

VITOP BIOENERGY HOLDINGS LIMITED
(the “Company”)
(Incorporated in the Cayman Islands with limited liability)
(**天年生物控股有限公司**)*
(「本公司」)
(於開曼群島註冊成立的有限公司)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR OF THE COMPANY**
股東提名人選參選為本公司董事的程序

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION
本公司組織章程細則的規定

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 88 of the Company’s Articles of Association.
有關股東提名人選參選為本公司董事的規定載列於本公司組織章程細則內之細則第 88 條。

1.2 Extract of Article 88 of the Company’s Articles of Association is set out below:
本公司組織章程細則第 88 條的原文節錄如下：

No person other than a 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 Notice signed by a Member (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 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, provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than 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.

概無任何人士 (除該人士為行將於股東大會上退任的董事外) 合資格在任何股東大會上獲委任為董事，除非該人士為董事所推薦或由有權出席會議及於會上投票的一名股東 (並非為該被提名人士) 以其所簽署的書面通知提名，被提名人士亦須簽署通知以表明願意接受委任，有關通知須送交本公司總辦事處或註冊處。提交通知的期間必須不少於七(7)天，提交通知的期間由擬選舉董事的股東大會的通告發送後開始，至該股東大會舉行日期前七(7)天結束。

* for identification purposes only 僅供識別

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

香港聯合交易所有限公司證券上市規則（「《上市規則》」）的規定

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

根據《上市規則》第13.70條及13.74條，本公司必須遵守以下規定：

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
如本公司在刊發股東大會通告後，收到一名股東提名某名人士於股東大會上參選董事的通知，本公司必須刊登公告或發出補充通函；
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
公告或補充通函內須包括該位被提名參選董事人士按《上市規則》第13.51(2)條的規定而須披露的資料；
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
公告或補充通函必須最遲在有關股東大會舉行日期前10個營業日刊發；及
- 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.
本公司必須評估是否需要將選舉董事的會議押後，讓股東有至少10個營業日考慮公告或補充通函所披露的有關資料。

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

股東提名人選參選董事的程序

3.1 If a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “Notice”) at the Company’s head office in China or the Company’s Registration Office (i.e. Union Registrars Limited).

若股東擬提名個別人士（「候選人」）於股東大會上參選為本公司董事，須將書面通知（「提名通知」）送交本公司的中國總辦事處或本公司的註冊處聯合證券登記有限公司。

- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
該提名通知必須：(i) 包括候選人按《上市規則》第13.51(2)條的規定而須披露的資料；及 (ii) 由有關股東簽署，以及候選人簽署以表示其願意接受委任和同意公佈其個人資料。
- 3.3 The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.
遞交提名通知的期間將由股東大會的通告發送後開始，至該股東大會舉行日期前7天結束。
- 3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.
為了讓本公司的股東有充足時間考慮有關選舉候選人為本公司董事的建議，本公司促請擬提建議的股東盡早遞交其提名通知。

4. ADDITIONAL INFORMATION **補充資料**

- 4.1 Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting pursuant to Article 58 of the Company's Articles of Association. The objects of the meeting must be stated in the related requisition deposited at the Company's head office in China.
根據本公司組織章程細則內之細則第58條，持有本公司實繳股本不少於十分之一而又附有可於股東大會上投票權利的股東可要求本公司召開股東特別大會，有關的請求書上須註明會議的目的，並應交往本公司的中國總辦事處。

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

註： 如本文件的英文及中文版本有任何差異，概以英文版本為準。

Date: 30 March 2012

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