

SUNWAH KINGSWAY CAPITAL HOLDING LIMITED
(the “Company”)

Procedures for Shareholders to propose a person for election as a Director

1. The procedures for the shareholders of the Company (the “Shareholders”) to propose a person for election as a director of the Company (a “Director”) are generally governed by the provisions of the bye-laws of the Company (“Bye-laws”) and applicable laws, rules and regulations.
2. Shareholders may propose a person for election as a Director by the following ways:
 - (a) a Shareholder or a group of Shareholders holding not less than one-tenth of the voting rights may requisition a special general meeting to propose a person to be elected as a Director (as provided under section 74 of the Companies Act 1981 (the “Act”) and Bye-law 58 of Bye-laws). Such requisition shall comply with the requirements of paragraph 3;
 - (b) a Shareholder or a group of Shareholders holding not less than one-twentieth of the voting rights or not less than 100 Shareholders can propose a resolution to elect a Director at the next annual general meeting under section 79 of the Act; or
 - (c) in any event, Bye-law 61(1) of the Bye-laws contemplates that the election of Directors would be considered ordinary business at an annual general meeting and therefore does not require prior notice by a Shareholder proposing the election of any person as a Director, accordingly, if the notice of an annual general meeting includes the election of Directors, any Shareholder may propose the election of any person as a Director at the annual general meeting. A written notice to that effect shall comply with the requirements of paragraph 3;

provided that, in each case, Bye-law 88 of the Bye-laws is complied with.

Bye-law 88 expressly provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of a Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director signed by a Member (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the head office or at the Registered Office. The minimum length of the period during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than (7) seven days prior to the date of such general meeting.”

3. The written requisition or notice given by the nominating Shareholder(s) to be deposited at the registered office of the Company and principal place of business in Hong Kong for the attention of the Board of Directors or the Company Secretary pursuant to paragraph 2 must:
 - (a) in respect of paragraph 2(a) above, to state that the purpose of the meeting is to propose a particular person to be elected as a Director;
 - (b) be signed by the nominating Shareholder(s);
 - (c) specify the full name and address, as they appear in the Company's share register, of the nominating Shareholder(s), and the name and principal business address of any other beneficial Shareholder(s) known by the nominating Shareholder(s) to support such nominated Director;
 - (d) specify the class and number of shares which are beneficially owned by the nominating Shareholder(s) on the date of such written requisition and the class and number of shares which are beneficially owned by any other beneficial Shareholder(s) known by the nominating Shareholder(s) to be supporting such nominated Director(s) on the date of such written requisition; and

- (e) be accompanied by the information specified under paragraph 4.
4. In order to enable Shareholders to make an informed decision on the proposed election of Directors, the written requisition or notice under paragraph 2 shall be accompanied by the following biographical information of the nominated Director:
- 4.1 the age and the full name;
 - 4.2 positions held by the nominated Director with the Company and other members of the Group (if any);
 - 4.3 previous experience of the nominated Director including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - 4.4 current employment and such other information (which may include business experience and academic qualifications) of which the Shareholders should be aware, pertaining to the ability or integrity of the nominated Director;
 - 4.5 length or proposed length of service with the Company (if any);
 - 4.6 relationships with any Directors or senior management or substantial or controlling Shareholders, or an appropriate negative statement;
 - 4.7 interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
 - 4.8 if applicable, the amount of director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the nominated Director has or does not have a service contract with any

member of the Group and how much of these emoluments are covered by a service contract;

- 4.9 contact details; and
 - 4.10 all information as required under Rule 13.51(2)(h) to (w) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements.
5. In order to ensure Shareholders have sufficient time to receive and consider the information of the nominated Director(s), nominating Shareholder(s) under paragraph 2(b) are urged to submit their notice as early as practicable, so that (if notice of annual general meeting has already been given) a supplemental circular or announcement containing information of the nominated Director(s) can be despatched to Shareholders as soon as practicable without the need to adjourn the relevant annual general meeting.