



PC PARTNER GROUP LIMITED

栢能集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

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

Shareholders who wish to propose a person for election as a director (a “Director”) of PC Partner Group Limited (the “Company”) may refer to the procedures set out as follow:

1. Article 113 of the Articles of Association of the Company provides that 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 lodgment 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 7 days prior to the date of such general given will be at least 7 days (the “Lodgment Period”).
2. If a shareholder of the Company (a “Shareholder”) wishes to propose a person (the “Candidate”) to stand for election as a Director, the following documents must be validly lodged at the Company’s principal place of business in Hong Kong at 19/F, Shatin Galleria, 18-24 Shan Mei Street, Fo Tan, Shatin, New Territories (attention: The Board of Directors and the Company Secretary) or the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong:
 - (i) his/her notice in writing of the intention to propose the Candidate for election as a Director (“the Written Notice”);
 - (ii) a notice in writing signed by the Candidate of his/her willingness to be elected;
 - (iii) the Candidate’s contact details and biographical details required 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
 - (iv) the Candidate’s written consent to the publication of his/her biographical details provided pursuant to paragraph 2(iii) above.

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3. To enable Shareholders to make an informed decision on their election at a general meeting:
- (i) if the Written Notice is received by the Company before publication of the notice of general meeting, pursuant to Rule 13.74 of the Listing Rules, the Company shall disclose in the circular of the relevant general meeting biographical details required under Rule 13.51(2) of the Listing Rules of the Candidate;
 - (ii) if the Written Notice is received by the Company during the Lodgment Period after the despatch of the notice of general meeting, pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall publish an announcement or issue a supplementary circular setting out biographical details required under Rule 13.51(2) of the Listing Rules of the Candidate. The Company shall assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least 10 business days (as defined in the Listing Rules) to consider the relevant information disclosed in the aforesaid announcement or supplementary circular.

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