



**FAR EAST CONSORTIUM INTERNATIONAL LIMITED**

(the "Company")

(「本公司」)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號：35)

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**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON  
FOR ELECTION AS A DIRECTOR OF THE COMPANY**

**股東提名候選本公司董事的程序**

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**1. PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION**

**本公司組織章程細則的規定**

- 1.1 The provision for shareholders to propose a person for election as a director of the Company are laid down in Article 109 of the Company's Articles of Association.  
有關股東提名候選本公司董事的規定載列於本公司組織章程細則內之細則第109條。
- 1.2 Extract of Article 109 is set out below:  
細則第109條的原文節錄如下：

No person, other than a retiring Director, shall, unless recommended by the Director for election, be eligible for election to the office of Director at any general meeting, unless notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the general meeting for which such notice is given of his intention to propose such person for election as a Director and also a notice signed by the person to be proposed of his willingness to be elected shall have been given to the Company or lodged at the Office or Company's principal place of business in Hong Kong provided that the minimum length of the period, during which such notices are given, shall be at least seven (7) days. The period for lodgment of such notices will commence no earlier than 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.

除退任董事外，任何人士若非獲董事推薦參選，均不具資格於任何股東大會獲選為董事，惟推薦董事由一名股東發出通知，表明提名有關人士參選之意向除外。該股東（而非將會獲提名之人士）本身須具正式資格，可出席就該通知而舉行之

股東大會上投票，而獲提名之人士亦須簽署一份通知，表明其願意參選董事。該兩份通知須送交本公司或寄存於辦事處或本公司於香港之主要營業地點，最短期間為七(7)天，而該段送交通知期間最早須發出有關進行該項選舉之股東大會通知起，並不得遲於該股東大會舉行日期前七(7)天結束。

## 2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”) 香港聯合交易所有限公司證券上市規則 (「《上市規則》」) 的規定

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company: 根據《上市規則》第13.70條及13.74條，本公司：

- must give its shareholders the opportunity to lodge a notice with it proposing a person for election as a director of the Company at a general meeting and shall publish an announcement or issue a supplementary circular upon receipt of any such notice from a shareholder where such notice is received by the Company after publication of the notice of meeting;  
必須讓其股東有機會向其發出提名某名人士於股東大會上參選本公司董事的通知，如本公司在刊發股東大會通告後才收到股東發出的上述通知，本公司須刊登公告或發出補充通函；
- shall include in the announcement or supplementary circular the details required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director of the Company;  
須於公告或補充通函內包括該位候選本公司董事人士按《上市規則》第13.51(2)條的規定而須披露的資料；
- must give shareholders at least seven days to consider the relevant information disclosed in such an announcement or supplementary circular prior to the date of the meeting of the election; and  
必須讓股東在選舉董事的會議日期前有至少七天考慮上述公告或補充通函所披露的有關資料；及
- must assess whether or not it is necessary to adjourn the meeting of the election to give shareholders a long period of at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.  
必須評估是否需要將選舉董事的會議押後，以讓股東有較長時間（至少10個營業日）考慮公告或補充通函所披露的有關資料。

## 3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY 股東提名候選本公司董事的程序

3.1 If a shareholder of the Company wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “Notice”) at the Company’s principal place of business in Hong Kong.

若本公司股東擬提名個別人士（「候選人」）於股東大會上參選為本公司董事，須將書面通知（「提名通知」）送交本公司的香港主要辦事處。

- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and also signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.

該提名通知必須：(i) 包括候選人按《上市規則》第13.51(2)條的規定而須披露的資料；及 (ii) 由有關股東簽署，以及候選人簽署以表示其願意接受委任和同意公佈其個人資料。

- 3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of such general meeting and end no later than 7 days prior to the date of such general meeting.

遞交提名通知的期間將由該股東大會的通告發送後開始，並不遲於該股東大會舉行日期前7天結束。

- 3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make such proposal are urged to submit and lodge the Notice as early as practicable.

為了讓本公司股東有充足時間考慮有關選舉該候選人為本公司董事的建議，本公司促請擬提該建議之股東盡早遞交其提名通知。

#### 4. ADDITIONAL INFORMATION 補充資料

- 4.1 Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting pursuant to Article 58 of the Company's Articles of Association. The objects of the meeting must be stated in the related requisition deposited at the Company's principal place of business in Hong Kong.

根據本公司組織章程細則內之細則第58條，持有本公司實繳股本不少於十分之一而又附有可於股東大會上投票權利的股東可要求本公司召開股東特別大會，有關的請求書上須註明會議的目的，並應交往本公司的香港主要辦事處。

*Note : If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*

*註 : 如本文件的英文及中文版本有任何差異，概以英文版本為準。*