



亞證地產有限公司

ASIASEC PROPERTIES LIMITED

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 271)

## **Procedure for Shareholders to Propose a Person for Election as a Director**

This memorandum is written pursuant including but not limited to the provisions in the articles of association (the “**Articles**”) of the Company, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Companies Ordinance, and revised on 29<sup>th</sup> March, 2012 pursuant to the Code on Corporate Governance Practices effective on 1<sup>st</sup> April, 2012. The original version, the Board reaffirmed and amended and modified from time to time in the future, update.

### **1. The way in which shareholders of the Company (the “Shareholders”) can convene an extraordinary general meeting (“EGM”)**

The Directors of the Company (the “**Directors**”), notwithstanding anything in the Articles shall, on the requisition of Shareholders holding at the date of the deposit of the requisition not less than one-twentieth 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, forthwith proceed duly to convene an EGM.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company Secretary at the Company’s principal place of business at 9<sup>th</sup> Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the board of Directors (the “**Board**”) to include the resolution in the agenda for the EGM.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, 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 3 months from the said date.

### **2. The procedures for sending enquiries to the Board**

The enquiries must be in writing with contact information of the requisitionists and deposited at the Company Secretary at the Company’s principal place of business at 9<sup>th</sup> Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

### **3. The procedures for making proposals at Shareholders' Meetings**

Pursuant including but not limited to the provisions in the articles of association (the “**Articles**”) of the Company, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Companies Ordinance, shareholders have the related rights.

Detailed procedures vary according to whether the proposal constitutes an ordinary resolution or a special resolution, or whether the proposal relates to the election of a person other than a Director as a Director. The relevant procedures are set out in the notice of AGM or EGM (where applicable). The procedures for Shareholders to convene and put forward proposals at an AGM or EGM are also available on request to the Company Secretary.

The notice period to be given to all the Shareholders for consideration of the proposal raised by the Shareholders concerned at an AGM or EGM varies according to the nature of the proposal and is stated as follows:

- At least 14 days’ notice (the notice period must include 10 business days) in writing if the proposal constitutes an ordinary resolution of the Company in an EGM.
- At least 21 days’ notice (the notice period must include 20 business days) in writing if the proposal constitutes a special resolution of the Company in an EGM or any resolution of the Company in an AGM.

### **4. The procedures Shareholders can use to propose a person for election as a Director**

Pursuant including but not limited to the provisions in the articles of association (the “**Articles**”) of the Company, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Companies Ordinance, shareholders have the rights to nominate persons for election.

**Note : “Articles” provisions relating to the following:**

#### **Article 109**

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 given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than 7 days prior to the date of such general meeting.

Published in March 2012

First update in March 2015

Second update in January 2018

Third update in May 2018