

**HIGHLIGHT CHINA IOT INTERNATIONAL LIMITED**

高銳中國物聯網國際有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1682)

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

The following procedures are subject to the bye-laws of Highlight China IoT International Limited (the “**Company**”) (the “**Bye-laws**”), the Companies Act 1981 of Bermuda and applicable legislation and regulation.

1.1 Bye-law 113 provides “No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office for at least seven (7) clear days before the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day immediately after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length.”.

1.2 Shareholder(s) of the Company (“**Shareholders**”) who wish to nominate a person to stand for election as a director of the Company (“**Director**”) at any general meeting (“**General Meeting**”) appointed for such election shall follow the following procedures as prescribed in Bye-law 113:

- (a) he/she shall validly lodge a signed written notice (“**Notice of Nomination**”) indicating his/her intention to propose the candidate(s) (“**Proposed Director(s)**”) for election as director(s) at the General Meeting at either of the following address:

*Head office and principal place of business of the Company in  
Hong Kong:*

Highlight China IoT International Limited  
25<sup>th</sup> & 26<sup>th</sup> Floor,  
238 Des Voeux Road Central,  
Hong Kong

***Hong Kong branch share registrar and transfer office***

Tricor Secretaries Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

- (b) the Notice of Nomination shall be accompanied by a written notice (“**Notice of Willingness**”) signed by the Proposed Director(s) indicating his/her willingness to be elected, together with (i) the information of the Proposed Director(s) required to be disclosed under Rule 13.51(2) of the Rules Governing of Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), as summarised and set out in the paragraph 1.6 below, and (ii) written consent from the Proposed Director(s) regarding the publication of his/her personal data.
- 1.3 Shareholder(s) giving the Notice of Nomination must be duly qualified to attend and vote at the meeting for such election.
- 1.4 The Notice of Nomination together with the Notice of Willingness shall be lodged at the address specified in paragraph 1.2(a) above for at least seven (7) clear days before the date of the General Meeting and the period for lodgement of such notices shall commence no earlier than the day immediately after the despatch of the notice of the General Meeting and shall be at least seven (7) clear days in length.
- 1.5 To enable Shareholders to make an informed decision on their election of Director(s) at the General Meeting, the Company will publish an announcement or issue a supplementary circular containing particulars of the Proposed Director(s) upon receipt of a Notice of Nomination where such notice is received by the Company after publication of the notice of meeting of the General Meeting, in accordance with Rule 13.70 of the Listing Rules. The Company will assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least ten business days to consider the relevant information disclosed in the announcement or supplementary circular.
- 1.6 **Required information of the Proposed Director(s) nominated by Shareholders:**

The Notice of Nomination referred in paragraph 1.2 shall be accompanied by the following information of the Proposed Director(s):

- (a) full name and age;
- (b) positions held with the Company and/or its members;
- (c) experience including (i) other directorships held in the past three 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;
- (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 of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement; and
- (h) a declaration made by the nominated candidate 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 Shareholders' attention.