



PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON OTHER THAN A RETIRING DIRECTOR FOR ELECTION AS A DIRECTOR

- According to the articles of association of the Company (the “**Articles of Association**”), members of the Company (the “**Shareholder(s)**”) may by ordinary resolution elect any person to be a director of the Company (the “**Director**”). Candidates for election are proposed by separate resolutions put forward for Shareholders’ consideration at general meetings.
- According to Article 88 of the Articles of Association, no person other than a Director retiring at the meeting shall be eligible for election as a Director at any general meeting, unless:
 - (a) he is recommended by the Directors for election; or
 - (b)
 - (i) a notice signed by a Shareholder (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 his/her willingness to be elected shall have been lodged at the head office or at the registration office;
 - (ii) the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days; and
 - (iii) (if the notice(s) is/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.
- If a Shareholder wishes to propose a person other than a retiring Director for election as a Director, the Shareholder must deposit a written notice (the “**Notice**”) to the principal place of business of the Company in Hong Kong, at Suite 601, One Pacific Place, 88 Queensway, Hong Kong, for the attention of the company secretary of the Company (the “**Company Secretary**”).

- The Notice must state clearly the name, the contact information of the Shareholder and his/her/their shareholding, the full name of the person proposed for election as a Director, including the person's biographical details as required by Rule 13.51(2) of the Rules Governing the listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), and signed by the Shareholder concerned (other than the person to be proposed). The Notice must also be accompanied by a letter of consent (the "**Letter**") signed by the person proposed to be elected on his/her willingness to be elected as a Director.
- The period for lodgment of the Notice and the Letter will commence no earlier than the day after the despatch of the Notice by the Company of the general meeting appointed for election of Directors and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during which the Notice to the Company may be given will be at least seven (7) days.
- The Notice will be verified with the Company Secretary and upon their confirmation that the request is proper and in order, the Company Secretary will ask the nomination committee of the Company and the board of directors of the Company to consider to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.
- To enable Shareholders to make an informed decision on their election at a general meeting, the names of all candidates submitted for election or re-election as a Director together with his/her biographical details as set out in Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the past 3 years and other major appointments) are set out in a circular to be sent to Shareholders and published on the websites of the Company and the Stock Exchange prior to the general meeting.