



CHEVALIER INTERNATIONAL HOLDINGS LIMITED

其士國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 25)

PROCEDURE FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

Pursuant to article 116 of Chevalier International Holdings Limited's (the "Company") Bye-Laws, if a shareholder (the "Shareholder") wishes to propose a person, other than a retiring director of the Company or a person recommended by the directors, for election as a director of the Company at a general meeting, such Shareholder, who is duly qualified to attend and vote at such general meeting, should lodge a written notice of nomination (the "Notice") at 22/F, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Hong Kong or at the Company's Branch Share Registrars in Hong Kong, Tricor Standard Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong.

The Notice should be given within the period commencing on the day after dispatch of the notice of the general meeting appointed for such election and ending no later than 7 days prior to the date of such general meeting and such period shall be at least 7 days.

The Notice shall contain the following information:

- (a) as to each proposed nominee:
 - (i) the name, age, nationality, business address and residential address of the nominee;
 - (ii) the principal occupation or employment of the nominee;
 - (iii) the class and number of shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") which are owned beneficially by the nominee; and
 - (iv) any other information relating to the nominee that would like to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

- (b) as to the Shareholder giving the Notice:
 - (i) the name and record address of such Shareholder, as they appear on the Company's books;
 - (ii) the class and number of shares or underlying shares of the Company within the meaning of Part XV of the SFO which are owned beneficially by the Shareholder;
 - (iii) a representation that such Shareholder intends to appear in person or by proxy at the meeting to nominate the persons named in the Notice; and
 - (iv) any other information relating to the Shareholder that would like to be brought to the attention of the Shareholders and the Stock Exchange.
- (c) the Notice must be signed by (i) the nominee; and (ii) the Shareholder, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (d) the Notice must be accompanied by (i) a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected; and (ii) certified true copy of the Hong Kong identification card or passport of the nominee.
- (e) the Company may request for additional documents or information later.

Each proposed nominee shall be required to complete a questionnaire containing questions and information relating to the proposed nominee, in a form to be provided by the Company. The Company may also require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent non-executive director.

The Board will then propose such nominee for election as a director at the general meeting.

** for identification purpose only*

(Adopted by the Board in March 2012)