



太陽國際資源有限公司
SUN INTERNATIONAL RESOURCES LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8029)

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

Subject to the provisions of the Articles of Association of Sun International Resources Limited (the 'Company'), shareholders may propose a person for election as a director according to the following procedure:

1. A shareholder alone or shareholders together holding at least 3 percent of the total outstanding voting shares of the Company may propose to the Shareholders' General Meeting candidates for the position of director in the form of a written motion, provided that the number of persons nominated complies with the Articles of Association of Sun International Resources Limited (the 'Articles of Association') and is not greater than the number of persons to be elected;
2. The motion must be submitted to the Company by one/more of the shareholder(s) and shall be delivered to the Company for the attention of the Company Secretary at least 7 days before the date of the next Shareholders' General Meeting is to be held; and must include the following:
 - (i) the shareholder's notice of intention to propose a resolution at the general meeting; and
 - (ii) a notice executed 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 13.51(2) of the Listing Rules and such other information, as set out in the below heading '*Required information of the candidate(s) nominated by Shareholders*', and
 - (B) the candidate's written consent to the publication of his/her personal data.

Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company/group of companies (if any);
- (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in Shares within the meaning of Part XV of the SO, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate(s) in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholder's attention; and
- (i) contact details.