



永義國際集團有限公司

Easyknit International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1218)

RULES AND PROCEDURES GOVERNING THE ELECTION OF DIRECTORS

The following rules and procedures (“Rules and Procedures”) will govern the conduct at any general meeting of Easyknit International Holdings Limited (the “Company”) of the election of directors. The Rules and Procedures are made pursuant to Bye-Law 103 of the Bye-Laws of the Company (“Bye-Laws”).

1. ELIGIBILITY FOR NOMINATION TO THE OFFICE OF DIRECTOR

Bye-Law 103 of the Bye-Laws provides that a person (other than retiring director) will only be eligible for election or re-election to the office of director at a general meeting if:

- (a) the candidate is recommended by the board of directors (the “Board”) of the Company;
or
- (b) the candidate is nominated by notice in writing by a shareholder within the seven-day period commencing the day after the dispatch of the notice of the general meeting (or such other period, being a period of not less than 7 days, commencing no earlier than the day after the dispatch of notice of such meeting and ending no later than 7 days prior to the date appointed for such meeting).

The notice of nomination shall be accompanied by a notice signed by the candidate indicating his willingness to be appointed or re-appointed.

2. SHAREHOLDERS’ ENTITLEMENT TO NOMINATE CANDIDATES FOR ELECTION

Each shareholder listed on the register of shareholders as at the time a nomination is received will be entitled to sign a nomination of a candidate for election to the office of director at a general meeting, provided that where there are joint holders of a share, then only the holder first named on the register may sign the nomination form.

3. FORM OF NOMINATIONS AND CONSENTS

3.1 Nominations

A nomination must:

- (a) be in writing;
- (b) set out the following details in relation to the shareholder nominating the candidate:
 - (i) the shareholder’s full name as appears on the share certificate;
 - (ii) the shareholder’s address; and
 - (iii) the shareholder’s contact details.



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(c) be signed by the shareholder nominating the candidate.

The Board will only accept original or faxed signed nomination.

To assist shareholders in making nominations, a standard nomination form is available. To access, the standard nomination form, visit www.easyknit.com.

3.2 Consents

Any candidate nominated must consent to their nomination and to becoming a director. To assist shareholders, a standard consent to nomination is available. To access the standard consent to nomination, visit www.easyknit.com.

4. PLACE FOR LODGING NOMINATIONS

Nomination forms and consents to nomination must be addressed to the Company Secretary and left at, or sent to, the following address:

Block A, 7/F.,
Hong Kong Spinners Building, Phase 6,
481-483 Castle Peak Road, Cheung Sha Wan,
Kowloon,
Hong Kong

Facsimile: (852) 2171-1503

5. DECLARATION OF NOMINATION

As soon as practicable after a nomination form and consent to nomination are received by the Board, the Board will notify that shareholder as to whether the nomination has been properly made.

6. SELECTION PROCESS

6.1 The Nomination Committee is mandated to review the structure, size and composition necessary (including the skills, knowledge, experience and length of service) to the Board, and to identify and, in accordance with the Nomination Policy, nominate suitable candidates for the Board's consideration and recommendation to shareholders for consideration. In selection process, the Nomination Committee makes reference to criteria including, inter alia:

- (a) reputation for integrity, accomplishment and experience in relevant sectors;
- (b) professional and educational background; and
- (c) potential time commitment for the Board/committee responsibilities.



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- 6.2 As a good corporate governance practice, every director / Nomination Committee member abstains from voting on the proposition of himself for election by shareholders.
- 6.3 To enable shareholders to make an informed decision on their election at a general meeting, the names of candidates submitted for election or re-election as a director together with his biographical details as set out in Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the past 3 years and other major appointments) as set out in a circular to be sent to shareholders prior to the meeting.

March 2012