



中裕燃氣控股有限公司

ZHONGYU GAS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3633)

PROCEDURE FOR A SHAREHOLDER TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Right of a Shareholder to Propose a Person for Election as Director

Article 88 of the Articles of Association of the Company provides that no person other than a director of the Company (the “**Director**”) retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a written notice signed by a duly registered holder of the shares in the capital of the Company (the “**Shareholder**”) (other than the person to be proposed for election as a director) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven (7) clear days and that the period for lodgment 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 end no later than seven (7) clear days prior to the date of such general meeting.

In addition to the above requirements, if a Shareholder wishes to propose a person for election as a Director at any general meeting, such nominating Shareholder should deposit a signed written notice to that effect at the principal place of business of the Company in Hong Kong at Unit 04-06, 28th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the attention of the Company Secretary of the Company. As mentioned above, such notice should also be signed by the nominated candidate indicating his/her willingness to be elected. In addition to the above requirements, in order to ensure that shareholders have sufficient time to receive and consider the information of the nominated candidate, the Company recognises that such notice should be given to the Company within the seven-day period commencing the day after the despatch of the notice of the meeting. If the notice is received less than fifteen (15) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the shareholders at least fourteen (14) clear days and not less than ten (10) business days prior to the general meeting.

In order to inform other shareholders of such a proposal and to enable shareholders to make an informed decision on the proposed election of Directors with reference to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the written notice must state the information as required under Rule 13.51(2) of the Listing Rules in respect of the nominated candidate for election as a Director.

The written notice must also be accompanied with a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(g) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate’s standing for election as a Director that should be brought to the shareholders’ attention.

Any shareholders who have enquires about the above procedures or have enquires to put to the Board of Director may write to the Company Secretary of the Company at Unit 04-06, 28th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

Note: The Chinese version of this document is for reference only. In the event of any discrepancies or inconsistencies between the English version and the Chinese version, the English version shall prevail.