



Hong Kong Finance Group Limited
香港信貸集團有限公司

(“Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1273)

Procedures for Shareholders to Propose a Person for Election as a Director of the Company

Any member of the Company (“Member” or “Shareholder”) who is duly qualified to attend and vote at the general meeting of the Company may nominate an individual (“Candidate”) for election as a director (“Director”) to the board (“Board”) of the Company in accordance with the following nomination procedure:

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION (“ARTICLES”)

The Articles numbered 83(2) and 85 provide that:

83. (2) Subject to the Articles and the Law (as defined in the Articles), the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
85. 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 a 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 also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registered Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) 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 (7) days prior to the date of such general meeting.

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

2.1 In compliance with the requirements of the Listing Rules, the Company shall:

2.1.1 publish an announcement or issue a supplementary circular in accordance with the Listing Rules 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;

2.1.2 include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a Director;

2.1.3 publish such announcement or supplementary circular not less than 10 business days (as defined under the Listing Rules) before the date of the relevant general meeting; and

2.1.4 assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least 10 business days (as defined under the Listing Rules) to consider the relevant information disclosed in such announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

3.1 If a Shareholder wishes to propose a person (the “**Candidate**”) for election as a Director at a general meeting, he/she shall deposit a written notice of intention to propose such a resolution at the general meeting (the “**Notice**”) at the Company’s head office in Hong Kong at **Unit 3410, 34th Floor, Tower II, Lippo Centre, 89 Queensway, Admiralty, Hong Kong (For the attention of the Chairman of the Board / Chief Executive Officer)**.

3.2 The Notice must (i) include the personal particulars of the Candidate as required by Rule 13.51(2)

of the Listing Rules; (ii) be signed by the Shareholder concerned; (iii) be signed by the Candidate indicating his/her willingness to be elected; and (iv) include the Candidate's written consent of publishing his/her personal information.

3.3 The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.

3.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

Hong Kong, October 2013