

GREAT WALL PAN ASIA HOLDINGS LIMITED
(長城環亞控股有限公司)*
(the “Company”)
(Incorporated in Bermuda with limited liability)
(Stock Code: 583)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR**

(Adopted on 22 March 2017)

1. PROVISIONS IN THE COMPANY’S BYE-LAWS

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Bye-law 102(A) and Bye-law 103 of the Company’s Bye-laws. Defined terms used herein shall have the meanings ascribed to them in the Bye-laws of the Company. In case of any inconsistency between the English version and the Chinese version of the procedures, the English version shall prevail.

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

- 2.1 After the publication of the notice of a general meeting by the Company, if a shareholder, who is duly qualified to attend and vote the general meetings of the Company, wishes to propose a person (the “Candidate”) for election as a director of the Company at the general meeting, he/she/it should lodge a written notice (the “Notice”) at either (i) the Company’s Head Office and principal place of business in Hong Kong (for the attention of the Company Secretary) at Units 6507-6510, 65/F., The Center, 99 Queen’s Road Central, Hong Kong; or (ii) the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, (for the attention of and redirection to the Company) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Note: Any such written notice from the shareholders should be marked “Shareholders’ Communication” on the envelope.

- 2.2 In order for the Company to inform all shareholders of the proposal, the Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) 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.
- 2.3 The period for lodgment of the Notice shall be at least seven (7) days and 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.
- 2.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

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

- 3.1 To enable the shareholders of the Company to make an informed decision on the election at a general meeting, pursuant to Rules 13.70 and 13.74 of the Listing Rules, upon receipt of the above notices and consent, the Company shall publish an announcement or issue a supplemental circular to shareholders of the Company as soon as practicable, in each case containing the particulars required under Rule 13.51(2) of the Listing Rules of the Candidate. The Company shall 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.

4. REQUISITION OF A SPECIAL GENERAL MEETING BY SHAREHOLDERS

- 4.1 Shareholder(s) may request the Company to convene a special general meeting for the purpose of nominating a person as a director of the Company.
- 4.2 A shareholder or shareholders holding not less than one-tenth of the Company’s shares may require the directors to convene a special general meeting of the Company by depositing a signed written requisition at the Company’s principle place of business in Hong Kong of the Company stating the purpose of the meeting.

Note: Any such written requisition from the shareholders should be marked “Shareholders’ Communication” on the envelope.

* *For identification purpose only*