

新豐泰集團控股有限公司  
**Sunfonda Group Holdings Limited**  
(the “Company”)  
(Incorporated in the Cayman Islands with limited liability)

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**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON  
FOR ELECTION AS A DIRECTOR OF THE COMPANY**

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**1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION**

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 16.4 of the Company’s Articles of Association.

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

- 2.1 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 ten 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 ten business days to consider the relevant information disclosed in the announcement or supplementary circular.

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

- 3.1 If a shareholder (not being the person to be proposed for election) wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall give a written notice (the “**Notice**”) to the Company Secretary at the Company’s principal place of business in Hong Kong.

- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the 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.
- 3.3 The period for lodgment of the Notice shall be a seven-day period commencing on the day after the despatch of the notice of such general meeting (or such other period being a period of not less than 7 days, commencing no earlier than the day after the despatch of the notice of such meeting) and ending no later than seven days prior to the date of such meeting.

#### **4. ADDITIONAL INFORMATION**

- 4.1 Any two or more shareholders of the Company or any one shareholder of the Company which is a recognised clearing house (or its nominee(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, request the Company to convene an extraordinary general meeting pursuant to Article 12.3 of the Company's Articles of Association. The objects of the meeting must be stated in the related requisition deposited at the Company's principal place of business in Hong Kong.

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

Date: 15 May 2014