

# ORIENT OVERSEAS (INTERNATIONAL) LIMITED

*(Incorporated in Bermuda with members' limited liability)*

(the "Company")

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

The following procedures are subject to the Company's bye-laws, the Bermuda Companies Act 1981 and applicable legislations and regulations (as amended from time to time).

1. If a shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than that shareholder) for election as a director at that meeting, the shareholder can deposit a written notice to the Company's registered office at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and to the Company's principal office at 31st Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong, for the attention of the Company Secretary of the Company.
2. The person proposed for election as a director must satisfy the requirements of the Company's nomination policy and the requirements as provided in the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
3. In order for the Company to inform all shareholders of that proposal, the written notice submitted must state the full name of the person proposed for election as a director, his/her biographical details as required by rule 13.51(2) of the Listing Rules and be signed by the shareholder concerned and that person indicating his/her willingness to be elected.
4. The period for lodgment of such a written notice will be at least seven (7) days and that period will commence no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) clear days prior to the date of such general meeting. If the notice is received less than sixteen (16) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to publish an announcement or circulate a supplementary circular in relation to the proposal to the shareholders at least fourteen (14) clear days\* and not less than ten (10) business days\*\* prior to the general meeting.
5. The Company's branch share registrar (the "Registrar") will verify whether the shareholder making the proposal is qualified to attend and vote at that general meeting. Upon the Registrar's confirmation, the Company will arrange for publication of an announcement or circulate a supplementary circular in relation to the proposal to the shareholders, provided that the shareholder concerned has deposited a sum of money reasonably determined by the Board of Directors of the Company (the "Board") sufficient to meet the Company's expenses in serving the notice of the proposal submitted by the shareholder concerned in accordance with the statutory requirements provided in the Bermuda Companies Act 1981 to all the registered shareholders. On the contrary, if the requisition has been verified as not in order or the shareholder concerned has failed to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholder concerned will be advised of this outcome and accordingly, his/her proposal will not be circulated for the general meeting.

Shareholders who have enquiries about the above procedures or have enquiries to put to the Board may write to the Company Secretary at 31st Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong.

\* in accordance with the Company's bye-laws

\*\* in accordance with the Listing Rules