

**SUGA INTERNATIONAL HOLDINGS LIMITED**  
**信佳國際集團有限公司**  
**(“THE COMPANY”)**

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

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Pursuant to Bye-law 114 of the Bye-Law of the Company, the Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

Pursuant to Bye-law 116 of the Bye-Law of the Company, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration office for a least seven (7) days commencing no earlier than the day immediately after the dispatch of the notice of the general meeting and ending no later than seven (7) days before such date of the general meeting.

A shareholder may propose a person other than a retiring Director or recommended by the Directors for election as a Director by validly lodging the following documents within the period hereinafter mentioned at the head office of the Company in Hong Kong at 22/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong :-

1. a notice in writing of the intention to propose that person for election as a Director, which must state the full name of the person, include the person's biographical details as required by rule 13.51(2) of the Listing Rules and be signed by the shareholder ; and
2. a notice in writing signed by that person of his willingness to be elected as a Director together with his written consent to the publication of his/her personal data

Such documents shall be lodged with the head office of the Company within the period of seven (7) days after the despatch of the notice of the general meeting. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement and/or issue a supplemental circular in respect of the proposal in accordance with Rule 13.70 of the Listing Rules.

In the case of any general meeting called by at least ten (10) clear business days' (as defined by the Listing Rules) or fourteen (14) days' (whichever is the longer) notice in writing, such documents lodged within the aforesaid period may be received less than ten (10) business days prior to the general meeting, the Company will consider the adjournment of the general meeting in order to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplemental circular.