

SiS International Holdings Limited

(Incorporated in Bermuda with limited liability)

(the “**Company**”)

(Stock Code: 529)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

(Adopted by the Board by the resolutions passed on 18 January 2019)

The following procedures apply to shareholders who wish to propose a person for election as a director of the Company (a “**Director**”). These procedures are subject to the Companies Law of Bermuda, the memorandum of association and Bye-Laws of the Company (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other applicable legislation and regulation:

1. General Criteria

1.1. A shareholder who wishes to nominate a candidate to be a Director shall specify in the relevant notice of nomination, among other things, of his/her/its preference as to whether the candidate should assume an executive or a non-executive role in the Board. Details of the notice of nomination are set out in paragraph 2.2 below.

1.2. Prior to the submission of the relevant notice of nomination to the Company, a shareholder shall reasonably believe that such candidate has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with the position as a Director. Pursuant to the Listing Rules, every Director must, in the performance of his/her duties as a Director:

1.2.1. act honestly and in good faith in the interest of the Company as a whole;

1.2.2. act for proper purpose;

1.2.3. be answerable to the Company for the application or misapplication of its assets;

1.2.4. avoid actual and potential conflicts of interest and duty;

1.2.5. disclose fully and fairly his/her interests in contracts with the Company; and

1.2.6. apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding his/her office within the Company.

1.3. In the event of a candidate is nominated to be an independent non-executive Director, his/her independence will be assessed based on the factors set out in Rule 3.13 of the Listing Rules.

1.4. The Board shall accept for consideration any candidate properly recommended by a shareholder according to the procedures set out herein. Acceptance of a recommendation for consideration by the Board does not imply that the Board will nominate the candidate for election by Shareholders at a general meeting.

2. Notice of Nomination

- 2.1. Any shareholder who wishes to propose a candidate to the Board to be considered for nomination as a director for election at the general meeting should lodge a written notice at the Company's registered business office in Hong Kong for the attention of the Company Secretary of the Company.
- 2.2. Each notice of nomination should include, as to each candidate:
 - 2.2.1. the name, age, business address and if known, residence address of the candidate;
 - 2.2.2. a complete biographical information for the candidate with details required by Rule 13.51(2) of the Listing Rules (if known), including but not limited to:
 - a) experience 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 qualification;
 - b) position held within the Company or its subsidiaries and length of such service, if any;
 - c) relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries; and
 - d) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinances of Hong Kong;
 - e) a written description of the candidate's qualification as a Director;
 - f) any other information as may be reasonably necessary to determine whether the candidate is qualified to serve on the Board; and
 - g) a written statement signed by the candidate consenting that the candidate wishes to be considered for nomination to the Board and to serve as a Director if elected as well as the publication of his / her personal data.
- 2.3. Each notice of nomination should also include, as to the shareholder making the recommendation:
 - 2.3.1. the name and address of such shareholder, as shown on the share register of the Company or other evidence showing that he/she/it is a shareholder of the Company;
 - 2.3.2. the class and number of shares of the Company that are beneficially owned by such shareholder and the time period such shares have been held as at the date of the written recommendation; and
 - 2.3.3. a written statement from such shareholder making the recommendation stating (i) whether the candidate shall hold an executive or non-executive role in the Board; and (ii) the reasons for which the shareholder believes the candidate should be able to fulfill the duties of a director.
- 2.4. The minimum length of the period for the lodgment of the above notice shall be at least seven (7) days and the period for the lodgment of the above notice shall commence on the day after the dispatch of the notice of the general meeting designated for such election of Director and end no later than seven (7) days prior to the date of such general meeting.

- 2.5. The Company may require any candidate to furnish such other information as may reasonably be required to determine the eligibility of the candidate to serve as a Director. The Company may also require the candidate to be interviewed by the Board if the Board chooses to do so in its discretion.
3. Board's evaluation and approval
 - 3.1. Once received the nomination of a candidate, the Board shall evaluate the candidate and determine whether the Board should nominate the candidate for election by shareholders at a general meeting. The Board shall evaluate a candidate recommended by a shareholder in the same manner as a potential candidate suggested by Board members, management or other parties.
 - 3.2. If the Board resolves that the candidate shall be nominated as a Director subject to the approval of shareholders, the Board may put forward such resolutions to the shareholders for approval at the next annual general meeting or at an extraordinary general meeting to be convened by the Board, as appropriate.
 - 3.3. If the Board resolves that the candidate shall not be nominated as a director of the Company subject to the approval of Shareholders at the upcoming general meeting, the Company shall inform the relevant shareholder in writing of such decision by the Board.

These procedures shall be placed on the Company's website and the Company reserves the right to modify these procedures from time to time any time (as appropriate) and consistent with the requirement of applicable laws, rules and regulations.

Shareholders who have enquiries about the above procedures may write to the Company Secretary at the Company's registered business office in Hong Kong.