

NANYANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code : 212)

Procedures for Shareholders to propose a person for election as a Director

Written Notice by Shareholders

In accordance with Article 114 of the Bye-laws, if a Shareholder wishes to propose a person, other than a retiring Director or a person recommended by the board of Directors, for election to the office of Director at any general meeting, the Shareholder shall deliver a written notice which identifies the candidate and includes the information required below ("Nomination Documents") to the Company's registered office or Registration Office (as set out below), within the period of not less than 7 days commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting.

Registered office

Canon's Court,
22 Victoria Street,
Hamilton HM12,
Bermuda

Registration Office

Rooms 1712-16,
17/F Hopewell Centre,
183 Queen's Road East,
Hong Kong

Nomination Documents

The Nomination Documents must include the following:

- (a) The nominating Shareholder's notice of intention to propose a person for election as a Director at a general meeting. The notice must include the name of the nominating Shareholder and his/her contact details;
- (b) A notice in writing by the nominated candidate of his/her willingness to be elected as a Director of the Company together with the following information as required to be disclosed under Rule 13.51(2) of the Listing Rules:
 - (i) full name and age;
 - (ii) positions held with the Company and/or other members of the Company's group of companies, if any;

- (iii) experience including (i) other directorship held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas; and (ii) other major appointments and professional qualifications;
 - (iv) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
 - (v) length of proposed length of service with the Company;
 - (vi) relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
 - (vii) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
 - (viii) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
 - (ix) contact details.
- (c) The nominated candidate's written consent to the publication of his/her personal data.

Upon receipt of the Nomination Documents, the Company shall assess whether or not it is necessary to adjourn the general meeting in order to allow Shareholders sufficient time to consider the relevant information of the person proposed for election as a Director.