

VODATEL NETWORKS HOLDINGS LIMITED

Procedures for Members to propose a person for election as a Director

Terms used in this document shall have the same meanings as those defined in the Bye-laws of the Company adopted on 10th February 2000 and as amended from time to time.

1. The procedures for the Members to propose a person for election as a Director are generally governed by the provisions of the Bye-laws and applicable laws, rules and regulations.
2. Members may propose a person for election as a Director by the following ways:
 - (a) a Member or a group of Members holding at the date of deposit of the requisition not less than one-tenth of the voting rights may by written requisition require a special general meeting to be called to propose a person to be elected as a Director. Such requisition shall comply with the requirements of paragraphs 3 and 4 and be deposited at the registered office of the Company for the attention of the Board or the Secretary;
 - (b) a Member or a group of Members holding not less than one-twentieth of the voting rights or being not less than 100 Members may propose a resolution to elect a Director at the next annual general meeting. A written notice to that effect shall comply with the requirements of paragraphs 3 and 4 and be deposited at the registered office of the Company for the attention of the Board or the Secretary; or
 - (c) any Member may propose the election of any person as a Director at the annual general meeting, and if the notice of a special general meeting includes the election of Directors, then any Member may propose the election of any person as a Director at such special general meeting. A written notice to that effect shall comply with the requirements of paragraphs 3 and 4;

provided that, in each case, 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 of the Company. The period for lodgment of the notice(s) shall commence on (and include) the day after the dispatch of the notice of the general meeting appointed for such election and end no later than fourteen (14) business days prior to the date appointed for such general meeting, provided that the minimum length of the period, during which such notice(s) are given, shall be at least fourteen (14) business days.

3. The written requisition or notice given by the nominating Member(s) pursuant to paragraph 1 should comply with paragraphs 3 and 4 below:
 - (a) be signed by the nominating Member(s);
 - (b) specify the full name and address, as they appear in the Register, of the nominating Member(s), and the name and principal business address of any other beneficial Member(s) known by the nominating Member(s) to support such nominated Director;
 - (c) specify the class and number of shares which are beneficially owned by the nominating Member(s) on the date of such written requisition and the class and number of shares which are beneficially owned by any other beneficial Member(s) known by the nominating Member(s) to be supporting such nominated Director(s) on the date of such written requisition; and
 - (d) be accompanied by the information specified under paragraph 4.

4. In order to enable Members to make an informed decision on the proposed election of Directors, the written requisition or notice under paragraph 2 shall be accompanied by the following biographical information of the nominated Director:
 - (a) the age and the full name;
 - (b) positions held by the nominated Director with the Company and other members of the Group (if any);
 - (c) previous experience of the nominated Director including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - (d) current employment and such other information (which may include business experience and academic qualifications) of which the Members should be aware, pertaining to the ability or integrity of the proposed Director;
 - (e) relationships with any Directors or senior management or substantial or controlling Members, or an appropriate negative statement;
 - (f) interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
 - (g) contact details; and
 - (h) all information as required under Rule 17.50(2)(h) to (w) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements.

5. In order to ensure Members have sufficient time to receive and consider the information of the nominated Director(s), nominating Member(s) under paragraphs 2(b) and 2(c) are urged to submit their notice as early as practicable, so that (if notice of annual general meeting has already been given) a supplemental circular or announcement containing information of the nominated Director(s) can be dispatched to Members as soon as practicable without the need to adjourn the relevant annual general meeting.

Adopted by the Board on 21st March 2012