

BRIGHTOIL PETROLEUM (HOLDINGS) LIMITED

光滙石油(控股)有限公司

(incorporated in the Bermuda with limited liability)



**PROCEDURES FOR SHAREHOLDERS TO
PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

Procedures for Shareholders to Propose a Person for Election as a Director

1. The Company has adopted the following procedures for shareholders to propose a person for election as a Director. The procedures are subject to the Company's By-laws and applicable laws, rules and regulations.
2. A shareholder or a group of shareholders holding not less than one-tenth of the voting rights may request the Board to call a special general meeting to propose a person to be elected as a Director. Such requisition shall be deposited at the registered office or head office at 33/F, 118 Connaught Road West, Sheung Wan, Hong Kong (the "**Head Office**") of the Company for the attention of the Board or the secretary of the Company.

Provided that, in each case, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a notice of the intention to propose that person for election as a Director and a notice by that person of his willingness to be elected shall have been lodged at the registered office or the Head Office at least seven days before the date of the general meeting. The period for lodgment of the notices will 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 days prior to the date of such general meeting, provided that the minimum length of period, during which such notice(s) are given, shall be at least seven days.

3. The written requisition or notice given by the nominating shareholder(s) pursuant to paragraph 2 must:
 - (a) be signed by the nominating shareholder(s);
 - (b) specify the full name and address, as they appear in the Company's share registrar, of the nominating shareholder(s), and the name and principal business address of any other beneficial shareholder(s) known by the nominating shareholder(s) to support such proposed candidate; and
 - (c) specify the class and number of shares which are beneficially owned by the nominating shareholder(s) on the date of such written requisition or notice and the class and number of shares which are beneficially owned by any other beneficial shareholder(s) known by the nominating shareholder(s) to be supporting such proposed candidate on the date of such written requisition or notice.
4. In order to enable shareholders to make an informed decision on the proposed election of a Director, the written requisition or notice under paragraph 2 shall be accompanied by the information of such proposed candidate as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"). If the candidate is proposed to be an Independent Non-Executive Director, he/she should also provide a written confirmation of the matters set out in Rule 3.13 of the Listing Rules.

5. Upon receipt of the above requisition or notice from shareholder(s) which is received after publication of the notice of general meeting, the Company shall, prior to the general meeting, publish an announcement or issue a supplementary circular disclosing the particulars of the proposed candidate pursuant to Rule 13.51(2) of the Listing Rules.