



# 上海實業城市開發集團有限公司

## SHANGHAI INDUSTRIAL URBAN DEVELOPMENT GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*  
(the “Company”)

### **PROCEDURES FOR ELECTION OF DIRECTORS BY SHAREHOLDERS**

#### **I. Nomination procedure of candidates for directors**

No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a Member (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the head office (Suites 3003-7, 30/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong) or at the Registration Office (26<sup>th</sup> Floor, Tesbury Centre, 28 Queen’s Road, East, Wanchai, Hong Kong). The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgement of such notices shall 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 seven (7) days prior to the date of such general meeting.

#### **1. Candidates for non-executive directors**

- (1) In accordance with the provisions of the Bye-Laws, shareholder(s) individually or in aggregate holding shares of the Company may nominate a candidate for director, who will be elected by the shareholders' general meeting based on the proposal submitted by the Board of Directors.
- (2) In nominating the candidate for a director, a shareholder shall, in accordance with the provisions of relevant regulations and the Bye-Laws, obtain the consent of the candidate, be fully aware of the information of the nominee and submit to the Board of Directors the biography and other necessary written materials of the nominee. The candidate so nominated shall also provide a written notice to the Company in writing, agree to accept the nomination, undertakes that all materials publicly disclosed are true and accurate and it has full capacity to perform the duties and functions of the director after his/her appointment.

## **2. Candidates for executive directors**

A candidate for executive director may either be nominated by shareholder(s) individually or in aggregate holding shares of the Company and the Nomination Committee from senior management of the Company after careful review and examination based on the actual needs of the Company. The nominator shall submit the biography and other written materials of the nominee as required in the procedures of director election to the shareholders' general meeting for election.

## **3. Candidates for independent non-executive directors**

- (1) In accordance with the provisions of relevant laws and regulations and the Bye-Laws, shareholder(s) individually or in aggregate holding shares of the Company may nominate a candidate for independent non-executive director, who will be elected and appointed in the shareholders' general meeting upon the examination and approval of relevant regulatory authorities.
- (2) In nominating the candidate for an independent non-executive director, a nominator shall obtain the consent of the nominee, obtain full information of the nominee, issue the opinion regarding his/her qualification and independence as an independent non-executive director, and submit to the Board of Directors the biography and other necessary written materials of the nominee. The candidate so nominated shall also make a public statement that no relationship exists between him/her and the Company which may affect its independent objective judgment.
- (3) Relevant materials of the candidates for independent non-executive directors shall, prior to the convening of the shareholders' general meeting, be submitted to relevant regulatory authorities for examination and approval. In the shareholders' general meeting to elect the independent non-executive directors, the Board of Directors shall indicate whether any objection has been raised by relevant regulatory authorities against any candidate for the independent non-executive director.

## **II. The contents for nomination of candidates for directors**

A proposal shall include:

- (1) nomination letter of candidate for director;
- (2) photocopies of identity documents of the nominated candidate for director (originals available for inspection);
- (3) photocopies of academic background and academic certificates of the nominated candidate for director (originals available for inspection);
- (4) undertaking and statement of the nominee; and
- (5) in respect of a nominee for independent non-executive director, in addition to the above documents, a Statement of Nominator, a Statement of Candidate for Independent non-executive director and the curriculum vitae of the candidate for independent non-executive director.