

XINKONG INTERNATIONAL CAPITAL HOLDINGS LIMITED

信控國際資本有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 993)

(股份代號：993)

SHAREHOLDERS COMMUNICATION POLICY AND SHAREHOLDERS' RIGHTS 股東通訊政策 及 股東權利

1. PRINCIPLES 原則

1.1 The Company is committed to providing shareholders (the “**Shareholders**”) of XinKong International Capital Holdings Limited (the “**Company**”) and other stakeholders (including potential investors) with balanced and understandable information about the Company.

信控國際資本有限公司(「**本公司**」)致力向本公司的股東(「**股東**」)及其他利益相關者(包括有意投資人士)提供全面及容易理解的本公司資料。

1.2 The board of directors of the Company (the “**Board**”) should be responsible for:
本公司的董事會(「**董事會**」)應負責：

- maintaining an on-going dialogue with Shareholders and encouraging them to communicate actively with the Company; and
與股東持續保持對話及鼓勵他們與本公司積極溝通；及
- establishing this Shareholders' Communication Policy (the “**Policy**”) and reviewing the Policy on a regular basis to ensure its effectiveness.
建立股東通訊政策(「**本政策**」)及定期檢討本政策以確保其成效。

2. PURPOSE 目的

2.1 The Policy aims to:
本政策旨在：

- promote effective communication with Shareholders and other stakeholders;
提升與股東及其他利益相關者的有效溝通；

- encourage Shareholders to engage actively with the Company; and
鼓勵股東積極與本公司建立密切關係；及
- enable Shareholders to exercise their rights as shareholders effectively.
促使股東有效地行使其作為股東的權利。

3. SOURCES OF COMMUNICATION 溝通渠道

3.1 Corporate Communication 公司通訊

- 3.1.1 “Corporate Communication” as defined under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities or the investing public, including but not limited to the following documents of the Company: (a) the directors’ report, annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) the quarterly report, if any; (d) a notice of meeting; (e) a listing document; (f) a circular; and (g) a proxy form.

根據香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**《上市規則》**」）所界定，「公司通訊」乃指本公司發出或將予發出以供其任何證券的持有人或投資大眾參照或採取行動的任何文件，其中包括但不限於本公司的下列文件：(a) 董事會報告、年度賬目連同核數師報告以及（如適用）財務摘要報告；(b) 中期報告及（如適用）中期摘要報告；(c) 季度報告（如有）；(d) 會議通告；(e) 上市文件；(f) 通函；及 (g) 委派代表表格。

- 3.1.2 The Corporate Communication of the Company will be published on the Stock Exchange’s website (www.hkexnews.hk) and the Company’s website (www.xinkong.com.hk) in a timely manner as required by the Listing Rules.

本公司的公司通訊將按照《上市規則》的規定適時在聯交所網站 (www.hkexnews.hk) 及本公司網站 (www.xinkong.com.hk) 登載。

- 3.1.3 Pursuant to the requirements on the Listing Rules, the Company has adopted the arrangements to disseminate Corporate Communications electronically. No printed copies of Corporate Communications will be sent to Shareholders except by request. In support of electronic communication by email, Shareholders are recommended to provide their functional email address. Details of the Company’s arrangements for dissemination of Corporate Communications, together with the request forms for printed copy of Corporate Communications have been published under the section Investor Relations in the Company’s website (www.xinkong.com.hk).

本公司已根據《上市規則》的規定採納以電子通訊方式發佈本公司的公司通訊的安排，除非應股東要求，否則本公司不會向其寄發印刷本形式的公司通訊。為了可透過電子郵件進行電子通訊，我們建議股東提供其有效的電郵地址。有關本公司發佈企業通訊的安排及索取企業通訊印刷本申請表格已登載於本公司網站 (www.xinkong.com.hk) 的投資者關係部分。

3.2 Announcements and Other Documents pursuant to the Listing Rules 根據《上市規則》規定的公告及其他文件

- 3.2.1 The Company shall publish announcements (on inside information, corporate actions and transactions etc.) and other documents (e.g. Bye-laws) on the Stock Exchange's website in a timely manner in accordance with the Listing Rules.
本公司應根據《上市規則》的規定於聯交所網站適時登載公告(就內幕消息、企業行動及交易等事宜)及其他文件(例如組織章程大綱及細則)。

3.3 Corporate Website 公司網站

- 3.3.1 Any information or documents of the Company posted on the Stock Exchange's website will also be published on the Company's website (www.xinkong.com.hk).
任何登載於聯交所網站的本公司資料或文件亦將登載於本公司網站(www.xinkong.com.hk)內。
- 3.3.2 Other relevant corporate information will also be available on the Company's website.
其他本公司的相關資料亦會登載於本公司網站。

3.4 Shareholders' Meetings 股東大會

- 3.4.1 The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders.
本公司的股東周年大會及其他股東大會是本公司與股東溝通的首要平台。
- 3.4.2 The Company shall provide Shareholders with relevant information on the resolution(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s).
本公司應按照《上市規則》的規定適時向股東提供在股東大會上建議的決議案的相關資料，所提供的應是合理需要的資料，以便股東能夠就建議的決議案作出有根據的決定。
- 3.4.3 Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings.
本公司鼓勵股東參與股東大會或在他們未能出席大會時委任代表出席及於會上代表他們投票。
- 3.4.4 Where appropriate or required, the Chairman of the Board and other Board members, the chairmen of board committees or their delegates, and the external auditor should attend general meetings of the Company to answer Shareholders' questions (if any).
在合適或需要的情況下，董事會主席及其他董事會成員、董事會轄下委員會的主席或其委任的代表，以及外聘核數師應出席本公司的股東大會並在會上回答股東提問(如有)。

- 3.4.5 The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to independent shareholders' approval.

董事會轄下的獨立委員會(如有)的主席亦應出席任何批准關連交易或任何其他須經獨立股東批准的交易的股東大會，並於會上回應問題。

3.5 Shareholders' Enquiries 股東查詢

3.5.1 Enquiries about Shareholdings 關於持股事項的查詢

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar, Tricor Investor Services Limited via its online holding enquiry service at www.tricoris.com or send email to is-enquiries@vistra.com or call its hotline at (852) 2980 1333, or go in person to its public counter at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

股東可透過以下方式向本公司的股份登記分處，卓佳證券登記有限公司作出有關持股事項的查詢：使用其網站內的在綫持股查詢服務(網址：www.tricoris.com)或發電郵至 is-enquiries@vistra.com 或致電其熱線(852) 2980 1333 或親身往其公眾櫃檯，地址為香港夏愨道16號遠東金融中心17樓。

3.5.2 Enquiries about Corporate Governance or Other Matters to be put to the Board and the Company

向董事會及本公司查詢關於企業管治或其他的事項

The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send written enquiries to the Company, for the attention of the company secretary of the Company (the "Company Secretary"), by email: comsec@xinkong.com.hk.

一般而言，本公司不會處理口頭或匿名的查詢。股東可透過以下方式將書面查詢發送給本公司(註明本公司之公司秘書(「公司秘書」)為收件人)：發電郵至 comsec@xinkong.com.hk。

Note: Shareholders' information may be disclosed as required by law.

註：股東的資料可能根據法律的規定而須被披露。

3.6 Other Investor Relations Communication Platforms 其他投資者通訊平台

- 3.6.1 Investor/analysts briefings, media interviews, and marketing activities for investors etc. will be launched on a required basis.

投資者/分析員簡佈會、媒體訪問、以及為投資者而設的推廣活動等將會在有需要時舉行。

4. SHAREHOLDERS' RIGHTS 股東權利

4.1 To convene an extraordinary general meeting 召開股東特別大會

- 4.1.1 Requisition to convene an extraordinary general meeting can be deposited by the members of the Company holding at the date of the deposit of the requisition not less than one-tenth (10%) of the paid-up capital of the company as at the date of the deposit

carrying the right of voting at general meetings of the company.

於提交請求當日持有附帶於本公司股東大會表決權之本公司實繳股本(截至提交請求當日)不少於十分一(百分之十)的公司股東，可提交請求召開股東特別大會。

- 4.1.2 The requisitionists must submit their requisition in writing in which it should state the objects of the meeting and duly signed by the requisitionists, mailed and deposited at Rooms 1703-1704, 17/F, YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong for attention of the Company Secretary; and may consist of several documents in like form, each signed by one or more requisitionists.

請求人須呈交書面請求書並述明會議的目的，該請求書須由請求人簽署，郵寄至及存放於香港灣仔告士打道38號萬通保險中心17樓1703-1704室公司秘書收；請求書可包含數份同樣格式的文件，而每份文件均由1名或多於1名請求人簽署。

- 4.1.3 The requisition will be verified with the Company's share registrar and upon its confirmation that the requisition is proper and in order, the company secretary will ask the Board to convene an extraordinary general meeting by serving sufficient notice in accordance with the statutory requirements to all registered shareholders, provided that the requisitionists have deposited a sum of money reasonably sufficient to meet the Company's expenses involved in convening an extraordinary general meeting. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, an extraordinary general meeting will not be convened as requested.

有關要求將由本公司股份過戶登記處核實，在確定為適當及符合程序後，公司秘書將請求董事局召開股東特別大會，並按照法定要求向所有登記股東給予充分通知期。惟請求人必須繳存合理足夠款項，用以支付本公司召開股東特別大會的相關開支。反之，倘有關要求經核實為不符合程序，請求人將獲通知有關結果，而本公司亦不會按要求召開股東特別大會。

- 4.1.4 Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provisions of section 74(3) of the Companies Act 1981 of Bermuda.

該大會須於該要求提交後兩(2)個月內舉行。倘於提交要求後二十一(21)日內，董事會未能召開有關大會，提出要求之人士可根據一九八一年百慕達公司法第74(3)條條文自行召開大會。

- 4.1.5 A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the directors of the Company (the "**Directors**") in accordance with the bye-laws of the Company and the Listing Rules.

由請求人根據本條召開的會議，須盡可能以接近本公司董事(「**董事**」)召開會議的方式召開(按照公司細則及上市規則)。

- 4.1.6 Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company.

請求人因董事沒有妥為召開會議而招致的任何合理費用，須由公司償還請求人。

4.2 Procedure to put forward proposals* at Shareholders' meetings

在股東大會提出建議*的程序

4.2.1 Proposals at Shareholders' meetings can be put forward by the members of the Company holding at the date of the submission of the proposals not less than one-tenth (10%) of the paid-up capital of the company as at the date of the submission carrying the right of voting at general meetings of the Company.

於提交建議當日持有附帶於本公司股東大會表決權之本公司實繳股本(截至提交建議當日)不少於十分一(百分之十)的公司股東，可就股東大會提出建議。

4.2.2 The submission of the proposals must be made within 3 business days (as defined in the Listing Rules, i.e. day(s) on which there are dealings/trading on the Stock Exchange) after a notice of the Shareholders' meeting has been served to all registered shareholders by the Board. The proposals must be written and must state the objects of the proposals, and must be signed by the proposers, and mailed and deposited at Rooms 1703-1704, 17/F, YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong for attention of the Company Secretary; and may consist of several documents in like form, each signed by one or more proposers.

呈交者一定要在董事會通知所有登記股東召開股東大會後的3個營業日(上市規則所界定，即在聯交所進行買賣 / 交易的日子)內呈交建議。建議必須書面形式及須述明建議的目的，並由呈交者簽署，及郵寄至及存放於香港灣仔告士打道38號萬通保險中心17樓1703-1704室公司秘書收；建議書可包含數份同樣格式的文件，而每份文件均由1名或多於1名呈交者簽署。

4.2.3 The proposals will be verified with the Company's share registrar and upon its confirmation that the proposals are proper and in order, the company secretary will ask the Board to update the resolutions by serving sufficient notice in accordance with the statutory requirements to all registered shareholders, provided that the proposers have deposited a sum of money reasonably sufficient to meet the Company's expenses involved in publishing supplementary circular and updating related resolutions. On the contrary, if the requisition has been verified as not in order, the proposer will be advised of this outcome and accordingly, no resolution will be updated as requested.

有關建議將由本公司股份過戶登記處核實，在確定為適當及符合程序後，公司秘書將請求董事會更新決議案，並按照法定要求向所有登記股東給予充分通知期。惟呈交者必須繳存合理足夠款項，用以支付本公司刊載補充通函及更新決議案的相關開支。反之，倘若有關要求經核實為不符合程序，呈交者將獲通知有關結果，而本公司亦不會更新決議案。

**Except for proposal nominating candidate(s) for election as Director*

提名候選人為董事的建議除外

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

註：如本文件的英文及中文版本有任何差異，概以英文版本為準。