



## **PHOENITRON HOLDINGS LIMITED**

### **品創控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(Stock Code: 8066)*

*("the Company")*

### **Shareholders' Rights**

Date: 23 March 2012

#### **1. The way in which Shareholders can convene an Extraordinary General Meeting (EGM)**

The Directors of the Company, notwithstanding anything in its bye-laws shall, on the requisition of Shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene an EGM of the Company.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company Secretary at the Company's principal place of business at Unit 302, 3<sup>rd</sup> Floor, Seapower Centre, 73 Lei Muk Road, Kwai Chung, New Territories, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The 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 include the resolution in the agenda for the EGM.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists may themselves convene a meeting.

For details, please refer to Company's articles of association No. 58

## **2. The procedures for sending enquiries to the Board**

The enquiries must be in writing with contact information of the requisitionists and deposited at the Company Secretary at the Company's principal place of business at Unit 302, 3<sup>rd</sup> Floor, Seapower Centre, 73 Lei Muk Road, Kwai Chung, New Territories, Hong Kong.

## **3. The procedures for making proposals at Shareholders' Meetings**

To put forward proposals at an Annual General Meeting (AGM), or EGM, the Shareholders should submit a written notice of those proposals with the detail contact information to the Company Secretary at the Company's principal place of business at Unit 302, 3<sup>rd</sup> Floor, Seapower Centre, 73 Lei Muk Road, Kwai Chung, New Territories, Hong Kong. The 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 to include the resolution in the agenda for the general meeting.

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

- At least 21 clear days' notice in writing if the proposal constitutes a special resolution of the Company in AGM or EGM
- At least 14 clear days' notice in writing for all other EGMs

For details, please refer to Company's articles of association No. 59(1).

## **4. The procedures Shareholders can use to propose a person for election as a Director**

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 including that person's biographical details as required by rule 17.50(2) of the Listing Rules, shall have been lodged at the Company Secretary at the Company's principal place of business at Unit 302, 3<sup>rd</sup> Floor, Seapower Centre 73 Lei Muk Road, Kwai Chung, New Territories, Hong Kong at least 7 days before the

date of the general meeting. The period for lodgment of the notices required under the articles of association of the Company will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

For details, please refer to Company's articles of association No. 88

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