



# SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 236)

## **PROCEDURE FOR SHAREHOLDERS TO PROPOSE CANDIDATE(S) FOR ELECTION AS DIRECTOR(S)**

Pursuant to Rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), **SAN MIGUEL BREWERY HONG KONG LIMITED** (the “Company”) sets out the following procedures for shareholders to propose a candidate for election as a director of the Company (a “Director”)

### **Memorandum and New Articles of Association (the “Memorandum”) Provision**

Memorandum 109 of San Miguel Brewery Hong Kong Limited (the “Company”) provides that no person, other than a retiring Director, shall be eligible for election to the office of Director at any general meeting, unless:

- (a) he/she is recommended by the Board for election,
- (b) he/she is nominated by a shareholder by a notice in writing to the Company and the Company has received such notice at its registered office in the period 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 provided that such period shall be at least seven days. The nomination notice should be accompanied by a notice in writing by the nominated candidate of his/her willingness to be elected.

### **Nomination procedure:**

If a shareholder wishes to propose a person other than a director of the Company for election as a director at a general meeting at which elections to the office of directors are to be considered, the following documents must be submitted to the Company no later than **seven days before the date of the general meeting**: at the principal office of the Company at 9/F, Citimark Building, 28 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong, for the attention of the Company Secretary:

- (a) The Director Nomination Form with the required supporting documents as follows:
  - The name of the nominating shareholder, and the address and phone number at which the nominating shareholder can be contacted.
  - The candidate’s full name, together with address and phone number where the candidate can be contacted.

- A statement of the candidate's qualifications and experiences, and any other qualities that the nominating shareholder believes that the candidate would bring to the board.
- (b) The candidate's resume, which must include at the minimum a detailed description of the candidate's business, professional or other appropriate experience for the last five years, a list of other boards of directors of public companies (if any) on which the candidate currently serves or on which he or she served in the last five years, undergraduate and post-graduate educational information (if applicable) and at least three years business, professional or personal references for the candidate (in addition to the nominating shareholder).
- (c) A written statement signed by the candidate of his/her willingness to be elected together with (A) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (B) the candidate's written consent to the publication of his/her personal data and (C) confirmation that there are no grounds for his/her ineligibility and incompatibility to act as a director and that he/she satisfies the integrity and, if applicable, independence requirements under the applicable Listing Rules.

The nominating shareholder may also include any additional information that the shareholder believes is relevant to the nomination committee's consideration of the candidate. If a shareholder proposes a candidate without submitting all of the foregoing items, the nomination committee may, in its discretion, reject the proposed candidate, request more information from the nominating shareholder, or consider the proposed candidate while reserving the right to request more information. In addition, the nomination committee further reserves the right to limit each shareholder to one proposed candidate in any calendar year and not to consider any additional candidate(s) proposed by such shareholder or affiliates of such shareholder.

This procedure will be subject to review by the board at any time and shall be made available on request to any shareholders of the Company and are posted on the Company's website, *info.sanmiguel.com.hk*.

**SAN MIGUEL BREWERY HONG KONG LIMITED**  
**Director Nomination Form**

I am (Mr./Mrs./Miss) \_\_\_\_\_, being the ordinary shareholder of the Company, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_

mobile phone number \_\_\_\_\_ home/office phone number \_\_\_\_\_ e-mail address (if any) \_\_\_\_\_ .

I would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_, age \_\_\_\_ who is duly qualified in accordance with the provision of the Company to be the director. The candidate's written consent to the nomination, resume and other supporting documents (if any) of the candidate have been enclosed and duly certified at every page, \_\_\_\_ pages in total.

I hereby certify that the information provided in this forms, candidate's written consent to the nomination and other supporting documents are true and correct.

\_\_\_\_\_ Shareholder's Signature

( \_\_\_\_\_ )

Date \_\_\_\_\_

## WRITTEN STATEMENT OF CANDIDATE FOR ELECTION AS DIRECTOR

I am (Mr./Mrs./Miss) \_\_\_\_\_, a candidate proposed to be nominated for election as a director, hereby consent to my nomination for election as a director and certify that:

1. I am fully qualified in accordance with the applicable Listing Rules, Companies Ordinance, the Companies Ordinance and the Memorandum and New Articles of Association of the Company.
2. I am giving my consent to the publication of my personal data.
3. I confirm that there are no grounds for my ineligibility and incompatibility to act as a director and that that I satisfy the integrity and, if applicable, independence requirements under the applicable Listing Rules
4. I agree to adhere to the good corporate governance practice of the Company by my signature below.

\_\_\_\_\_ Candidate's Signature

( \_\_\_\_\_ )

Date \_\_\_\_\_