



中國 航天 國際 控股 有限 公司
CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock code: 31)

**Procedure of Proposing a Person
for election as a Director by Shareholder**

1. Purpose

This Procedure of proposing a person for election as a director by shareholder of the Company is made in pursuant to the Hong Kong Companies Ordinance, the Listing Rules and the Articles of Association of the Company. This Procedure is set to let shareholders of the Company to have a better understanding of their rights in proposing a person for election as a director and be so done under a friendly and cooperative environment.

2. Procedure

2.1 Shareholder may nominate a person to be elected as a Director of the Company at a forthcoming general meeting announced by the Company or at an extraordinary general meeting requested by themselves.

2.2

Where a notice of general meeting is announced by the Company,

Notice in writing of the intention to propose a person for election as a Director shall have been given to the Company at least seven days before the date of the general meeting by the Shareholder, holding at the date of the deposit of the notice not less than one-twentieth of such of the paid-up capital of the Company as at the date of the notice carries the right of voting at general meetings of the Company. The period for lodgment of such notices will commence no earlier than the day after the dispatch of the notice of general meeting appointed for such election.

2.3 At the requisition of shareholders,

(1) The Board shall, notwithstanding anything in these Articles (including paragraph 2 above), on the requisition of shareholder(s) of the Company holding at the date of the deposit of the requisition not less than one-twentieth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company. For this purpose, if at any time there are not within Hong Kong sufficient directors capable of acting to form a quorum, any director of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board

(2) The requisition must state the objects of the meeting, and must be signed by

the requisitionist(s) and deposited at the registered office of the Company for the attention of the Chairman of the Board / the Company Secretary, and may consist of several documents in like form, each signed by one or more requisitionists.

- (3) If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene an extraordinary meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date.
 - (4) A meeting convened under this procedure by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.
 - (5) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to the Directors as were in default.
 - (6) For the purposes of this Article, the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by Hong Kong Companies Ordinance.
- 2.4 Save as expressed above, the Company shall also follow the other requirements as stated on the Hong Kong Companies Ordinance, the Listing Rules and the Articles of Association of the Company. The Company shall make an announcement or a circular of which details of the person proposed for election are included and a notice of at least 10 business days shall be given to provide shareholder enough time in considering the related information and thereby make decision accordingly.
- 2.5 At an extraordinary general meeting, the Company's share registrar shall be held responsible for vote-taking of polls of resolution(s). Poll results shall be announced shortly after vote taking at the meeting while announcement of which shall be posted on both websites of the Hong Kong Exchange & Clearing Limited and the Company on the same day.
- 2.6 The person proposed for election as director, if being appointed by the Board to fill a causal vacancy, shall retire and be eligible for election in the next following general meeting pursuant to the Company's Articles of Association and the Listing Rules.

3. Information to be provided by the Director candidate

3.1 In procedure of nominating a director candidate, the shareholder(s) shall send in the following together with his/their notice:-

- (1) Consent to act as a director, duly signed by the director candidate;
- (2) Information as required under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and third party supporting evidence (including but not limited to identification document, director appointment letters or announcement of other listed companies, academic certificates and professional qualification certificates, or such other documents as reasonably requested by the Company);
- (3) Consent by the director candidate to the publication by the Board of the information referred to in paragraph(2) above; and
- (4) Other documents reasonably requested by the Company from time to time.

Director candidate should note that shareholders of the Company are relying on the representation provided by him when assessing whether to elect him as a director.

4. Others

- 4.1 In this Procedure, the singular includes the plural, words importing one gender include the other gender and the neuter.
- 4.2 References to “shareholder” include bodies corporate or unincorporate, in each case vice versa.

5. Contacts

Any shareholder intending to propose a person for election as a director please contact the Company Secretary of the Company. Contact details are as follows :

Room 1103-07A, 11/F, One Harbourfront,
18 Tak Fung Street, Hunghom,
Kowloon, Hong Kong
Tel : (852) 2193 8888
Fax : (852) 2193 8899
E-mail : comsec@casil.com
Website : www.casil-group.com
Office hours : 9:00am to 5:30pm
Monday to Friday (except public holidays)

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