

Feiyang International Holdings Group Limited

飛揚國際控股(集團)有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1901)

Procedures for Shareholders to Propose a Person to Stand for Election as a Director

PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

1. The provisions for a shareholder to propose for a person for election as a director of the Company are laid down in Article 113 of the Company’s Articles of Association.
2. Extract of Article 113 is set out below:

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 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 lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day 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 general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

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

3. Pursuant to rule 13.70 of the Listing Rules, the Company shall:
 - (i) publish an announcement 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 meeting; and

- (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 director.
- 4. Pursuant to rule 13.73 of the Listing Rules, the Company shall publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting and assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

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

- 5. If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he shall deposit a written notice (the “**Notice**”) at the Company's Hong Kong Branch Share Registrar and Transfer Office at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- 6. The Notice must:
 - (i) include the shareholder’s intention to propose the Candidate for election;
 - (ii) include the personal information of the Candidate as required by rule 13.51(2) of the Listing Rules; and
 - (iii) must be signed by the shareholder concerned and signed by the Candidate indicating his willingness to be elected and consent of publication of his information.
- 7. The minimum length of the period, during which the Notice is given, shall be at least seven clear calendar days and that (if the Notice is submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such Notice shall commence no earlier than the day 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 general meeting.
- 8. In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders are urged to submit and lodge the Notice as early as practicable.

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