



OCEAN GRAND HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(the "Company")

PROCEDURES FOR ELECTION OF DIRECTORS BY SHAREHOLDERS

I. Nomination procedure of retiring directors for directors

A director retiring at the meeting shall, unless recommended by the board of directors of the Company for election, be eligible for election as a director at any general meeting.

II. Nomination procedure of other person for directors

1. There shall have been lodged at the principal place of business in Hong Kong (Unit C&D, 16/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong) or at the registration office in Hong Kong (26th Floor, Tesbury Centre, 28 Queen's Road, East, Wanchai, Hong Kong) of the Company a notice in writing signed by a shareholder of the Company (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.
2. A notice in writing signed by the person to be proposed of his willingness to be elected should also be lodged at the principal place of business in Hong Kong or at the registration office in Hong Kong of the Company.
3. The period for lodgement of the such notices stated herein 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 meeting.
4. The shareholder shall state in the written notice the information of the proposed person for election as director pursuant to the requirements under Rule 13.51(2) of the Listing Rules.
5. The proposed person for election as director undertakes that all materials publicly disclosed are true and accurate and it has full capacity to perform the duties and functions of the director after his/her appointment.
6. Relevant materials of the proposed person for election as director shall, prior to the convening of the shareholders' general meeting, be submitted to relevant regulatory authorities for examination and approval (originals available for inspection).