



**City e-Solutions Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
*(Stock Code: 557)*

## **Procedures for shareholders to propose a person for election as a director**

Article 120 of the Company's Articles of Association provides that no person (other than a Director retiring in accordance with the Articles of Association) shall be appointed or re-appointed as a Director at any general meeting unless:

- (a) he/she is recommended by the Directors; or
- (b) not earlier than the day after the dispatch of the notice of the meeting and not later than seven (7) days prior to the date appointed for the meeting, there has been lodged at the head office or the office of the Principal Registrars of the Company by a member of the Company (other than the person to be proposed) duly qualified to attend and vote at the meeting, notice in writing of his/her intention to propose a resolution for the appointment or re-appointment of that person and a notice in writing signed by that person of his/her willingness to be appointed or re-appointed.

Accordingly, if a member of the Company wishes to nominate a person to stand for election as a Director at a general meeting, the following documents must be validly served on the principal office of the Company at Room 2803, 28th Floor, Great Eagle Centre, No. 23 Harbour Road, Wanchai, Hong Kong within the period as stated in point (b) above, namely (i) his/her notice of intention to propose a resolution; and (ii) a notice signed by the nominated candidate of his/her willingness to be appointed together with (A) the 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 other information, as referred to under the heading "Required information of the candidate(s) nominated by shareholders" below, and (B) the candidate's written consent to the publication of his/her personal data.

In order to ensure members of the Company have sufficient time to receive and consider the information of the nominated candidate(s), members are urged to submit their proposals as early as practicable, so that an announcement can be issued and a circular containing information of the candidate(s) proposed by members can be dispatched to members well before the date appointed for the general meeting.

***Required information of the candidate(s) nominated by shareholders***

In order to enable members of the Company to make an informed decision on their election of Directors, the said notice of intention to propose a resolution by a member should be accompanied by 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's group (if any);
- (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 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 any other matters relating to standing for election as a Director that need to be brought to shareholders' attention; and
- (i) contact details.

Hong Kong, 30 March 2012