



GUANGDONG LAND HOLDINGS LIMITED

粵海置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0124)

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

The following procedures are subject to the bye-laws of the Company (formerly known as KINGWAY BREWERY HOLDINGS LIMITED), the Companies Act 1981 of Bermuda and applicable legislation and regulation.

1. PROVISIONS IN THE COMPANY'S BYE-LAWS

Bye-law 88 of the Company provides “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 consent to be elected shall have been lodged at the Office or head office. The period for lodgement of such notices shall commence on (and include) the day after the despatch of the notice of the meeting appointed for such election and end on (and exclude) the date that is seven (7) days before the date appointed for the meeting.”

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

Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a director;

- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- 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.

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

- 3.1 If a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting convened to deal with appointment/election of directors, he/she can deposit a written notice (the “Notice”) at the Company’s principal office in Hong Kong for the attention of the Company Secretary.
- 3.2 In order for the Company to inform the shareholders of that 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(s) concerned. Such Notice must be accompanied by a notice signed by the Candidate indicating his/her willingness to be elected and consent to publication of his/her personal information.
- 3.3 The period for lodgement of such notices will commence on (and include) the day after the despatch of the notice of the general meeting appointed for such election and end on (and exclude) the date that is seven (7) days before the date appointed for the general meeting.
- 3.4 In order to ensure the Company’s shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company without adjourning the general meeting, shareholders are urged to submit and lodge the Notice as early as practicable preferably at least 15 business days prior to the date of the general meeting appointed for such election.