

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)

SHAREHOLDERS RIGHTS SUMMARY

1. Procedures for shareholders to convene an extraordinary general meeting

1.1 The following procedures for shareholders (“**Shareholders**”) of Sino Gas Holdings Group Limited (“**Company**”) to convene an extraordinary general meeting (“**EGM**”) of the Company are prepared in accordance with Article 64 of the articles of association of the Company:

- (1) One or more Shareholders (“**Requisitionist(s)**”) holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings shall have the right, by written notice, to require an EGM to be called by the directors of the Company (“**Directors**”) for the transaction of any business specified in such requisition.
- (2) Such requisition shall be made in writing to the board (“**Board**”) of Directors or the company secretary of the Company at the following:

Headquarters and principal place of business of the Company

Address:	Room 3103, Block A1 Caifu Shi Ji Plaza 13 Haian Road, Tianhe District Guangzhou, the PRC
Email:	jackiji@sinogasholdings.com/ peony.wong@hk.tricorglobal.com
Attention:	the Board of Directors/Company Secretary

- (3) The EGM shall be held within two months after the deposit of such requisition.
- (4) If the Directors fail to proceed to convene such meeting within twenty-one (21) days of such deposit, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the Requisitionist(s) by the Company.

2. Procedures for raising enquiries

2.1 Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company’s Hong Kong branch share registrar and transfer office, contact details of which are as follows:

Tricor Investor Services Limited

Address: Level 54, Hopewell Centre,
183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

- 2.2 Shareholders may at any time raise any enquiry in respect of the Company at the following designated contacts, correspondence addresses, email addresses and enquiry hotlines of the Company:

Address: Room 3103, Block A1
Caifu Shi Ji Plaza
13 Hai'an Road, Tianhe District
Guangzhou, the PR
Email: jackiji@sinogasholdings.com/
connie.luk@hk.tricorglobal.com
Tel: (020) 83308388198/(852) 2980 1848
Fax: (020) 83308388 8999/ (852) 2262 7547
Attention: Board of Director/Company Secretary

- 2.3 Shareholders are encouraged to make enquires via the online enquiry form available on the Company's website at www.sinogasholdings.com.

- 2.4 Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if the Company deems appropriate.

3. Procedures and contact details for putting forward proposals at shareholders' meetings

- 3.1 To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written notice of his/her/its proposal ("**Proposal**") with his/her/its detailed contact information at the Company's headquarters and principal place of business of the Company in China, with a copy of the Proposal served to the Company's Hong Kong branch share registrar and transfer office at their respective address and contact details set out in paragraphs 2.1 and 2.2 above.

- 3.2 The request will be verified with the Company's Hong Kong share registrar and upon their confirmation that the request is proper and in order, the Board will be asked to include the Proposal in the agenda for the general meeting.

- 3.3 The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows :

- (1) Notice of not less than 21 clear days and not less than 20 clear business days in writing if the Proposal requires approval in an annual general meeting of the Company; and

- (2) Notice of not less than 14 clear days and not less than 10 clear business days in writing if the Proposal requires approval in an extraordinary general meeting of the Company.

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

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)

股东权利概要

1. 股东召开股东特别大会程序

1.1 以下为中油洁能控股集团有限公司(“本公司”)股东(“股东”)召开股东特别大会程序，乃根据本公司组织章程细则第64条而编制：

- (1) 一名或多名于递呈要求当日持有不少于本公司有权于股东大会上投票的缴足股本十分之一的股东(“递呈要求人士”)有权以书面通知，要求本公司董事(“董事”)就该项要求所指定的任何业务交易召开股东特别大会。
- (2) 该项要求须以书面形式向董事会(“董事会”)或秘书提呈，详情如下：

本公司总部及主要营运地点

地址： 中國廣州天河區
海安路13號
財富世紀廣場
A1座3103室

电邮： jackiji@sinogasholdings.com/
peony.wong@hk.tricorglobal.com

收件人： com董事会/公司秘书

- (3) 股东特别大会须于该项要求递呈后两个月内举行。
- (4) 如董事未有于有关递呈后二十一(21)日内召开该大会，则递呈要求人士可自行以相同方式召开大会，而本公司须向递呈要求人士偿付所有由于递呈要求人士因董事未能召开大会而产生的所有合理开支。

2. 提出查询程序

2.1 股东可就有关持股、转股、登记及派发股息问题向本公司的香港股份过户登记分处提出，其联络资料如下：

卓佳证券登记有限公司

地址： 香港皇后大道东183号合和中心54楼

电邮： is-enquiries@hk.tricorglobal.com

电话： (852) 2980 1333

传真： (852) 2810 8185

2.2 股东亦可随时就本公司的任何查询遁以下途径、通讯地址、电邮地址及查询热线提出：

地址： 中國廣州天河區
海安路13號
財富世紀廣場

A1座3103室
电邮： jackiji@sinogasholdings.com/
 connie.luk@hk.tricorglobal.com
电话： (020) 8330 8388 8198/(852) 2980 1848
传真： (020) 8330 8388 8999/ (852) 2262 7547
收件人： 董事会/公司秘书

- 2.3 本公司鼓励股东透过本公司网站 www.sinogasholdings.com 所载的网上查询表格提出查询
- 2.4 本公司提醒股东于提出查询时同时提供其详细的联络资讯，以便本公司在认为合适的情况下，尽快作出回应。

3. 在股东大会提出建议程序及联络资料

- 3.1 如股东有意在本公司股东大会提出建议，应提交书面建议(“建议”)连同其详细的联络资料，送递本公司的总部及位于中国的主要营业地点，该建议的副本亦应抄送本公司的香港证券登记处，其各自地址及联络详情载于上文第 2.1 及 2.2 段。
- 3.2 该请求应经本公司的香港股份过户登记分处核证，经核实该请求为妥善后，董事会将于股东大会议程加入该建议。
- 3.3 给予全体股东考虑某股东在股东大会提呈的建议的通知期按该提议的性质而定：
- (1) 如建议需于本公司的股东周年大会审议，则书面通知不得少于 21 个整日及不得少于 20 个完整营业日；及
 - (2) 如建议需于本公司的股东特别大会审议，则书面通知不得少于 14 个整日及不得少于 10 个完整营业日。

附注：如本文件中英文版本有任何歧异，概以英文版本为准。

2018年11月