

Procedures for shareholders to convene general meetings and put forward proposals

General meeting is a formal and effective means for all shareholders, who have properly registered their names in the register of members of the Company, to formally (i) express their views on resolutions by exercising their entitled votes; (ii) give opinions on such matters as operational, strategic and corporate governance, to the board of directors (“Board”) (and the senior management) of the Company. As a result, shareholders are encouraged to attend to general meetings.

Convening an annual general meeting (AGM)

As per section 610(1) of Companies Ordinance, Chapter 622, of the laws of Hong Kong (“New Companies Ordinance”), a company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting within 6 months after the end of its accounting reference period by reference to which the financial year is to be determined, in case of the company other than a private company or a company limited guarantee. The Company usually convenes its AGM in about May or June of each year.

If the Company fails to convene an AGM pursuant to section 610(1), any shareholder can pursuant to section 610(7) of the New Companies Ordinance apply to the court in Hong Kong, and the court may then call or direct the calling of an AGM and give such ancillary or consequential directions.

Moving a resolution at an AGM

Pursuant to section 615(2) of the New Companies Ordinance, the Company must give notice of a resolution if it has received requests from the following number of shareholders:

- (a) the shareholders of the Company representing at least 2.5% of the total voting rights of all the shareholders who have a right to vote on the resolution at the AGM to which the requests relate; or
- (b) at least 50 shareholders who have a right to vote on the resolution at the AGM to which the requests relate.

The request (i) may be sent to the Company in hard copy form at the registered office of the Company, 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories,

Hong Kong or in electronic form by email at info@sino-i.com; (ii) must identify the resolution of which notice is to be given; (iii) must be authenticated by the person or persons making it; and (iv) must be received by the Company not later than 6 weeks before AGM to which the requests relate; or if later, the time at which notice is given of that meeting.

In addition, the request will be verified with the share registrar of the Company, and upon the share registrar's confirmation that the request is proper and in order, the Company Secretary will notify the Board for including the resolution in the agenda for the AGM.

Pursuant to section 616 of the New Companies Ordinance, the Company that is required under section 615 to give notice of a resolution must send a copy of it at the Company's own expense to each shareholder of the Company entitled to receive notice of the AGM in the same manner as the notice of the meeting; and at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

Shareholders power to request circulation of statement

Pursuant to section 580 of the New Companies Ordinance, a shareholder of the Company may request the Company to circulate, to shareholders of the Company entitled to receive notice of a general meeting, a statement of not more than 1,000 words with respect to a matter mentioned in a proposed resolution to be dealt with at that meeting or other business to be dealt with at that meeting. The Company is required to circulate the statement if it has received requests to do so from the shareholders representing at least 2.5% of the total voting rights of all the shareholders who have a relevant right to vote or at least 50 shareholders who have a relevant right to vote.

The aforesaid shareholders' requests (i) may be sent to the Company in hard copy form at the registered office of the Company, 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong or in electronic form by email at info@sino-i.com; (ii) must identify the statement to be circulated; (iii) must be authenticated by the person or persons making it; and (iv) must be received by the Company at least 7 days before the meeting to which it relates.

Pursuant to section 581 of the New Companies Ordinance, the Company that is required under section 580 to circulate a statement must send a copy of it to each shareholder of the Company entitled to receive notice of the meeting in the same manner as the notice of the meeting and at the same time as or as soon as reasonably practicable after, it gives notice of the meeting. The expenses of the Company in complying with the section 581

need not be paid by the shareholder who requested the circulation of the statement if the meeting to which the requests relate is an AGM of the Company; and the requests sufficient to require the Company to circulate the statement are received in time to enable the Company to send a copy of the statement at the same time as it give notice of the meeting.

Proposing a person for election as a director at an AGM

If a shareholder wishes to propose a person (including himself/herself) other than a current director of the Company, who is going to retire, for election as a director at the AGM, the shareholder shall deposit a written notice to that effect at 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong, the registered office of the Company, for the attention of the Company Secretary. In order for the Company to inform its shareholders of that proposal, the written notice must state the full name of the person proposed for election as a director, including 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 (“Listing Rules”), and be signed by the shareholder (requisitionist) and that person indicating his/her willingness to be elected as a director of the Company. The period for lodgment of such a written notice will commence no earlier than the date after the despatch of the notice for the calling of the AGM and ending no later than 7 days prior to the date of the AGM.

The shareholder proposing the person will be required to read out aloud the proposed resolution at the AGM. The election shall be subject to voting on a poll by the shareholders or their proxies or authorized representatives present at the AGM.

Convening an Extraordinary General Meeting (EGM)

As per section 566 of the New Companies Ordinance, the directors of the Company are required to call a general meeting if the Company has received requests to do so from the shareholders of the Company representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings.

The request:-

- (a) must state the general nature of the business to be dealt with at the EGM;
- (b) may include the text of a resolution that may properly be moved and is intended to be moved at the EGM and may consist of several documents in like form;

- (c) may be sent to the Company in hard copy form at 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong, the registered office of the Company. Attention to: The Company Secretary or in electronic form by email at info@sino-i.com;
- (d) must be authenticated by the person or persons making it; and
- (e) must be verified with the share registrar of the Company, and upon the share registrar's confirmation that the request is proper and in order, the Company Secretary will notify the Board to convene an EGM by serving proper notice in accordance with the statutory requirements to all the registered shareholders of the Company. On the contrary, if the request has been verified as not in order, the requesting shareholders will be informed of this outcome and accordingly, an EGM will not be convened as requested.

If the Board does not within 21 days from the date of the deposit of the requests proceed duly to convene an EGM for a day not more than 28 days after the date on which the notice convening the EGM is given, the 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 which shall be convened in the same manner, as nearly as possible, as that in which EGMs are to be convened by the Board of the Company, but any EGM so convened shall not be held after the expiration of 3 months from the said date.

The notice period to be given to all the registered shareholders of the Company for consideration of the proposal raised by the requesting shareholders at an EGM varies according to the nature of the proposal. Details are as follows:

- 14 days' notice in writing if the proposal constitutes an ordinary resolution of the Company;
- 21 days' notice in writing if the proposal constitutes a special resolution of the Company, e.g. alter the articles of association of the Company; change the name of the Company; reduction of share capital with the consent of the court; and voluntary winding-up of the Company etc.;
- 28 days' notice in writing if the proposal requires the serving of a special notice under the New Companies Ordinance, e.g. remove a director; appoint another director in his/her place; appoint an auditor other than a retiring auditor; and remove an auditor etc. ; and
- at least 7 days' notice commencing no earlier than the day after the despatch of the notice and ending no later than 7 days prior to the date of the EGM if the proposal relates to the election of a person other than a current director of the Company as a director.