

## HUNG HING PRINTING GROUP LIMITED

### PROCEDURES FOR SHAREHOLDERS TO CONVENE MEETINGS, PUT FORWARD PROPOSALS AND NOMINATE DIRECTORS FOR ELECTION

The following procedures are subject to applicable legislation and regulation, in particular the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).

#### 1. Annual General Meeting (“AGM”)

- 1.1 Hung Hing Printing Group Limited (the “**Company**”) holds a general meeting as its AGM every year. This is usually held in May.
- 1.2 If the Company fails to hold an AGM after 15 months has elapsed since the date of the previous AGM, any of its shareholders (“**Shareholders**”) may apply to the court in Hong Kong which on such application may call or direct the calling of an AGM to be held by the Company. The notice period to be given to all the registered Shareholders for convening an AGM shall be not less than 21 days<sup>1</sup> in writing.

#### 2. Extraordinary General Meeting (“EGM”)

- 2.1 Shareholders holding not less than one-twentieth of the paid-up capital of the Company can deposit a written request to convene an EGM at Hung Hing Printing Centre, 17-19 Dai Hei Street, Tai Po Industrial Estate, New Territories, Hong Kong, the registered office of the Company, for the attention of the Company Secretary.
  - 2.1.1 The written request must state the objects of the meeting, signed by the Shareholders concerned and may consist of several documents in like form, each signed by one or more of those Shareholders.
  - 2.1.2 The written request will be verified with the Company’s Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the board of directors (“**Directors**”) of the Company to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the request has been verified as not in order, the Shareholders concerned will be advised of this outcome and accordingly, an EGM will not be convened as requested.
  - 2.1.3 If the Directors do not within 21 days from the date of the deposit of the written request to proceed to convene the EGM for a day not more than 28 days after the date on which the notice convening the EGM is given, the

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<sup>1</sup> Exclusive of the day on which the noticed is served and on the day for which it is given

requesting Shareholders or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, but any meeting so convened shall be held within 3 months from the said date.

2.1.4 The notice to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholders concerned at an EGM varies according to the nature of the proposal, as follows:

- not less than 14 days' notice<sup>1</sup> in writing if the proposal constitutes an ordinary resolution of the Company;
- not less than 21 days' notice<sup>1</sup> in writing if the proposal constitutes a special resolution of the Company; and
- not less than 28 days' notice in writing if the proposal requires the serving of a special notice under the Ordinance.

### **3. Requisition by Shareholders**

3.1 Shareholders holding not less than one-fortieth of the total voting rights of those Shareholders having the right to vote at a convened AGM or EGM; or not less than 50 Shareholders holding shares in the Company on which there has been paid up an average sum, per Shareholder, of not less than HK\$2,000, can submit a written request:

3.1.1 to move a resolution at such AGM; or

3.1.2 to circulate to Shareholders any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or business to be dealt with at such AGM or EGM.

3.2 The written request must state the resolution and signed by all the Shareholders concerned and may consist of several documents in like form (which between them contains the signatures of all the Shareholders concerned).

3.3 The written request must be deposited at Hung Hing Printing Centre, 17-19 Dai Hei Street, Tai Po Industrial Estate, New Territories, Hong Kong, the registered office of the Company, for the attention of the Company Secretary not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution under paragraph 3.1.1 above and not less than one week before the AGM or the EGM in the case of any other requisition under paragraph 3.1.2 above.

3.3.1 The written request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board of Directors to give notice of the requested resolution or circulate the requested statement to all registered

Shareholders provided that the Shareholders concerned have deposited a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the Shareholders concerned in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the request has been verified as not in order or the Shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM or the requested statement will not be circulated.

#### **4. Nominating director for election at AGM or EGM**

- 4.1 Shareholders holding not less than one-twentieth of the paid-up capital of the Company can deposit a written request to convene an EGM to propose a person other than a Director of the Company for election as a Director, in accordance with the procedures mentioned in paragraph 2 above and provide the information as mentioned in paragraph 4.2.1 below.
- 4.2 Any Shareholder may propose a person other than a Director of the Company for election as a Director at a convened AGM or EGM by depositing a written notice to that effect at the registered office of the Company for the attention of the Company Secretary.
  - 4.2.1 In order for the Company to inform Shareholders of that proposal, the written notice must state the full name of the person proposed for election as a Director, include the person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), and be signed by the Shareholder concerned and that person indicating his/her willingness to be elected.
  - 4.2.2 The period of lodgment of such written notice from Shareholders will commence no earlier than the day after the despatch of the notice and ending no later than seven days prior to the date of the AGM or EGM, provided that such notice shall be at least 7 days.
  - 4.2.3 Depending on the written notice given by such Shareholders, the Company may consider an adjournment of the AGM or EGM in order to give Shareholders at least 10 business days to consider such proposals in compliance with rule 13.70 of the Listing Rules.