



WINOX

WINOX HOLDINGS LIMITED

盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6838)

(the “Company”)

DIRECTOR NOMINATION PROCEDURE

(Adopted by the Board of Directors on 30 March 2012)

1. Introduction

- 1.1 There are formal, considered and transparent procedures for nominating candidates to stand for election as directors of the Company (“Director(s)”). Process of evaluating the skills and composition of the board of directors (the “Board”) is ongoing and is kept under regular review by the Board in order to ensure that appropriate plans for succession to the Board are in place for smooth Board refreshment, and that the Board retains its effectiveness at all times.
- 1.2 The Nomination Committee under the Board will identify and nominate candidate(s) to the Board for it (i) to fill a casual vacancy on the Board or as an addition to the existing Board; and (ii) to make recommendations to shareholders of the Company on the appointment or re-appointment of Director(s).
- 1.3 Directors are subject to re-election at regular intervals in accordance with the Articles of Association of the Company (the “Articles of Association”), and Directors will be provided with a service contract or an appointment letter which sets out the terms and conditions of their appointment, upon their appointment.

2. Nomination by Shareholders

- 2.1 Directors appointed by the Board – According to Articles 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the

Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and is subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

- 2.2 Directors proposed by shareholders – Other than the retiring Directors, according to Article 83(2) of the Articles of Association, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board or as an addition to the existing Board.

According to Article 85 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on 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.

Shareholders who wish to propose a person as a Director may also request the Board or the Secretary of the Company to convene a general meeting for the appointment of a person as a Director of the Company. Pursuant to Article 58 of the Articles of Association, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

- 2.3 Shareholders who wish to propose a person as a Director for consideration by the Board or at the general meeting may do so by submitting a written recommendation to the Secretary of the Company at 18th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong. Submissions must include the following documents for consideration by the Board :-

- (i) Notice of intention to nominate an individual as a Director of the Company, duly signed and dated by the proposing shareholders; and
- (ii) Notice duly signed by the nominated candidate of his willingness to be appointed as a Director of the Company together with the following documents:
 - (a) the candidate's information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and such other information, as set out in the below heading "Required information of the candidate(s) nominated by Shareholders"; and
 - (b) the candidate's written consent to the publication of his personal data.

3. Required Information of the Candidate(s) Nominated by Shareholders

3.1 In order to enable shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose the appointment of a person as a Director should be accompanied by the following information of the nominated candidate(s):

- (i) Full name and age;
- (ii) Positions held with the Company and other companies of the Group (if any);
- (iii) Experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (iv) Current employment and such other information (which may include business experience and academic qualifications) of which shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (v) Length or proposed length of service with the Company;
- (vi) Relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules), or an appropriate negative statement;
- (vii) Interests in shares in the capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;

(viii) A declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to shareholders' attention; and

(ix) Contact details of the proposer and the nominated candidate.

3.2 To enable shareholders to make an informed decision on their election at a general meeting, the names of all candidates submitted for election as a Director together with his biographical details as set out in Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the past 3 years and other major appointments) will be set out in a circular to be sent to shareholders prior to the general meeting.

4. Term of Office

4.1 According to Articles 84 of the Articles of Association, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

4.2 A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board of Directors pursuant to Article 83(3) of the Articles of Association (to fill a causal vacancy or as an addition to the existing Board of Directors) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.