



港華智慧能源有限公司 Towngas Smart Energy Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1083)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares ^(note 2)
of HK\$0.10 each in the share capital of Towngas Smart Energy Company Limited (the “Company”), HEREBY APPOINT ^(note 3)

of _____
or failing him, the Chairman of the Meeting as my/our proxy to attend the Extraordinary General Meeting of the Company to be held at 18th Floor, Harbour East, 218 Electric Road, North Point, Hong Kong on Thursday, 26 May 2022 at 12:30 p.m. and at any adjournment thereof, for purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Extraordinary General Meeting (the “Notice”), and to vote for me/us as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^(note 4)	Against ^(note 4)
To approve the Share Issue (as defined in the circular of the Company dated 10 May 2022 (the “Circular”)), the Subscription Agreements (as defined in the Circular) and all transactions contemplated under the Subscription Agreements and in connection therewith.		

Dated this _____ day of _____ 2022

Signature ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised in writing to sign the same.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the “Branch Share Registrar”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 12:30 p.m. on Tuesday, 24 May 2022, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person.
8. Any alteration made to this form of proxy must be initialed by the person who signs it.
9. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and vote instead of him.
10. The Notice is set out in the Company’s circular dated 10 May 2022.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar by post or by email to PrivacyOfficer@computershare.com.hk.

This proxy form is made in English and Chinese. In case of any inconsistency, the English version shall prevail.