



PACIFIC TEXTILES HOLDINGS LIMITED
互太紡織控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 01382)

(股份代號: 01382)

Procedures for shareholders to propose a person for election as a director

股東提名人士競選為董事之程序

Subject to applicable laws, regulations and the provisions of the Articles of Association of the Company (the "Articles") as amended from time to time, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

Pursuant to the article 116 of the Articles, no person shall be eligible for election to the office of Director at any general meeting unless:

- (a) recommended by the Board; or
- (b) during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

根據適用法律及不時修訂的本公司組織章程細則（「章程細則」），本公司於股東大會上可不時通過普通決議案推選任何人士為董事，以填補臨時空缺或增加現有的董事名額。

根據章程細則第 116 條，除符合如下條件，概無任何人士合資格於任何股東大會上參選董事一職：

- (a) 經董事局推薦參選；或
- (b) 於該競選會議通告寄發後之日起，至該競選會議舉行日期前七日，期間須不少於七日內，有權出席大會並於會上投票的股東（被提名參選的人士除外）向公司秘書提交表示有意提名該名人士參選董事的書面通知，連同該被提名人士簽署表明參選意願的書面通知。

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Procedures for Shareholders to propose a person for the election as Director

Accordingly, if a shareholder wishes to propose a person for election as a Director at the annual general meeting (the “AGM”), the shareholder can deposit a written notice to that effect at the registered office of the Company at 7/F., Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories for the attention of the Company Secretary.

In order for the Company to inform shareholders of that proposal, the following documents must be validly served on the Company Secretary, namely:

- (i) shareholder’s written notice of intention to propose a resolution at the AGM; and
- (ii) a notice executed by the nominated person of the his/her willingness to be appointed together with that person’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 person(s) nominated by shareholders”, and the person’s written consent to the publication of his/her personal data.

In order to ensure shareholders have sufficient time to receive and consider the information of the nominated person(s), such a written notice will commence no earlier than the day after the despatch of the AGM notice (inclusive of such day) and end no later than seven (7) days prior to the date of the AGM (inclusive of such day).

因此，若股東擬在股東周年大會（「股東周年大會」）上提名人士競選為董事，彼可向本公司註冊辦事處新界葵涌大連排道 48-56 號東海工業大廈 B 座 8 樓遞交書面通知，抬頭註明公司秘書收。

為方便本公司通知股東有關建議，須向公司秘書有效送達下述文件：

- (i) 該股東擬在股東周年大會上提出決議案的意向通知；及
- (ii) 獲提名之人士簽署表示願意接受委任的通知，連同下文「獲股東提名人士須提交的資料」標題下所載按《上市規則》第 13.51(2) 條規定須披露的候選人士資料以及其他資料，及候選人士同意公布其個人資料的同意書。

為確保股東有充足時間收取及考慮獲提名人士的資料，遞交書面通知的開始日期不得早於寄發股東週年大會通知後一天（包括當天），而遞交書面通知的最後日期則不得遲於股東週年大會日期前七(7)天(包括當天)。

Required information of the person(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 person(s):

- (a) the full name and age;
- (b) positions held with the Company and/or other members of the Company's group (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 person(s);
- (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;

獲股東提名人士須提交的資料

為了讓股東在選舉董事時可以作出有根據的決定，上述有關股東擬提出決議案的意向通知應附有獲提名人士的下列資料：

- (a) 全名及年齡；
- (b) 在本公司及／或本公司集團其他成員公司所擔任的職位（如有）；
- (c) 有關經驗，包括(i)過去 3 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其他董事職務；以及(ii) 其他主要任命及專業資格；
- (d) 現時的工作以及股東須知的其他有關候選人能力及誠信的資料（如包括業務經驗及學術資格）；
- (e) 出任本公司董事的任期或建議任期；
- (f) 與本公司任何董事、高級管理人員、主要股東或控股股東（定義見《上市規則》）的關係，或否定此等關係的合適聲明；

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| (g) interests in Shares of the Company within the meaning of Part XV of the SFO, or an appropriate negative statement; | (g) 《證券及期貨條例》第 XV 部所指的本公司股份權益，或否定此等權益的合適聲明； |
| (h) a declaration made by the nominated person(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 person's standing for election as a Director that should be brought to shareholders' attention; and | (h) 獲提名人士就根據《上市規則》第 13.51(2)(h) 至(w) 條規定予以披露的資料所作的聲明，或否定存有任何根據該等規定予以披露的資料及任何需要股東知悉有關該獲提名人士參選董事的事項的合適聲明；
及 |
| (i) contact details. | (i) 聯絡詳情。 |

The shareholder proposing the person(s) will be required to read out aloud the proposed resolution, at the AGM.

提名候選人的股東須在股東周年大會上朗讀其提出的決議案。