

NANYANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 212)

Procedures on how Shareholders can convene a special general meeting

Set out below are procedures on how shareholders of the Company (“**Shareholders**” and each a “**Shareholder**”) can convene a special general meeting (“**SGM**”) from the perspective of the Companies Act 1981 of Bermuda (“**Companies Act**”), the bye-laws of the Company (“**Bye-laws**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited:-

Bye-laws

1 Bye-law 70 sets out the position under the Bye-laws where a requisition is made by Shareholders. Bye-law 70 provides that an SGM shall be convened on requisition, as provided by the Statutes (as defined therein), or, in default, may be convened by the requisitionists.

Companies Act

2 Pursuant to section 74 of the Companies Act, a Shareholder or Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company may requisition the Directors to forthwith proceed duly to convene an SGM by depositing a written requisition at the registered office of the Company (Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda).

3 The written requisition must state the purposes of the meeting (including the resolutions to be considered at the meeting), signed by the requisitionists, deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

4 If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

5 A meeting so convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.