

S&T Holdings Limited

(incorporated under the laws of Cayman Islands with limited liability)

(Stock Code: 3928)

(the “**Company**”)

PROCEDURES FOR A SHAREHOLDER TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY (“DIRECTOR”)

Pursuant to Article 85 of the Company’s Articles of Association (the “**Articles**”), no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (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 and also a notice signed by the person to be proposed of hi/her willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Thus, if a shareholder wishes to nominate a person for election as a director at a general meeting of the Company (the “**Proposal**”), he/she should:

1. deposit a written notice indicating the shareholder’s intention to propose a person for election as a Director which must state his/her intention to propose such a resolution in the general meeting, duly signed by the shareholder with his/her name and address stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company’s share registrar according to its records; and
2. provide a written consent signed by such nominated candidate (the “**Candidate**”) indicating his/her willingness to be elected together with (i) the biographical details of the Candidate as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) the Candidate’s written consent to the publication of his/her personal information; and (iii) contact details, including address and telephone number, of the Candidate

(together, the “**Notices**”)

The Notices shall have been lodged at the Company’s registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands or the Company’s principal place of business at Unit B, 17/F, United Centre, 95 Queensway, Hong Kong for the attention of the company secretary of the Company.

The period for lodgment of the Notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. In order to allow the shareholders sufficient time to receive and consider the proposal of election of the Candidate as a Director, shareholders are urged to submit and lodge the Notices as early as practicable.

The Nomination Committee, where applicable, will review and make recommendations to the board for consideration.

Upon receipt of the Notices after publication of the notice of general meeting, the Company shall publish an announcement or supplementary circular disclosing the particulars of the proposed director on the websites of the Company and Hong Kong Exchanges and Clearing Limited, respectively, and assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular pursuant to Rules and 13.70 and 13.74 of Listing Rules.