

# Singapore Food Holdings Limited

## 新加坡美食控股有限公司

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

**(Stock Code: 8496)**

### **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

1. Pursuant to Rule 17.50C of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), Singapore Food Holdings Limited (the “**Company**”) sets out these procedures to provide shareholders of the Company (the “**Shareholder(s)**”) with detailed procedures by which they can follow for nominating a person for election as a director of the Company (the “**Director(s)**”).
2. According to Article 85 of the Articles of Association of the Company (the “**Articles**”), no person, other than a retiring Director, shall, unless recommended by the Directors 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/her willingness to be elected shall have been lodged at the head office or at the registration office of the Company.
3. Accordingly, if a Shareholder wishes to propose a person (the “**Proposed Candidate**”) to stand for election as a Director at a general meeting of the Company, the following documents must be validly served to the Board or the company secretary of the Company at the principal place of business in Hong Kong at Unit A, 12/F, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong:
  - (a) a written notice signed by the Shareholder(s), who is/are duly qualified to attend and vote at the meeting, of his/her/their intention to propose the Proposed Candidate for election as a Director; and
  - (b) a written notice signed by the Proposed Candidate of his/her willingness to be elected as a Director together with (i) the biographical details of the Proposed Candidate as required under Rule 17.50(2) of the Listing Rules; (ii) the Proposed Candidate’s written consent to the publication of his/her personal information; and (iii) contact details, including address and telephone number, of the Proposed Candidate.
4. As stipulated in Article 85 of the Articles, the period for lodgement of such notices required under the aforesaid Article will 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 and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

5. In order to allow the Company to inform the Shareholders of the proposal and to enable the Shareholders to make an informed decision on their election at a general meeting, the written notice must state the full name of the Proposed Candidate and include his/her biographical details as required under Rule 17.50(2) of the GEM Listing Rules, as amended from time to time, as published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Proposed Candidate's written consent to the publication of his/her personal data.
6. Upon receipt of the written notices from the Shareholder(s) to propose the Proposed Candidate at the general meeting, the Company will then publish an announcement in accordance with the requirements under the GEM Listing Rules or issue a supplementary circular. The particulars of the Proposed Candidate will be included in the announcement or supplementary circular of the Company.
7. The provision for a Shareholder holding not less than one-tenth of the paid up capital of the Company may request the Company to convene an extraordinary general meeting are laid down in Article 58 of the Articles.
8. According to Article 58 of the Articles, the board of Directors (the "**Board**") may whenever it thinks fit call extraordinary general meetings. Any one or more Shareholders 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 (2) months after the deposit of such requisition. If within twenty-one (21) 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.
9. If you have any questions in relation to the procedures for proposing a person as a Director, please make a written enquiry to the Company at Unit A, 12/F, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong.

*Note:* If there is any inconsistency between the English and Chinese versions of these Procedures for Shareholders to Propose a Person for Election As a Director, the English version shall prevail.