



OPES ASIA DEVELOPMENT LIMITED 華保亞洲發展有限公司*

(Continued into Bermuda with limited liability)

(Stock Code: 810)

PROCEDURES FOR NOMINATION OF DIRECTORS

INTRODUCTION

Pursuant to bye-law 103 of the Bye-laws (“**Bye-laws**”) of Opes Asia Development Limited (the “**Company**”), no person, other than a retiring director of the Company (“**Director(s)**”) shall, unless recommended by the board of Directors 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 of the Company at least seven days before the date of the general meeting.

Shareholders of the Company (the “**Shareholder(s)**”) who wish at any time to nominate a person(s), including himself/herself, to be eligible for election as a Director (“**Proposed Director**”) shall following the procedures as prescribed by bye-law 103, by depositing a notice in writing of the Proposed Director of his/her willingness to be elected (the “**Notice of Nomination**”), which shall be lodged at the principal place of business of the Company in Hong Kong at Suite 3102-3105, 31/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or the Company’s registered office in Bermuda at Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda for the attention of the company secretary of the Company (the “**Company Secretary**”).

CRITERIA TO BE CONSIDERED BY THE BOARD OF DIRECTORS OF THE COMPANY

For the purpose of considering the suitability of a person to act as a director of the Company, the board of directors of the Company will consider the following criteria:

- (i) has attained the age of 18 years;
- (ii) should possess the necessary work experience and qualification considered fit by the nomination committee of the Company (“**Nomination Committee**”);
- (iii) should satisfy the below requirements of Rule 21.04(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)
 - The fitness and competence of character, experience and integrity of the Proposed Director;
 - The executive management committee has had satisfactory experience in the professional management of investments on behalf of third party investors.
- (iv) should not be prohibited by law from being a director.

PROCEDURES

1. Submit the Notice of Nomination, which must clearly state the name and the contact information of the nominating person(s), together with the Proposed Director’s biography with contact details, which shall be accompanied by a written notice signed by the Proposed Director indicating his/her willingness to be elected (the “**Notice of Willingness**”), copy of identification documents, contact information and details (including but not limited to details as required by rule 13.51 (2) or such other rules under the Listing Rules to be disclosed by the Company) of the Proposed Director, to the Company for the attention of the company secretary of the Company to either of the following address:

Room 3102-3105, China Merchants Tower,
Shun Tak Centre,
168 – 200 Connaught Road Centre,
Hong Kong.

or

Canon's Court
22 Victoria Street
Hamilton HM 12, Bermuda

The period for lodgement of the Notice of Nomination together with the Notice of Willingness at the address specified above will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for election and end no later than 7 days prior to the date of such general meeting.

2. Acknowledgement of receipt of the written notice and the Letter will be provided by the Company.
3. The Nomination Committee will check the Notice of Nomination, the Notice of Willingness, check with the Company's share registrar on the identity and the shareholding of the Shareholder nominating the Proposed Director, review and consider if the Proposed Director is appropriate to be appointed as a Director.

If the Notice of Nomination, the Notice of Willingness and other information are found to be proper and in order and the Proposed Director is considered appropriate, the Nomination Committee or the Company Secretary will ask the board of directors of the Company to include the resolution for the election of the Proposed Director to be inserted to the agenda of the general meeting and an announcement in relation such general meeting will be issued by the Company. The Company will also assess whether or not it is necessary to adjourn the general meeting to fulfill the notice requirements under the Bye-laws.

Hong Kong, 3 May 2014

* For identification purpose only