



**Heng Xin China Holdings Limited**  
**恒芯中國控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 8046)

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

Subject to applicable laws and regulations, including the Companies Act 1981 of Bermuda and Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), and the bye-laws (“Bye-laws”) of Heng Xin China Holdings Limited (the “Company”) as amended from time to time, the shareholders of the Company (“Shareholders”) may put forward proposal on director election in accordance with the following provision:

### Bye-law 88 of the Bye-laws

No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notice(s) are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on 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.

If a Shareholder wishes to nominate a person to stand for election as a Director of the Company at the general meeting, the following documents must be validly served on the Company Secretary of the Company, namely (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of the candidate’s willingness to be appointed together with (a) that candidate’s information as required to be disclosed under rule 17.50(2) of the GEM Listing Rules, and (b) the candidate’s written consent to the publication of his/her personal data.

\* *For identification purposes only*