

The procedures set out in this document by which shareholders (“Shareholders”) of the China Starch Holdings Limited (“Company”) may (I) convene an extraordinary general meeting or put forward proposals at general meetings of the Company and (II) propose a person for election as a director (“Director”) of the Company, are subject to the applicable legislations, regulations (including the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”)) and the Second Amended and Restated Articles of Association (“Articles”) of the Company.

Shareholders’ information will first be verified with our Hong Kong branch share registrar and transfer office upon our receipt of the above requests and/or proposals. The Company recognises the importance of Shareholders’ privacy and will not disclose Shareholders’ information without their consent, unless required by law.

I. PROCEDURES FOR SHAREHOLDERS TO CONVENE EXTRAORDINARY GENERAL MEETINGS/PUT FORWARD PROPOSALS AT GENERAL MEETINGS

The request for convening an extraordinary general meeting or putting forward proposals at an annual or extraordinary general meeting of the Company must be in writing and sent to the Company’s registered office by post for the attention of the Company Secretary or the Board of Directors of the Company at Room 1-4, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

CONVENING AN EXTRAORDINARY GENERAL MEETING (“EGM”)

1. On the date of deposit of the written request by one or more Shareholder(s) (“Requisitionist(s)”) to convene an EGM, such Requisitionist(s) must hold at least one tenth (10%) of the voting right of the paid up capital of the Company.
2. A written request must state the general nature of the business proposed to be transacted or otherwise dealt with at the EGM and may include the text of a resolution that may properly be moved and is intended to be moved at the EGM.
3. If the written request to convene an EGM is validly made by eligible Requisitionist(s), the Directors shall call the EGM by serving sufficient notice to Shareholders and in accordance with the requirements of, among others, the Articles and the Listing Rules, within 21 days after the date of deposit of such written request. The EGM so called must be held within two months after the date of deposit of such written request.
4. If the Directors fail to call an EGM pursuant to paragraph 3 above, the Requisitionist(s) may himself (themselves) call the EGM in accordance with the Articles. Any reasonable expenses incurred by the Requisitionist(s) by reason of the Directors’ failure to duly call the EGM must be reimbursed by the Company.
5. The notice period to be given to Shareholders for convening the EGM varies with the nature of the business proposed by the Requisitionist(s) to be transacted or otherwise dealt with at such EGM as follows:
 - at least 14 days’ notice in writing, if the proposed business constitutes an ordinary resolution (as defined in the Articles) of the Company; and
 - at least 21 days’ notice in writing, if the proposed business constitutes a special resolution (as defined in the Articles) of the Company.

PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

1. The written request to put forward proposals at a general meeting of the Company should be sent to the Board of Directors or the Company Secretary of the Company no later than 8 weeks before that general meeting.
2. The written request must state the general nature of the business proposed to be transacted or otherwise dealt with at that general meeting and may include the text of a resolution that may properly be moved and is intended to be moved at that general meeting.
3. If the written request is validly made by eligible Shareholder(s) and considered appropriate by the Board of Directors, the proposed resolution shall be included in the agenda for that general meeting.

II. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

1. If a Shareholder wishes to nominate a person (“Candidate”) to stand for election as a Director at a general meeting of the Company, the following documents must be validly lodged at Room 1-4, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong for the attention of the Company Secretary:
 - (1) his/her written notice of intention to propose the Candidate as a Director at that general meeting; and
 - (2) a written notice signed by the Candidate of his/her willingness to be so elected, together with:
 - (a) the Candidate’s information as required to be disclosed under rule 13.51(2) of the Listing Rules, and such other information as may be considered relevant to his/her proposed election; and
 - (b) the Candidate’s written consent to the publication of his/her personal data provided pursuant to the preceding paragraph (a), by the Company in its corporate communication documents in compliance with the Listing Rules or as may be required by the Stock Exchange.
2. The period for lodgement of such written notices and written consent shall commence no earlier than the day after the despatch of the notice of the meeting and end no later than 7 days prior to the date of such meeting.
3. The Company will only consider the proposed election of the Candidate if both of the above two written notices and written consent are validly lodged.