



# 正康国际

## ZK INTERNATIONAL

### **Procedures for Stockholder Communication with Directors:**

The Board of Directors believes that management speaks for the Company. Individual Board members may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with our non-management directors, messages can be sent to our Corporate Secretary at ZK International Group Co. Ltd, c/o The Board of Directors, NO.678, Dingxiang Road, Binhai Garden, Economic and Technological Development Zone, Wenzhou, Zhejiang, China, 325025 [ir@zkinternational.com.cn](mailto:ir@zkinternational.com.cn), Attention: Board of Directors, Corporate Secretary. Our governance committee shall review all incoming stockholder communications (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material) and, if appropriate, route such communications to the appropriate member(s) of the Board or, if none is specified, to the Chairman of the Board.

Our governance committee may decide in the exercise of its judgment whether a response to any stockholder communication is necessary and shall provide a report to the Chairman on a quarterly basis of any stockholder communications received for which the committee has responded.

This procedure for stockholder communications with the non-management directors is administered by the Company's Governance Committee. This procedure does not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders, or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended.

1. It is the policy of the ZK International Group Co. Ltd. ("ZK International Group") to facilitate communications of stockholders with the Board of Directors.
2. In accordance with the company guide rules of the NASDAQ OMX GROUP Stock Exchange, certain interested parties may send communications to the attention of non-management Directors of the Board.

3. ZK International Group acceptance and forwarding of a communication to the Board or any member or members of the Board does not imply that the Directors owe or assume any fiduciary duty to the person submitting the communication, all such duties being only as prescribed by applicable law.
4. Communications to the Directors must be in writing and sent Certified to ZK International Group, Inc.'s headquarters address.
5. The following types of communications are not appropriate for delivery to Directors under these procedures:
  - a. Communications regarding individual grievances or other interests that are personal to the party submitting the communication and could not reasonably be construed to be of concern to stockholders or other constituencies of ZK International Group, Inc. (such as employees, members of the communities in which ZK International Group, Inc. operates its businesses, customers, and suppliers) generally;
  - b. Communications that advocate ZK International Group engaging in illegal activities;
  - c. Communications that, under community standards, contain offensive, scurrilous or abusive content; and
  - d. Communications that have no rational relevance to the business or operations of ZK International Group.
6. All communications must be accompanied by the following information:
  - a. if the person submitting the communication is a stockholder, a statement of the type and number of shares of ZK International Group that the person holds;
  - b. if the person submitting the communication is not a stockholder and is submitting the communication to the non-management Directors as an interested party, the nature of the person's interest in ZK International Group;
  - c. any special interest, meaning an interest not in the capacity of a stockholder of ZK International Group, of the person in the subject matter of the communication; and
  - d. The address, telephone number and e-mail address, if any, of the person submitting the communication.
7. ZK International Group legal department shall designate one or more of its personnel to assume responsibility for receipt and processing of communications to Directors.
8. Upon receipt, each communication shall be entered into an intake record maintained for this purpose, including the name of the person submitting the communication, the date and time of receipt of the communication, the information concerning the person submitting the communication required to accompany the communication and a brief

statement of the subject matter of the communication. The record shall also indicate the action taken with respect to the communication, as prescribed by these procedures.

9. The personnel responsible for receiving and processing the communications shall send an acknowledgment of receipt to each person submitting a communication. The acknowledgement shall indicate that communications appropriate for delivery to the Directors under these procedures will be so delivered, but that it is not the practice of the Directors to respond individually to the communications.
10. The personnel responsible for receiving and processing the communications shall review each communication to determine whether-
  - a. the communication satisfies the procedural requirements for submission under these procedures; and
  - b. The substance of the communication is of a type that is appropriate for delivery to the Directors under the criteria set forth in paragraph (5) above.
11. If a communication does not conform to the procedural requirements of these procedures, the communication shall be returned to the person submitting the communication, together with a brief explanation of the defect(s).
12. If a communication is not presented to the Directors because the personnel responsible for receiving and processing the communications deems that it is not appropriate for delivery to the Directors under these procedures, that communication must nonetheless be made available to any Director to whom it was directed and who wishes to review it.
13. Communications determined to be appropriate for delivery to Directors, shall be assembled by the responsible personnel for delivery and delivered to the Directors on a periodic basis, generally in advance of each regularly scheduled meeting of the Board.
14. The periodic deliveries of the assembled communications shall be organized chronologically, topically or in some other fashion designed to facilitate the Directors' review of the communications.
15. The personnel responsible for receiving and processing the communications may accompany the communications delivered to the Board with relevant materials or analyses, together with any recommendations of management that may be useful to the Directors in the consideration of the communications.
16. Communications directed to the Board as a whole, but relating to the area of competence of one of the Board's committees, shall be delivered to that committee, with a copy to the Chairman.