

FUJIKON INDUSTRIAL HOLDINGS LIMITED
富士高實業控股有限公司*

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE
A PERSON FOR ELECTION AS A DIRECTOR**

- 1.1 Pursuant to bye-law 103 of the Bye-laws (“**Bye-laws**”) of Fujikon Industrial Holdings Limited (“**Company**”), no person, other than a retiring director of the Company (“**Director(s)**”) shall, unless recommended by the board of Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office during a period of at least seven days commencing no earlier than the day immediately after the despatch of the notice of the general meeting and ending no later than seven days before the date of such general meeting.
- 1.2 Shareholder(s) of the Company (“**Shareholder(s)**”) who wish to nominate a person to stand for election as a Director at any general meeting (“**General Meeting**”) appointed for such election shall follow the following procedures as prescribed in Bye-law 103:
- (a) he/she shall validly lodge the written notice (“**Notice of Nomination**”) duly signed indicating his/her intention to propose the candidate(s) (“**Proposed Director(s)**”) for election as Director(s) at the General Meeting at either of the following address:

Head office and principal place of business of the Company:

Fujikon Industrial Holdings Limited
16th Floor, Tower 1
Grand Central Plaza
138 Shatin Rural Committee Road
Shatin, New Territories, Hong Kong

Hong Kong branch share registrar and transfer office

Hong Kong Registrars Limited
17M Floor
Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong

* for identification purpose only

- (b) the Notice of Nomination shall be accompanied by a written notice (“**Notice of Willingness**”) signed by the Proposed Director(s) indicating his/her willingness to be elected, together with (i) the information of the Proposed Director(s) required to be disclosed under Rule 13.51(2) of the Rules Governing of Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), as summarised and set out in the paragraph 1.5 below, and (ii) written consent from the Proposed Director(s) regarding the publication of his/her personal data.

1.3 The period for lodgement of the Notice of Nomination together with the Notice of Willingness at the address specified in paragraph 1.2(a) above shall commence no earlier than the day immediately after the despatch of the notice of the General Meeting and ending no later than seven days before the date of such General Meeting.

1.4 To enable Shareholders to make an informed decision on the election of Director(s) at the General Meeting, the Company will publish an announcement or issue a supplementary circular containing particulars of the Proposed Director(s) upon receipt of a Notice of Nomination where such notice is received by the Company after publication of the notice of the General Meeting, in accordance with Rule 13.70 of the Listing Rules. The Company will assess whether or not it is necessary to adjourn the General Meeting to fulfill the notice requirements under the Bye-laws and to give Shareholders at least ten business days to consider the relevant information disclosed in the announcement or supplementary circular.

1.5 **Required information of the Proposed Director(s) nominated by Shareholders:**

The Notice of Nomination referred in paragraph 1.2(a) shall be accompanied by the following information of the Proposed Director(s):

- (a) full name and age;
- (b) positions held with the Company and/or its members;
- (c) experience including (i) other directorships 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;
- (d) length or proposed length of service with the Company;
- (e) 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;
- (f) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement; and

- (g) a declaration made by the Proposed Director(s) 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 Proposed Director(s)'s standing for election as a Director that should be brought to Shareholders' attention.

1.6 Alternatively, if no General Meeting has already been convened, a Shareholder may propose a person for election as a Director by requisitioning the Company to convene a special general meeting, provided that he is 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 carrying the right of voting at general meetings of the Company. Please refer to the procedures set out in the document titled "Shareholders' Rights" under the paragraph headed "1. Procedures for convening special general meeting on requisition" for procedures of how to convene a special general meeting by way of requisition. The requirements under bye-law 103 of the Bye-laws set out above will also have to be satisfied.

Hong Kong, 30 March 2012