

# PRINCE FROG INTERNATIONAL HOLDINGS LIMITED

(the “Company”)

青蛙王子國際控股有限公司

(“本公司”)

## SHAREHOLDERS’ COMMUNICATION POLICY

(the “Policy”)

### 1. Purpose

1.1. This Policy aims to set out the provisions with the objective of:

1.1.1. ensuring that shareholders of the Company, both individual and institutional (collectively, “Shareholders”), and, in appropriate circumstances, the investment community at large (including but not limited to the Company’s potential investors as well as analysts reporting and analysing the Company’s performance), are provided with ready, equal and timely access to clear, accurate, balanced and understandable material information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner and to allow Shareholders and the investment community to engage actively with the Company; and

1.1.2. maintaining consistent disclosure levels at all times.

### 2. General Policy

2.1. The board of directors of the Company (the “Board”) shall maintain an on-going dialogue with Shareholders and the investment community, and will regularly review this Policy and will amend the same (as appropriate) to reflect current best practice in communications with shareholders.

2.2. Information shall be communicated to Shareholders and the investment community mainly through the Company’s financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened from time to time, as well as by making available all the disclosures submitted to The Stock Exchange of Hong Kong Limited (“SEHK”) and its corporate communications and other corporate publications on the Company’s website.

2.3. Effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times. Any question regarding this Policy shall be directed to the company secretaries of the Company.

### **3. Communication Strategies**

#### *3.1. Shareholders' enquiries*

- 3.1.1. Shareholders should direct their questions about their shareholdings to the Company's Hong Kong share registrar.
- 3.1.2. Shareholders may at any time make a request for the Company's information to the extent such information is publicly available.
- 3.1.3. Shareholders and the investment community can send their requests or enquiries to the Company's address of principal place of business in Hong Kong or Investor Relations Director of the Company by email, fax, phone or mail via designated contacts of the Company during office hours in order to enable them to make any query in respect of the Company.

#### *3.2. Corporate Communication*

- 3.2.1. Corporate communication, namely, any document issued or to be issued by the Company for the information or action of holders of any of its securities, including, but not limited to, the directors' report and annual accounts together with a copy of the auditor's report, the interim report, notice of meeting, circular and proxy form, will be provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding.
- 3.2.2. Shareholders have the right to choose the language (either English or Chinese) or means of receipt of the corporate communications (in hard copy or through electronic means).
- 3.2.3. Shareholders are encouraged to provide, amongst other things, in particular, their email addresses to the Company in order to facilitate timely and effective communications.
- 3.2.4. For efficient communication with Shareholders and in the interest of environmental preservation, Shareholders are encouraged to browse the Company's corporate communications on the Company's website, in the place of receiving printed copies of the same.

#### *3.3. Corporate Website*

- 3.3.1. A dedicated Investor Relations section is available on the Company's website. Information on the Company's website is updated from time to time.
- 3.3.2. Information released by the Company to SEHK is also posted on the Company's website immediately thereafter. Such information includes financial statements, results announcements, circulars and notices of general meetings and associated explanatory documents etc.

### *3.4. Shareholders' Meetings*

- 3.4.1. General meetings of the Company provide a useful forum for Shareholders to exchange views with the Board.
- 3.4.2. Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.
- 3.4.3. Appropriate arrangements for general meetings shall be in place to encourage Shareholders' participation.
- 3.4.4. The process of the Company's general meetings will be monitored and reviewed from time to time, and, if necessary, changes will be made to ensure that Shareholders' needs are best served.
- 3.4.5. Shareholders are encouraged to attend shareholders' activities organised by the Company, if any, where information about the Company, including its latest strategic plan, products and services, will be communicated.

### *3.5. Investment Market Communications*

- 3.5.1. Investor/analysts briefings, roadshows, media interviews, marketing activities for investors and specialist industry forums will be available from time to time in order to facilitate communication between the Company, Shareholders and the investment community.
- 3.5.2. Directors and employees of the Company who have contacts or dialogues with investors, analysts, media or other interested outside parties are required to comply with the disclosure obligations and requirements under the Model Code for Securities Transactions by Directors of Listed Issuers and other applicable provisions as set out in the Rules Governing the Listing of Securities on SEHK, and they are made aware that the prohibitions and duties relating to insider information under the Securities and Futures Ordinance of Hong Kong, and that breach of any such prohibitions and duties may be subject to criminal sanctions.

## **4. Shareholders' Privacy**

- 4.1. The Company recognises the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by applicable law, rule, regulation, courts, government authority, the Securities and Futures Commission of Hong Kong or SEHK to do so.

30th March 2012