



AAG Energy Holdings Limited

亞美能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2686)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A CANDIDATE FOR ELECTION AS A DIRECTOR OF THE COMPANY

According to the articles of association (the “**Articles**”) of AAG Energy Holdings Limited (the “**Company**”), the Company may by ordinary resolution elect any person to be a director of the Company (the “**Director**”) either to fill a casual vacancy on the board of Directors (the “**Board**”) or as an addition to the existing Board.

Any one or more shareholder(s) of the Company (the “**Shareholder(s)**”) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition (such as election of Directors) pursuant to Article 58 of the Articles. The Board is required to hold the meeting within two months after the deposit of such requisition. If within twenty-one days of such deposit, the Board fails to proceed to convene the general meeting, the requisitions(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitions(s) as a result of the failure of the Board shall be reimbursed to the requisitions(s) by the Company.

If a Shareholder, who is duly qualified to attend and vote at any general meeting, wishes to propose a person other than either the Shareholder himself or a director of the Company for election as a Director at a general meeting, he/she must deposit a written notice (the “**Notice**”) of his/her intention to propose such person for election as a Director at the head office and principal place of business of the Company in Hong Kong at Unit 2109–10, 21st Floor, China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong or the principal place of business of the Company in China at 1701, 17/F, Tower A, Landmark Office Towers, 8 North Dongsanhuan Road, Chaoyang District, Beijing 100004, PRC.

The Notice must state the full name of the candidate proposed for election as a Director, include the candidate’s biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Shareholder concerned. The Notice must also be accompanied by a confirmation letter signed by the candidate indicating his/her consent to accept the nomination.

The minimum length of the period during which the Notice may be given to the Company shall be at least seven (7) days and that (if the Notice is submitted after the dispatch of the notice of the general meeting appointed for election of Directors) the period for lodgment of the Notice will 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.

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

Hong Kong, June 22, 2015