



**SOUTH EAST GROUP LIMITED**

**( 東 南 國 際 集 團 有 限 公 司 ) \***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 726)

## **PROCEDURES FOR SHAREHOLDERS TO NOMINATE CANDIDATES FOR ELECTION AS DIRECTORS**

Shareholders (the “Shareholders”) of South East Group Limited (the “Company”) are welcomed to propose candidate(s) for election as director(s) of the Company (the “Director(s)). Candidate(s) can be nominated for election at general meetings of the Company to fill a casual vacancy or as an additional Director. The newly elected Directors must be subject to retirement by rotation in accordance with the Company’s bye-laws. Bye-law 99 of the Company’s bye-laws provides, inter alia, that:

- (A) At each annual general meeting, one-third of the Directors shall retire from office by rotation; and
- (B) The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment.

Bye-law 103 of the Company’s bye-laws provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing by some member (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged to the Company (at its Head Office or at the Registration Office). The period for lodgment of the notice required under this Bye-law shall commence no earlier than the day immediately 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 meeting, provided that such period shall be at least seven days.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director in general meetings from time to time, the following documents must be validly served on the Company Secretary:

- (1) a notice of intention to propose a resolution to elect any person to be a Director in general meeting;
- (2) a notice executed by the nominated candidate showing his/her willingness to be appointed;
- (3) biographical details relating to the nominated candidate for compliance with the disclosure requirements under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) as set out in the section headed “Information required for candidate(s) nominated by Shareholders” hereunder; and

*\* For identification purpose only*

- (4) written consent by the nominated candidate for publication of his/her personal information.

In order to ensure Shareholders have sufficient time to receive and consider information of the nominated candidate, any Shareholder proposes a person for election as a Director is requested to submit his/her nomination as early as practicable within the period of lodgment of notice pursuant to Bye-law 103 of the Company's bye-laws.

Pursuant to Rule 13.70 of the Listing Rules, if notice of intention of shareholder to propose a person for election as a director is received by the Company after publication of the notice of general meeting, the Company will be required to publish an announcement or issue a supplementary circular to provide particulars of the proposed director. It is usually expected that shareholders should have at least 10 business days to consider the relevant information disclosed in such announcement or supplementary circular. Otherwise, the meeting of the election of director may be adjourned as shall be decided by the Board.

### **Information required for candidate(s) nominated by Shareholders**

In order to provide Shareholders with information for their decision on election of Directors, the aforesaid notice of intention of shareholder to propose a resolution to elect any person to be a Director should be accompanied with the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company;
- (c) experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and any other information (including but not limited to business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management or substantial or controlling Shareholders of the Company;
- (g) interests in shares of the Company within the meaning of part XV of the Securities and Future Ordinance;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor are there any other matters relating to that nominated candidate's standing for election as a director that should be brought to the attention of Shareholders; and
- (i) contact details.

The Shareholder proposing the candidate is required to attend the general meeting and to read out aloud the proposed resolution. When the motion is seconded, it will then be put forward for voting in the meeting.

These procedures were approved and adopted by the Board on 27 March 2012.

The Chinese translation thereof is for reference only. The English text shall prevail over the Chinese text in case of discrepancies or inconsistencies.