



Huanxi Media Group Limited

歡喜傳媒集團有限公司*

(Incorporated in the Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(the “Company”)

(Stock Code: 1003)

PROCEDURE FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

1. PROVISIONS IN THE COMPANY’S MEMORANDUM OF ASSOCIATION AND NEW BYE-LAWS (THE “BYE-LAWS”)

1.1 The provisions regarding the convening of special general meetings by the directors on requisition of members and for a shareholder to propose a person for election as a director of the Company are laid down in Bye-laws 62 and 103 of the Company’s Bye-laws.

1.2 Extracts of Bye-laws 62 and 103 are set out below:

“62 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.”

“103 No person, other than a retiring Director, shall, unless recommended by the Board 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 Registered Office at least seven days before the date of the general meeting. The period for lodgment of the notices required under this bye-law will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.”

** for identification purpose only*

(adopted in March 2012)

(updated in October 2015 and January 2016)

2. PROVISIONS IN THE BERMUDA COMPANIES ACT

2.1 The provisions for convening of special general meeting on requisition are laid down in section 74 of the Bermuda Companies Act.

2.2 Extracts of section 74 of the Bermuda Companies Act is set out below:

“(1) The directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such 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, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.”

“(2) The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.”

“(3) 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 said date.”

“(4) A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.”

“(5) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such directors as were in default.”

3. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

3.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

Shareholders should note that the above are non-exhaustive extract of the Listing Rules for shareholders’ ease of reference. If a shareholder is in any doubt of any aspect of the Listing Rules requirement, he/she should consult his/her professional advisors.

4. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

4.1 If a shareholder 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 Head Office and Principal Place of Business in Hong Kong at 11th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong.

4.2 The Notice (i) must include terms of the proposed appointment such as nature of directorship, length of service and fee; (ii) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (iii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.

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

Note:

If there is any inconsistency between the English and Chinese versions of this procedure, the English version shall prevail.