

# **GREAT CHINA HOLDINGS LIMITED**

(the “Company”)

(Incorporated in Hong Kong with limited liability)

(Stock code: 141)

## **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY**

### **Procedures for Selection and Appointment of Director**

1. According to Article 95 of the current Articles of Association of the Company, the Board shall have power to appoint any person as a director either to fill a casual vacancy or as any addition to the Board.
2. The nominating candidate is first considered by Nomination Committee. The recommendation of the Committee is then put to the Board for decision. Any director so appointed shall hold office only until the next following Annual General Meeting (“AGM”) and shall be eligible for re-election by the shareholders at AGM in his first year of appointment.
3. Where the person is appointed as director, the Stock Exchange of Hong Kong Limited must be informed immediately thereafter. The Company must simultaneously make arrangement to ensure that an announcement of the appointment is published.
4. When appointed to the Board, a new director will receive an induction appropriate to his experience.

### **Procedures for Re-election of Directors**

In accordance with Article 104(A) of the current Articles of Association of the Company, at each AGM of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest but not less than one third) shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The retiring Directors shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

## **Procedures for shareholders to propose a person for election as a director**

1. According to Article 108 of the current Articles of Association of the Company, no person (other than a retiring Director), shall be appointed or re-appointed as an elected Director at any general meeting unless:
  - 1.1 recommended by the Board; or
  - 1.2 notice in writing of the intention of a shareholder wishes to propose a person (the “Candidate”) for election as a Director and notice in writing by the Candidate of his willingness to be elected shall have been given to the Company’s registered office at Room 1512, 15/F., New World Tower 1, 16-18 Queen's Road Central, Hong Kong at least 7 days before the date of the general meeting; and
  - 1.3 the notice must include the personal information of the Candidate as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Candidate’s written consent to the publication of his/her personal data.
2. According to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting.

Date: 2 November 2016