



GOLDLION HOLDINGS LIMITED

金利來集團有限公司

Procedures for shareholders to propose candidates for election as Directors

Article 105 of the Articles of Association of Goldlion Holdings Limited (the “Company”) states that “no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the 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 given to the Company. The minimum length of the period during which such notice to the Company of the intention to propose a person for election as a Director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days and the period for lodgment of such notices will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”

Accordingly, any shareholder of the Company (the “Shareholder”) who wishes to propose a person other than a retiring Director of the Company for election as a director of the Company (the “Director(s)”), must validly send the following documents to the Company’s registered office, namely (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with (A) that candidate’s information as required 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”) and such other information as set out below (the “Nomination Documents”), and (B) the candidate’s written consent to the publication of his/her personal data.

Shareholders are urged to submit the above documents as early as practicable and in accordance with the requirements of the above-mentioned Articles of Association. The current registered office of the Company to which the documents should be sent is:

The Company Secretary
Goldlion Holdings Limited
7/F., Goldlion Holdings Centre
13-15 Yuen Shun Circuit
Siu Lik Yuen, Shatin
New Territories, Hong Kong

Nomination Documents

In order to enable Shareholders to make an informed decision on their election of Directors, the Nomination Documents must include the following:

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Goldlion group of companies (if any);
- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include 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, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (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 there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.

Hong Kong, March 2012