

**VARITRONIX INTERNATIONAL LIMITED**  
(the "Company")

**Procedures for members to make proposals at general meeting other than a proposal of a person for election as director**

The following procedures are subject to the Company's bye-laws, the Companies Act 1981 ("CA") /

Bye-law

Bye-laws 60 & 61

- 1 The Company holds an annual general meeting ("AGM") every year, and may hold a general meeting known as a special general meeting whenever necessary.
- 2 Member(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all members having the right to vote at the general meeting; or (ii) not less than 100 members, can submit a written request stating the resolution intended to be moved at the AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting. CA- s79(1) &(2)
- 3 The written request/statements must be signed by the member(s) concern and deposited at the Company's registered office at Clarendon House, Church Street, Hamilton, Bermuda HM11 and its principal office at 9<sup>th</sup> Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong, for the attention of the Company Secretary of the Company, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition. CA- s80(a)
- 4 If the written request is in order, the Company Secretary will ask the Board of Directors of the Company (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the member(s) concerned have deposited a sum of money reasonably determined by the Board of Directors sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the member(s) concerned in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid or the member(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the member(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting. CA-s80(b)

Members who have enquires about the above procedures or have enquires to put to the Board of Director may write to the Company Secretary at 9<sup>th</sup> Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong.

## VARITRONIX INTERNATIONAL LIMITED

(the "Company")

### Procedures for a member to propose a person for election as a director

The following procedures are subject to the Company's bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation.

Companies Act  
1981 ("CA") /  
Bye-law

1 If a member, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than the member himself/herself) for election as a director at that meeting, he/she can deposit a written notice at the Company's principal office at 9<sup>th</sup> Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong, for the attention of the Company Secretary of the Company.

Bye-law 103

2 In order for the Company to inform all members of that proposal, the written notice must state the full name of the person proposed for election as a director, his/her biographical details as required by rule 13.51(2) of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited, and be signed by the member concerned and that person indicating his/her willingness to be elected.

3 The period for lodgment of such a written notice will commence no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) clear days prior to the date of such general meeting. If the notice is received less than fifteen (15) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the members at least fourteen (14) clear days and not less than ten (10) business days prior to the general meeting.

Bye-law 69  
required 7 days'  
notice if a  
meeting is  
adjourned for 14  
days or more.

Rule 13.70  
requires 10  
business days  
supplemental  
circular/  
announcement

Members who have enquires about the above procedures or have enquires to put to the Board may write to the Company Secretary at 9<sup>th</sup> Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong.

## VARITRONIX INTERNATIONAL LIMITED

(the "Company")

### Procedures for members to convene a special general meeting ("SGM")

The following procedures are subject to the Company's bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation.

Companies  
Act 1981  
("CA") /  
Bye-law

- 1 Members holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office at Clarendon House, Church Street, Hamilton, Bermuda HM11 and its principal office at 9<sup>th</sup> Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong, for the attention of the Company Secretary of the Company, to require a SGM to be called by the Board of Directors for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. Bye-law 62  
CA- 74(1)
  
- 2 The written requisition must state the purposes of the general meeting, signed by the member(s) concerned and may consist of several documents in like form, each signed by one or more of those members. CA- 74 (2)
  
- 3 If the requisition is in order, the Company Secretary will ask the Board of Directors to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid, the members concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.
  
- 4 The notice period to be given to all the registered members for consideration of the proposal raised by the member(s) concerned at a SGM varies according to the nature of the proposal, as follows:
  - a) at least twenty-one (21) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and Bye-laws 63 &  
Rule 13.70
  
  - b) at least fourteen (14) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company. Bye-law 63 &  
Rule 13.70

Members who have enquires about the above procedures or have enquires to put to the Board of Director may write to the Company Secretary at 9<sup>th</sup> Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong.

**VARITRONIX INTERNATIONAL LIMITED**  
(the “Company”)

**Procedures by which enquiries may be put to the board**

The following procedures are subject to the Company’s bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation.

Companies Act  
1981 (“CA”) /  
Bye-law

- 1 Members do not generally have any right to put forward enquiries to the board. There is no procedure set out in the Act or in the bye-laws of the Company available for any member to put forward an enquiry to the board. A member may, of course, at any time write to the Board of Directors of the Company and it is up to the Board of Directors of the Company to decide whether or not to entertain any request made by a member.

Members who have enquires about the above procedures or have enquires to put to the Board of Director may write to the Company Secretary at 9<sup>th</sup> Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong.