shareholders”, and (B) the candidate’s written consent to the publication of his personal data.
- 2.2 In order to ensure that Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals for the attention of the Company Secretary as early as practicable, preferably before 4:00 p.m. of the seventh day (which should be a business day as defined under the Listing Rules) prior to the date of the general meeting, so that an announcement can be issued accordingly and a supplemental circular containing information of the candidate(s) proposed by Shareholders can be despatched to Shareholders as early as practicable prior to the date of the general meeting.

### **3. 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 (which should normally be the same as that stated in his Hong Kong identity card/passport) and age;
- (b) positions held with the Company and/or other members of its 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 of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), 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.

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting of the Company.