



TARGET INSURANCE (HOLDINGS) LIMITED

泰加保險 (控股) 有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code : 06161)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1. PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION

Pursuant to Article 69 of the Articles of Association (the “**Articles**”) of Target Insurance (Holdings) Limited (the “**Company**”):

“(1) Subject to these Articles, the Company may by ordinary resolution appoint any person to be a director, either to fill a casual vacancy or as an additional director.

(2) No person (other than a director retiring in accordance with these Articles) shall be appointed or re-appointed a director at any general meeting under paragraph (1) above unless:

(a) he is recommended by the board; or

(b) not earlier than the day after the despatch of the notice of the meeting and not later than seven days prior to the date fixed for the meeting there has been given to the company secretary, by a member (other than the person to be proposed) entitled to vote at the meeting, notice of his intention to propose a resolution for the appointment or reappointment of that person and a notice executed by that person of his willingness to be appointed or re-appointed.”

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:

(i) publish an announcement in accordance with Rule 2.07C 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;

- (ii) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- (iii) publish such announcement or supplementary circular not less than ten (10) business days before the date of the relevant general meeting; and
- (iv) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least ten (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 OF THE COMPANY

The following procedures are subject to the Articles and applicable legislation and regulation.

- 3.1 If a shareholder of the Company who is duly qualified to attend and vote at the general meeting convened to deal with the appointment/election of director(s), wishes to propose a person (other than the shareholder himself/herself) for election as a director at that meeting, he/she can deposit a written notice at the Company's registered office in Hong Kong at Units 1708-1710, 17th Floor, Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong, for the attention of the company secretary of the Company.
- 3.2 In order for the Company to inform all shareholders of that proposal, the written notice must state the full name of the person proposed for election as a director, his/her biographical details and particulars as required by Rule 13.51(2) of the Listing Rules and be signed by the shareholder and that person indicating his/her willingness to be elected and consent of the publication of his/her personal information.
- 3.3 The period for lodgment of the written notice 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.
- 3.4 Shareholders who have enquires about the above procedures or have enquires to put to the board of directors may write to the company secretary of the Company at Units 1708-1710, 17th Floor, Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong.

Hong Kong, 14 January 2015

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.