

**FUJIKON INDUSTRIAL HOLDINGS LIMITED**  
**(THE “COMPANY”)**

**SHAREHOLDERS’ RIGHTS**

The following procedures are subject to the bye-laws of the Company (the “**Bye-laws**”), the Companies Act 1981 of Bermuda (the “**Companies Act**”) and applicable legislation and regulation.

**1. Procedures for convening special general meeting on requisition**

- 1.1 Shareholders of the Company (the “**Shareholders**”) have the right to requisition the Company to convene a special general meeting in the manner prescribed by and set out in the Bye-laws and the Companies Act.
- 1.2 Bye-law 62 provides “The Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, in default, may be convened by the requisitionists.” Pursuant to section 74 of the Companies Act, Shareholders (“**General Meeting Requisitionists**”) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company as at the date of the deposit carrying the right of voting at general meetings of the Company may requisition the directors of the Company (the “**Directors**” and each a “**Director**”) to forthwith proceed duly to convene a special general meeting by depositing a written requisition (“**General Meeting Requisition**”) at the registered office of the Company.
- 1.3 The General Meeting Requisition must state the purpose of the meeting (including the resolutions to be considered at the meeting), and must be signed by the General Meeting Requisitionists; the General Meeting Requisition may consist of several documents in like form each signed by one or more General Meeting Requisitionists.
- 1.4 The General Meeting Requisition shall be deposited at the registered office and preferably, copied to the head office and principal place of business of the Company and marked for the attention of the board of Directors or the Company Secretary at their respective address below:

***Registered office of the Company***

Canon’s Court

22 Victoria Street

Hamilton HM 12

Bermuda

Attention: Board of Directors/Company Secretary

***Head office and principal place of business of the Company***

16th Floor, Tower 1

Grand Central Plaza

138 Shatin Rural Committee Road

Shatin, New Territories

Hong Kong

Attention: Board of Directors/Company Secretary

- 1.5 If the Directors fails to proceed to duly convene such meeting within 21 days from the date of the deposit of General Meeting Requisition as set out in the paragraph 1.2 above, the General Meeting Requisitionists, or any of them representing more than one half of their total voting rights, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of the deposit of the General Meeting Requisition. A meeting so convened by the General Meeting Requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.
- 1.6 Any reasonable expenses incurred by the General Meeting Requisitionists by reason of the failure of the Board to duly convene a meeting shall be repaid to the General Meeting Requisitionists by the Company.

**2. Procedures for raising enquiries**

- 2.1 Shareholders should direct their questions about their shareholdings, share transfer, registration, change of name or address, loss of share certificates and payment of dividend to the Company's branch share registrar in Hong Kong, details of which are as follows:

**Hong Kong Registrars Limited**

Address: 17M Floor, Hopewell Centre,  
183 Queen's Road East,  
Wanchai, Hong Kong

Tel: (852) 2862 8555

Fax: (852) 2529 6087

2.2 Shareholders may at any time raise any enquiry in respect of the Company at the following designated contacts, correspondence addresses, email addresses and enquiry hotlines of the Company:

Address: 16th Floor, Tower 1, Grand Central Plaza,  
138 Shatin Rural Committee Road,  
Shatin, New Territories, Hong Kong

Email: [cosec@fujikon.com](mailto:cosec@fujikon.com)

Tel: ( 852 ) 2605 5008

Fax: ( 852 ) 2694 1338

Attention: Company Secretary/Board of Directors

2.3 Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

### **3. Procedures for putting forward proposals at general meeting**

3.1 Section 79 of the Companies Act provides that, at the expense of the Resolution Requisitionists (as defined in paragraph 3.2 below) unless the Company otherwise resolves, it shall be the duty of the Company on the requisition in writing by the Resolution Requisitionists:-

- (a) to give to the Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

3.2 “**Resolution Requisitionists**” means Shareholders making a requisition under paragraph 3.1 above and shall constitute either:

- (a) any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
- (b) not less than one hundred Shareholders.

- 3.3 Notice of any such intended resolution shall be given, and any such statement shall be circulated, to Shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Shareholder by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meeting of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.
- 3.4 Section 80 of the Companies Act sets out the conditions to be met before the Company is bound to give any notice of resolution or to circulate any statement. Pursuant to section 80 of the Companies Act, the Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in paragraph 3.1 above unless:-
- (a) a copy of the requisition signed by the Resolution Requisitionists, or two or more copies which between them contain the signatures of all the Resolution Requisitionists, is deposited at the registered office of the Company:-
    - (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
    - (ii) in the case of any other requisition, not less than one week before the meeting; and
  - (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the procedures in paragraph 3.1 above (i.e. the giving of notice of resolution and/or circulation of statement).

Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an annual general meeting is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the above-mentioned time shall be deemed to have been properly deposited for the purposes thereof.

30 March 2012