



K. WAH INTERNATIONAL HOLDINGS LIMITED
嘉華國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code : 173)

**PROCEDURE TO PROPOSE A PERSON OTHER THAN
A RETIRING DIRECTOR FOR ELECTION AS DIRECTOR**

Pursuant to Bye-law 114 of the Bye-laws of K. Wah International Holdings Limited (“*Company*”), any shareholder of the Company who wishes to propose a person other than a retiring director for election as a director (“*Candidate*”) at any general meeting must deliver to the Company’s registered office in Bermuda at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda or the Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at least seven days before the date of the general meeting the following documents:

- (i) a written notice of nomination of Candidate duly signed by the shareholder who is qualified to attend and vote at the general meeting; and
- (ii) a written confirmation from such nominated Candidate of his/her willingness to be elected as a director.

The period for lodgment of the said notice 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 days prior to the date of such general meeting, provided that such period shall be at least seven days. Nevertheless, if a valid nomination and/or information is received after publication of the notice of general meeting, the Board of Directors shall assess whether or not it is necessary to adjourn the general meeting of the election to give shareholders at least ten business days to consider the relevant information disclosed in an announcement or supplementary circular issued after publication of the notice of meeting.

It should also be noted that the biographical details of such nominated Candidate required under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will also be required for publication by the Company.