



遠洋集團

Procedures for Shareholders to propose a person for Election as a Director

According to the Articles of Association of the Company (the “**Articles of Association**”), members of the Company (the “**Shareholder(s)**”) may by ordinary resolution elect any person to be an Elected Director. Candidates for election are proposed by separate resolutions put forward for Shareholders’ consideration at general meetings.

According to Article 105 of the Articles of Association, no person other than a director retiring at the meeting shall be appointed or reappointed a director at any general meeting unless:

- (a) he is recommended by the directors; or
- (b) (i) a notice executed by a Shareholder qualified to vote on the appointment or reappointment has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company’s register of directors, together with notice executed by that person of his willingness to be appointed or reappointed;
- (ii) the minimum length of the period during which the notices referred to in (i) are given is at least seven (7) days; and
- (iii) the period for lodgement of the notices referred to in (i) will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting.

If Shareholder(s) wish to propose a person other than a retiring director for election as a director at a general meeting pursuant to Article 105, such Shareholder(s) should deposit a written notice of nomination together with the biographical details as set out in Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of such nominee to the registered office of the Company for the attention of the Company Secretary within the period specified as above (b)(ii) and (b)(iii).

To enable Shareholders to make an informed decision on their election at a general meeting, the names of all candidates submitted for election or re-election as a director together with his/her biographical details as set out in Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the past 3 years and other major appointments) are set out in a circular to be sent to Shareholders and published on the websites of the Company and the Stock Exchange prior to the general meeting.

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