



SUNLEY HOLDINGS LIMITED

新利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

(“Company”)

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

The procedures for shareholders to nominate a person, other than a retiring director of the Company or a person recommended by the board of directors, to stand for election as a director of the Company (the “**Director**”) are set out below.

- A shareholder of the Company shall prepare a notice in writing of his/her intention to propose a person for election as a Director.
- The person proposed for election as a Director shall also prepare a notice in writing of his/her willingness to be elected.
- Such notices shall be lodged at the head office of the Company at Room 201, 2/F, Marina House, 68 Hing Man Street, Shau Kei Wan, Hong Kong or at the address of Tricor Investor Services Limited, the Hong Kong branch share register and transfer office of the Company at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.
- The period for lodgment of such notices will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

(Extracted from the Articles of Association of the Company)

Date: 18 October 2012

These procedures are prepared in English. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.