



PACIFIC ANDES INTERNATIONAL HOLDINGS LIMITED

太平洋恩利國際控股有限公司

**(the shares of which are listed and traded on the Main Board of
The Stock Exchange of Hong Kong Limited, Stock Code 1174)**

(The “Company”)

**Procedures for a Shareholder of the Company to Propose a person
for election as a director of the Company**

Pursuant to rule 13.51D of the Rules Governing the Listing of Securities on the Main Board (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Exchange”), the Company sets out the procedures for a shareholder to propose a person for election as a director of the Company (“Candidate”) herein below (the “Procedures”) i.e.

Pursuant to bye-law 89 of the Company 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 by some member (not being the person to be proposed) entitled to attend and vote at the meeting (“Shareholder”) 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 given to the Company at least 7 days before the date of the general meeting appointed for such election.

The minimum 7 days’ period for lodgment of the notices referred to in the preceding paragraph 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 general meeting. For avoidance of doubt, this paragraph applies for the purpose of calculating the minimum 7 days’ period, and it does not prevent the Company from accepting the notices referred to in the preceding paragraph earlier than the time when the notice of the general meeting referred to in this paragraph is dispatched” .

A Shareholder who intends to nominate a Candidate is reminded of Rule 3.09 of the Listing Rules which provides that:

“Every director of a listed issuer must satisfy the Exchange that he has the character,

experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a director of a listed issuer. The Exchange may request further information regarding the background, experience, other business interests or character of any director or proposed director of a listed issuer.”

To sum up the Procedures, a Shareholder is required to submit to the board of directors of the Company (“the “Board”) within the time specified in bye-law 89 (see above) the following documents:

- I. A notice in writing signed by the shareholder is given of his intention to propose that person for election as a director;
- II. A resume of the Candidate providing his / her information as required by Rule 3.09 and Rule 13.51(2) of the Listing Rules; and
- III. A notice in writing signed by the Candidate of his willingness to be elected.

The Nomination Committee of the Company will review and make report to the Board with respect to the suitability of the background, experience, other business interests or character of the Candidate.

The Board will, where appropriate, and in accordance with rule 13.70 of the Listing Rules, issue a supplementary circular for election as a director at the general meeting concerned with the particulars of the Candidate where such notice is received by the Company after publication of the notice of general meeting.

Date: March 31, 2012.

Pacific Andes International Holdings Limited