



DOXEN ENERGY GROUP LIMITED

東星能源集團有限公司

Shareholder Communication Policy

與股東溝通政策

DOXEN ENERGY GROUP LIMITED (the “Company”)

東星能源集團有限公司（「本公司」）

Shareholder Communication Policy

與股東溝通政策

Adopted by the Board in March 2012

（董事會於 2012 年 3 月採納）

（中文本為翻譯稿，僅供參考。）

1. Purpose 主旨

- 1.1 The board of directors (the “**Board**”) of the Company aims to ensure that its shareholders, both individual and institutional (collectively, “**Shareholders**”), and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company.

本公司董事會（「董事會」）旨在確保公司的股東，包括個人股東及機構股東（統稱「股東」）及整體的投資社群（在適用情況下）有現成的、平等的和及時的渠道獲取關於本公司均衡的和可理解的資料（包括其財務表現、策略目標和計劃、重大發展及管治和風險概況），使其在知情的情況下行使其權力，及積極參與本公司事宜。

- 1.2 For the purpose of this Policy, references to the investment community is intended to include the Company’s potential investors as well as analysts reporting and analyzing the Company’s performance.

就本政策而言，投資社群所指包括本公司的潛在投資者及報導和分析本公司表現的分析員。

2. General Policy 基本政策

- 2.1 The Board should maintain an on-going dialogue with Shareholders and the investment community, and will review this Policy to ensure its effectiveness.

董事會應負責與股東及投資社群持續保持溝通，並檢討此政策以確保其有效性。

- 2.2 Information shall be communicated to Shareholders and the investment community mainly through the Company’s financial reports (quarterly (if any), interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all announcements, circulars and other corporate communications on the websites of the Company and The Stock Exchange of Hong Kong Limited (“**HKEx**”).

公司應通過財務報告中（季度報告（如有）、中期報告及年報）、股東週年大會及其他舉行的股東大會將資訊溝通予股東及投資社群，並於其網頁及香港聯合交易所有限公司（「聯交所」）網頁提供公司的所有公告、通函及其他公司通訊。

- 2.3 Effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times.
隨時確保有效和及時發布資訊給股東和投資社群。

3. Shareholders' enquiries 股東查詢

- 3.1 Shareholders should direct their questions about their shareholdings to the Company's Registrar.

股東應向本公司的股份登記處查詢其控股情況。

- 3.2 Shareholders may at any time make enquiry to the Board or make request for the Company's information to the extent such information is publicly available, through the following contact information:-

股東可通過以下聯絡方式隨時向董事會查詢可供公眾查閱的公司資料：

Place of business in Hong Kong: 香港辦事處：	Suites 1707-1709, 17/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong 香港灣仔港灣道 25 號海港中心 17 樓 1707-1709 室
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Tel 電話:	852-2596 0668
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Fax 傳真:	852-2511 0318
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Email 電郵:	enquiry@doxen.com.hk
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4. Corporate Communication 公司通訊

- 4.1 All corporate communication of the Company (including quarterly (if any), interim and annual reports, notice of general meeting, announcements and circulars etc) will be provided to Shareholders in both English and Chinese versions to facilitate Shareholders' understanding. Shareholders have the right to choose the language (either in English or Chinese) and means of receipt of the corporate communications (in hard copy or through electronic means).

為方便股東閱讀，所有公司通訊（包括季度報告、中期報告和年報、股東大會通知、公告和通函等）將同時以中英文版本提供給股東。股東可選擇通訊的語言（中或英）及收取通訊的方法（印刷本或電子版）。

- 4.2 All corporate communication will be sent to Shareholders by post via the Company's Share Registrar, if required under the Rules Governing the Listing of Securities on the HKEx ("Hong Kong Listing Rules"), and will be uploaded on the websites of the Company and HKEx pursuant to the Hong Kong Listing Rules.

若聯交所證券上市規則（「香港上市規則」）要求，所有公司通訊將通過本公司的股份登記處郵遞寄給股東，並根據香港上市規則上載至本公司及聯交所的網頁。

5. Company Website 公司網頁

- 5.1 The Company shall maintain an official website at www.doxen.com.hk. Information on the Company's website will be updated on a regular basis.
本公司的官方網頁為 www.doxen.com.hk。網頁資料將定期更新。

6. Shareholders' Meetings 股東大會

- 6.1 Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.

本公司鼓勵股東參加股東大會，或委任代表出席，並在會上代表其投票（若股東未能出席）。

- 6.2 Appropriate arrangements for the annual general meeting shall be in place to encourage Shareholders' participation.

為鼓勵股東參與，股東週年大會需妥善安排。

- 6.3 The process of the Company's general meeting will be monitored and reviewed on a regular basis, and if necessary, changes will be made to ensure that Shareholders' needs are best served.

監管及定期檢討公司股東大會的程序。如有需要，可調整程序以確保股東的需要被照顧到。

- 6.4 For each substantially separate issue at a general meeting, a separate resolution should be proposed by the chairman of that meeting. The Company should avoid "bundling" resolutions unless they are interdependent and linked forming one significant proposal. Where the resolutions are "bundled", issuers should explain the reasons and material implications in the notice of meeting.

在股東大會上，會議主席應就每項實際獨立的事宜個別提出決議案。除非有關決議案之間相互依存及關連，合起來方成一項重大建議，否則公司應避免「捆扎」決議案。若要「捆扎」決議案，公司應在會議通告解釋原因及當中涉及的重大影響。

- 6.5 The chairman of the Board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees of the Company (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer Shareholder's questions at the annual general meeting.

董事會主席應出席股東周年大會，並邀請審核委員會、薪酬委員會及、提名委員會及任何其他委員會（視何者適用而定）的主席出席。若有關委員會主席未克出席，董事會主席應邀請另一名委員（或如該名委員未能出席，則其適當委任的代表）出席。該人士須在股東周年大會上回答提問。

- 6.6 The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to requires independent

shareholders' approval.

董事會轄下的獨立委員會（如有）的主席亦應在批准關連交易或任何其他須經獨立批准的交易的股東大會上回應問題。

- 6.7 The Company should also ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor's independence.

本公司應確保外聘核數師出席股東周年大會，回答有關審計工作，編制核數師報告及其內容，會計政策以及核數師的獨立性等問題。

- 6.8 The Company should arrange for the notice to shareholders to be sent for annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days for all other general meetings.

就股東周年大會而言，公司應安排在大會舉行前至少足 20 個工作日向股東發送通知，而就所有其他股東大會而言，則須在大會舉行前至少足 10 個工作日發送通知。

- 6.9 Any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

除主席以誠實信用的原則做出決定，容許純粹有關程序或行政事宜的決議案以舉手方式表決外，股東大會上，股東所作的任何表決必須以投票方式進行。

Procedural and administrative matters are those that:

程序及行政事宜包括：

- (i) are not on the agenda of the general meeting or in any supplementary circular to members; and

並非載於股東大會的議程或任何致股東的補充通函內；及

- (ii) which relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.

牽涉到主席須維持大會有序進行及／或容許大會事務更妥善有效地處理，同時讓所有股東有合理機會表達意見的職責。

- 6.10 The Company should ensure that Shareholders are familiar with the detailed procedures for conducting a poll. The chairman of a meeting should ensure that an explanation is provided of the detailed procedures for conducting a poll and answer any questions from Shareholders on voting by poll.

公司應確保股東熟悉以投票方式進行表決的詳細程序。大會主席應確保在會議上向股東解釋以投票方式進行表決的詳細程序，並回答股東有關以投票方式表決的任何提問。

- 6.11 The Company shall inform the Shareholders of the poll voting results of any general meetings by way of publication of announcement in accordance with the Hong Kong Listing Rules.

公司應根據上市規則刊發公告通知股東所有股東大會的投票結果。

The poll results announcement must include the number of:

投票表決結果的公告須包括：

- a. shares entitling the holder to attend and vote on a resolution at the meeting;
持有人有權出席大會並於會上就決議案表決的股份總數；
- b. shares entitling the holder to attend and abstain from voting in favour as set out in rule 13.40;
持有人有權出席大會但根據《上市規則》第13.40條所載須放棄表決贊成決議案的股份總數；
- c. shares of holders that are required under the Listing Rules to abstain from voting;
《上市規則》規定須放棄表決權的股份持有人所持股份總數；
- d. shares actually voted for a resolution; and
實際表決贊成決議案的股份總數；及
- e. shares actually voted against a resolution.
實際表決反對決議案的股份總數。

7. Shareholders' rights 股東的權力

7.1 Convene extraordinary general meeting 召開特別股東大會

- (1) Pursuant to Section 113 of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong), Shareholder(s) holding not less than one-twentieth of the paid up capital of the Company may request the Board to convene an extraordinary general meeting. The Objects of the meeting must be stated in the related requisition deposited at the registered office of the Company.
根據香港法例第32章《公司條例》第113條，持有本公司實繳股本不少於二十分之一的股東可要求董事會召開股東特別大會，並在有關請求書（交往本公司註冊辦事處）上註明會議的目的。
- (2) For including a resolution relating to other matters in a general meeting, Shareholders are requested to follow the requirements and procedures as set out in Section 115A of the Hong Kong Companies Ordinance.
在股東大會上提呈關於其他事宜的決議案，股東須遵守《公司條例》第115A條所載的規定及程序。

7.2 Propose a person for election as a Director 提名候選董事

- (1) Pursuant to Section 75 of the Company's Article of Association, 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 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 notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the registered office of the Company.

根據本公司《公司組織章程大綱及細則》第75條，除非本公司註冊辦事處收到有權於該會議出席及投票的股東（不得為被推舉者）的書面通知，表示其有意推舉某人，以及該人士簽署同意被推舉的書面通知，否則除非董事局另有推薦，只有任期屆滿的董事，才有資格在任何股東會議被推舉為董事。

- (2) If a Shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than the Shareholder himself/herself) for election as a Director at that meeting, he/she can deposit a written notice at the Company's registered office and/or its principal office in Hong Kong, for the attention of the Company Secretary.

如股東（有權出席並於委任/選舉董事所召開的股東大會上投票的人士）希望在會上提名並非本公司董事的人士參選本公司董事職位，該股東可致函本公司註冊辦事處或本公司香港主要營業辦事處向本公司秘書發出書面通知。

- (3) In order for the Company to inform all Shareholders of that proposal, the written notice must state the full name of the person proposed for election as a director, his/her biographical details as required by rule 13.51(2) of the Hong Kong Listing Rules, and be signed by the Shareholder concerned and that person indicating his/her willingness to be elected.

為了讓本公司將此動議通知其他股東，該書面通知必須註明所提名之董事候選人的全名及按照香港上市規則第 13.51(2)條所規定的個人資料，並由有關股東和獲提名人士簽署，證明該人士願意參選。

- (4) The minimum length of the period, during which such written notice(s) may be given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch 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.

（若書面通知於該選舉的股東大會的會議通告發出後發出）上述書面通知的期限不少於七天，從股東大會通告發出後翌日起計，及不得遲于股東大會舉行前七天。

- (5) If the notice is received less than fifteen (15) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the Shareholders not less than ten (10) business days prior to the general meeting

如該書面通知於股東大會舉行前不足十五個工作日接獲，本公司將考慮押後召開股東大會，以便(i)評估提名之董事候選人是否合適及(ii)就有關議案發出不少於十個工作日的公告或補充通函。

7.3 Appoint and remove auditor prior to expiration of his term of office 委任核數師及於任期屆滿前罷免核數師

The Company must at each annual general meeting appoint an auditor to hold office from the conclusion of that meeting until the next annual general meeting. The Company must not remove its auditor before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting. An issuer must send a circular proposing the removal of the auditor to Shareholders with any written representations from the auditor, not less than 10 business days before the general meeting. The Company must allow the auditor to attend the general meeting and make written and/or verbal representations to shareholders at the general meeting.

本公司必須於每屆股東周年大會委任核數師，任期直至下一屆股東周年大會結束為止。未獲股東於股東大會事先批准，本公司不可於核數師任期屆滿前罷免核數師。發行人必須將建議罷免核數師的通函連同核數師的任何書面申述，於股東大會舉行前至少10個營業日寄予股東。本公司必須容許核數師出席股東大會，並於會上向股東作出書面及／或口頭申述。

8. Shareholder Privacy 股東私隱

- 8.1 The Company recognizes the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by law to do so.

本公司尊重股東私隱的重要性並不會在未授權下批露股東的資料，除非於相關法律要求下。