



中國東方實業集團有限公司
China Mandarin Holdings Limited

China Mandarin Holdings Limited
("the Company")
(Incorporated in Bermuda with limited liability)
(Stock Code: 00009)

Procedures for Nomination of Director by Members

Pursuant to Bye-law 88 of the Company that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such Notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election (or on such date earlier than aforesaid if so determined by the Directors) and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a member of the Company (the "Member") wishes to propose another person (not being a present director of the Company) for election as a director of the Company at a general meeting of the Company (the "Proposal"), he/she should lodge at the head office of the Company at Room 4101, 41/F, The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong or at the office of the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (i) a written notice setting out the Proposal; and (ii) a written notice signed by the person to be proposed of his willingness to be elected.

In order for the Company to inform all Members of the Proposal, the written notice must state the full name of the person proposed for election as a director of the Company, include that person's biographical details as required under rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange



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(the “Listing Rules”) and such other relevant information (e.g. contact details, including residential address, telephone number, and HKID card/passport number etc.), and be signed by the Member lodging the Proposal.

The period for lodgement of such written notices shall commence not earlier than the day after the despatch of notice of such general meeting and end no later than seven (7) days prior to the date of such general meeting. The Company will be required under rule 13.70 of the Listing Rules to provide the information about the Proposal in a supplementary circular or by way of an announcement not later than 10 business days before such general meeting. If such written notices are received by the Company less than 21 days prior to such general meeting, the Company may need to consider the adjournment of such general meeting.