



中國鼎益豐控股有限公司

CHINA DING YI FENG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00612)

China Ding Yi Feng Holdings Limited (the “Company”)

Procedures for Shareholders to Propose a Person for Election as a Director of the Company

According to Article 89 of the articles of association of the Company, only a shareholder (other than the person to be proposed) who is duly qualified to attend and vote at the general meeting of the Company has the right to propose a person for election as a Director at a general meeting of the Company. Shareholder, who wishes to nominate a person to stand for election as a Director, must lodge the following documents at the principal place of business of the Company at Unit 6602–03, Level 66, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong:

- a. 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 a resolution to elect the nominated candidate as a Director;
- b. a Notice signed by the nominated candidate of his willingness to be elected as a Director; and
- c. the duly completed checklist attached to these procedures

The minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the Notices 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 ten (10) business days prior to the date of such general meeting. If in any case the proposal of the nominated candidate(s) is received less than ten (10) business days prior to the general meeting, the board of Directors may decide not to propose a resolution to elect the nominated candidate(s) at the general meeting to avoid undue delay of the scheduled general meeting. Such proposal will be postponed to be included in the agenda of the next general meeting in order to provide shareholders with sufficient time to receive and consider the particulars of the nominated candidate(s).

* *for identification purposes only*

Re: China Ding Yi Feng Holdings Limited (hereinafter referred to as the “**Company**”)
(Incorporated in Cayman Islands with limited liability)

中國鼎益豐控股有限公司* (下文稱「**該公司**」)

(在開曼羣島成立的有限責任公司)

Checklist to be completed and signed by a proposed new director of the Company
(for completion prior to the proposed date of appointment)

供每名擬擔任為該公司董事之人士填報之清單 (於擬委任日期前填寫)

1. Full Name 姓名全名：

– In English 英文： _____

– In Chinese 中文： _____

2. Previous Name, if any 前用姓名 (如有)：

3. Alias, if any 別名 (如有)：

4. Residential Address (Note 1) 住址 (附註一)：

– In English 英文：

– In Chinese 中文：

5. Telephone no. 電話號碼：

6. Facsimile no. 傳真號碼：

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7. Email address 電郵地址：

8. HKID Card No., or, if none, Passport No. and Issuing Country (Note 2):

香港身份證號碼，如無，則請列明護照號碼及簽發國家(附註二)：

9. Positions held with the Company and other companies within the Company's group:

於該公司及該公司之集團中其他成員公司所擔當的職位：

10. Experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (ii) other major appointments and professional qualifications (Note 3):

經驗，包括(i)過去三年在其證券於香港或海外任何證券市場上市的公眾公司擔任董事職務以及(ii)其他主要的任命及專業資格(附註三)：

11. Proposed length of service with the Company:

出任該公司董事的建議任期：

12. Relationships with any directors, senior management or substantial or controlling shareholders of the Company:

與該公司任何董事、高層管理人員、主要股東或控股股東的關係：

13. Interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong):

於該公司擁有根據《證券及期貨條例》(香港法例第571條)第XV所指的證券權益：

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14. Amount of director's emoluments specified in the director's service contract or letter of appointment and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature) (Note 4):

董事服務合約或委任函件上註明的董事酬金金額，以及計算有關董事酬金(包括任何定額或酌情發放的花紅)的基準(附註四)：

15. Does the director's service contract or letter of appointment require the Company to give a notice period of more than one year or to pay compensation of more than one year's emoluments in order to entitle the Company to terminate the service contract or appointment?

董事服務合約或委任函件是否有明文訂明，該公司如要終止合約或委聘，必須給予逾一年通知或支付等同一年以上酬金的賠償？

16. Does the proposed new director have any information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (w) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited? If yes, please give details (extract of the said Rule is attached for the perusal of the proposed new director).

擬獲委任之新董事是否有任何須根據香港聯合交易所有限公司主板證券上市規則第13.51(2)(h)至(w)條的任何規定而披露的資料？如有，請詳細列明(隨附該上市規則條文供擬獲委任之新董事詳閱)：

Completed and signed by the proposed new director of the Company:

本清單乃由擬擔任為該公司之新董事填寫及簽署：

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Name:

姓名：

Date:

日期：

Note 1: Please provide a copy of address proof, e.g. telephone bills or utility bills

附註一：請提供住址證明，例如：電話費單或公用事業帳單

Note 2: Please provide a copy of the HKID Card or, in the absence of which, the Passport of the proposed new director.

附註二：請附上擬擔任為新董事人士之香港身份證（如無，則護照）副本。

Note 3: Please provide the CV of the proposed new director.

附註三：請提供擬擔任為新董事人士的簡歷。

Note 4: Please provide a copy of the director's service contract or letter of appointment, if available.

附註四：如有，請提供董事服務合約或委任函件之副本。

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