



**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION
AS A DIRECTOR OF
SA SA INTERNATIONAL HOLDINGS LIMITED (“COMPANY”)**

1. These procedures are adopted by the board (“Board”) of directors (“Director”) of the Company by resolution passed on 27 February 2012 and published pursuant to rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).
2. Under Article 119 of the Articles of Association of the Company (“Articles”)¹, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Such resolution may take the form of a written resolution passed in accordance with Article 84 of the Articles which must be signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) or it may be passed at any general meeting of the Company duly convened.
3. Article 120 of the Articles provides that no person (other than a retiring Director) shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a member of the Company (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person for election as a Director and also a notice in writing signed by that person to be proposed of his/her willingness to be elected shall have been given to the Company for a period of at least seven days which shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days before the date of such general meeting.
4. Accordingly, if a shareholder (“the Proposing Shareholder”) wishes to propose a person for election as a Director, he/she must give notice to the Company of his/her intention to do so; and the person proposed (the “Candidate”) must also give notice to the Company of his/her willingness to be elected. Both notices must conform with the requirements set out in paragraph 3 above and be sent to the Company’s head office in Hong Kong at 14th Floor, Block B, MP Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong marked for the attention of the Company Secretary, in the period identified in paragraph 3 above.

¹ A complete set of the Articles of Association is available on the website of the Company (www.sasa.com) and on the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

5. The Company is required by rule 13.70 of the Listing Rules to publish an announcement or issue a supplementary circular upon receipt of the notice to propose a person for election as a Director from the Proposing Shareholder which must include particulars of the Candidate. In order to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular, the general meeting may have to be adjourned.
6. To enable the Company to comply with the requirements of rule 13.70, the Candidate must provide the following information (as required to be disclosed under rule 13.51(2) of the Listing Rules) together with the notice of willingness to be elected:
 - 6.1 full name and age;
 - 6.2 positions held with the Company and other members of the group of companies of the Company;
 - 6.3 experience including:
 - (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and
 - (ii) other major appointments and professional qualifications;
 - 6.4 length or proposed length of service with the Company;
 - 6.5 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;
 - 6.6 his interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement; and
 - 6.7 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 the Candidate's standing for election as a Director that need to be brought to shareholders' attention.
7. The text of this document appears in both English and Chinese languages. In case of discrepancy, the English version shall prevail.