

# FRONTAGE HOLDINGS CORPORATION

## PROCEDURES FOR SHAREHOLDERS TO PROPOSE PERSONS FOR ELECTION AS DIRECTORS

Article 83(2) of the articles of association (the *Articles*) of Frontage Holdings Corporation (the *Company*) provides that the Company may by ordinary resolution elect any person to be a director either to fill a casual vacancy on the board of directors or as an additional director to the existing board of directors.

Article 85 of the Articles 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 there shall have been lodged at the head office or at the registration office of the Company:

(a) written 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

(b) written notice signed by the person to be proposed of his willingness to be elected,

provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notice(s) are submitted after the despatch of the notice of the general meeting appointed for such appointment) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

In addition, the notice in paragraph (a) above should be accompanied by the biographical details to be disclosed under Rule 13.51(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Listing Rules) of the person being proposed for election as director. The person being proposed for election should also provide his written consent to the publication by the Company of his personal data together with the notice in paragraph (b) above and his written confirmation of the accuracy and completeness of his biographical details to be disclosed under Rule 13.51(2) of the Listing Rules.

Upon receipt of the above notices, the Company shall publish an announcement in accordance with the Listing Rules, or issue a supplemental circular to members of the Company, in each case containing the particulars of the proposed director.

Provided that the formalities of the meeting have been complied with, a member proposing that person for election may, during the relevant meeting, put an ordinary resolution to the meeting to such effect.