



SMC ELECTRIC LIMITED
蜆壳電業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2381)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR OF THE COMPANY
(A “DIRECTOR”)**

(Adopted by the board of Directors on 29 April 2020)

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 SMC Electric Limited (the “**Company**”) are laid down in Article 113 of the Company’s articles of association (the “**Articles of Association**”).

1.2 Article 113 is set out below:

“No person, other than a retiring Director, shall, unless recommended by the Board 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. The period for lodgment of the notices required under this Article will 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 seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.”

**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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Company shall:

- (a) 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;

- (b) 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;
- (c) publish such announcement or issue such supplementary circular not less than ten (10) business days before the date of the relevant general meeting; and
- (d) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least ten (10) 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 After the publication of the notice of a general meeting by the Company, according to Article 113 of the Company's Articles of Association, if a shareholder of the Company wishes to propose a person (the "**Candidate**") for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the "**Notice**") at the Company's principal place of business in Hong Kong at 1/F, Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong, to the Company's company secretary.
- 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 commence no earlier than the day after the despatch of the notice of general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during the Notice to the Company may be given will be at least seven (7) days.
- 3.4 In order to ensure 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 before the relevant general meeting.

4 REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company.
- 4.2 Other than election of a director of the Company at the general meetings, pursuant to Article 64 of the Company's Articles of Association, extraordinary general meetings shall also be convened by the board of directors of the Company on the requisition of one or more shareholders of the Company holding, as at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company. Such requisition shall be made in writing to the board of directors or the secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the board of directors for the transaction of any business specified in such requisition. Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of deposit of the requisition, the board of directors of the Company fails to proceed to convene such meeting, such shareholder(s) who made the requisition may do so in the same manner.

This Policy is prepared in both Chinese and English. In the event of any inconsistency between the English and Chinese versions, the English version shall prevail.