



CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code 股份代號: 384)

* For identification purposes only 僅供識別

(the "Company")

Procedures for Shareholders to Propose a Person for Election as Director

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

Bye-law 88 of the Bye-Laws of the Company provides that no person other than a director of the Company ("**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 shareholder of the Company ("**Shareholder**") (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 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) days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgement of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

In addition to the above requirements, the Company encourages that, if a Shareholder wishes to propose a person for election as a Director at any general meeting, such Shareholder should deposit a written notice to that effect at the principal place of business of the Company in Hong Kong at Room 1601, 16th Floor, AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong for the attention of the Company Secretary. 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 dispatch of the notice of the meeting.

In addition, in order to inform other Shareholders of such a proposal and to enable Shareholders to make an informed decision on their 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 following information in respect of the nominated candidate for election as a Director:

- (a) full name and age;
- (b) positions held within the Company and/or its subsidiaries (if any);
- (c) business and other relationships with the Company and/or its subsidiaries (if any);
- (d) experience including (i) other directorships held in the past three (3) years in public companies the securities of which are listed on any securities market in Hong Kong and/or overseas and (ii) other major appointments and professional qualifications;
- (e) current employment and such other information pertaining to the ability or integrity of the candidate (which may include business experience and academic qualifications) of which the Shareholders should be made aware of;
- (f) length and proposed length of service with the Company;
- (g) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (h) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement; and
- (i) contact details,

together with a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to the 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.