

興業控股有限公司

(the "Company") (Incorporated in Bermuda with limited liability) (Stock Code : 00132)

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

Bye-law 86 of the Bye-laws of the Company provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such Notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office at least seven (7) business days prior to the date of the general meeting.

Accordingly, if a shareholder of the Company (the "Shareholder") wishes to propose a person other than a director of the Company for election as a director of the Company at the general meeting (the "Proposal"), he/she should lodge at the principal place of business in Hong Kong of the Company (i) a written notice setting out the Proposal; and (ii) a written notice signed by the person to be proposed of his willingness to be elected.

In order for the Company to inform all Shareholders of the Proposal, the written notice must state the full name of the person proposed for election as a director of the Company, include the person's biographical details as required under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and such other information (e.g. contact details, including residential address, telephone number, and HKID card/passport number, etc.), and be signed by the Shareholder concerned.

The period for lodgment of above written notices shall commence not earlier than the day after the publication of the notice of relevant general meeting and end no later than seven (7) days prior to the date of the relevant general meeting. The Company is required under rule 13.70 of the Listing Rules to provide the information about the Proposal in a supplementary circular or by way of an announcement not later than 10 business days before the relevant general meeting. If the above written notices are received by the Company less than 21 days prior to the relevant general meeting, the Company may need to consider the adjournment of the relevant general meeting.