

# SINO GAS HOLDINGS GROUP LIMITED

## 中油洁能控股集团有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1759)

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

1. The following procedures for shareholders (“**Shareholders**”) of Sino Gas Holdings Group Limited (“**Company**”) to propose a person for election as a director of the Company (“**Director**”) are prepared in accordance with article 110 of the articles of association of the Company:

1.1 If a Shareholder, who is duly qualified to attend and vote at general meetings of the Company, wishes to propose a person (“**Candidate**”) for election as a Director at a general meeting, he/she/it should lodge (i) a written notice (“**Proposal Notice**”) of the intention to propose the Candidate for election as a Director; and (ii) a written notice (“**Consent Notice**”) by the Candidate of his/her willingness to be elected at either of the following addresses at least seven (7) clear days before the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length:

***Headquarters and principal place of business of the Company***

Room 3103, Block A1  
Caifu Shi Ji Plaza  
13 Haian Road, Tianhe District  
Guangzhou, the PRC

***Hong Kong branch share registrar and transfer office of the Company***

Tricor Investor Services Limited  
Level 22, Hopewell Centre,  
183 Queen’s Road East,  
Hong Kong

1.2 The Proposal Notice must (i) state the particulars which would, if the Candidate would be so appointed as a Director, be required to be included in the Company’s register of directors; (ii) be accompanied by the information of the Candidate as required by Rule 13.51(2) of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Exchange**”) (which can be viewed at the website of the Exchange at [www.hkex.com.hk](http://www.hkex.com.hk)); and (iii) be signed by the Shareholder proposing the Candidate for election as a Director.

1.3 The Consent Notice must (i) indicate the Candidate’s willingness to be elected and consent of the publication of his/her information as required by Rule 13.51(2) of the Listing Rules; and (ii) be signed by the Candidate.

- 1.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Proposal Notice and the Consent Notice as early as practicable.
2. To enable the Shareholders to make an informed decision on their election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the Proposal Notice and the Consent Notice where such notices are received by the Company after publication of the notice of the general meeting. The Company shall include particulars of the Candidate pursuant to Rule 13.51(2) of the Listing Rules in the announcement or supplementary circular. 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 to consider the relevant information disclosed in the announcement or supplementary circular.

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

Hong Kong, November 2018

# SINO GAS HOLDINGS GROUP LIMITED

## 中油洁能控股集团有限公司

(于开曼群岛注册成立的有限公司)

(股份代号: 1759)

### 股东提名人选参选董事之程序

1. 以下为中油洁能控股集团有限公司(「**本公司**」)股东(「**股东**」)提名人选参选本公司董事(「**董事**」)之程序,乃根据本公司组织章程细则第110条而编制:

1.1 正式符合资格出席股东大会并可于会上投票的股东,如欲于股东大会上提名人选(「**候选人**」)参选董事,须于自该股东大会通告寄发后翌日起至不迟于该股东大会日期前足七日止期间,向以下地址送达(i)一份旨在提名候选人参选董事之书面意向通知书(「**提名通知**」);及(ii)由候选人发出当中表明其愿意参选之书面通知书(「**同意通知**」),该等通知至少足七天:

#### 本公司总部及主要营业地点

中國廣州天河區

海安路13號

財富世紀廣場

A1座3103室

#### 本公司香港股份过户登记分处

卓佳证券登记有限公司

香港皇后大道东183号合和中心22楼

1.2 提名通知必须(i)载有将登记在本公司董事名册所须的资料(倘候选人被委任为董事);(ii)连同香港联合交易所有限公司(「**联交所**」)证券上市规则(「**上市规则**」)第13.51(2)条(于联交所网站([www.hkex.com.hk](http://www.hkex.com.hk))可供查阅)所规定之候选人资料;及(ii)经欲提名候选人参选董事的股东签署。

1.3 同意通知必须(i)表明候选人愿意参选董事及同意刊发按上市规则第13.51(2)条所规定之候选人资料;及(ii)经候选人签署。

1.4 欲提名候选人参选本公司董事之股东务请尽早提交及送达提名通知及同意通知,以便本公司股东有充足时间考虑有关建议。

2. 为使本公司股东可就选举事宜于股东大会上作出知情决定,如本公司在刊发股东大会通告后收到提名通知及同意通知,应尽快刊发公告或发出补充通函。本公司须根据上市规则第13.51(2)条将候选人的资料载入公告或补充通函内。本公司须评估是否有必要将选举大会延后,以给予股东至少十个营业日考虑公告或补充通函所披露之相关资料。

**附注:如本文件中英文版本有任何歧异,概以英文版本为准。**

香港, 2018年11月