



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 ANNUAL 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 Annual General Meeting of the Company to be held at Meeting Room S421
(Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Wednesday, 29 May 2024 at 11:00 a.m. and at any
adjournment thereof, to vote for me/us as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	For ^(note 4)	Against ^(note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2023		
2.	(a) To re-elect Mr. LIU Kai Lap Kenneth as a director of the Company		
	(b) To re-elect Mr. Martin Kee Wai-ngai as a director of the Company		
	(c) To re-elect Dr. LOH Kung Wai Christine as a director of the Company		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company		
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor of the Company		
5.	To grant a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company (Ordinary Resolution No. 5 set out in the notice of Annual General Meeting)		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company (Ordinary Resolution No. 6 set out in the notice of Annual General Meeting)		
7.	To extend the general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company by addition thereto of the number of shares representing the aggregate number of shares bought back by the Company (Ordinary Resolution No. 7 set out in the notice of Annual General Meeting)		
8.	To approve payment of a final dividend of 16 HK cents per share from the share premium account of the Company in respect of the year ended 31 December 2023 with an option for scrip dividend (Ordinary Resolution No. 8 set out in the notice of Annual General Meeting)		
SPECIAL RESOLUTION			
9.	To adopt the new memorandum of association and articles of association of the Company in substitution for and to exclusion of the existing memorandum of association and articles of association of the Company (Special Resolution No. 9 set out in the notice of Annual General Meeting)		

Dated this _____ day of _____ 2024 Signature ^(note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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.
- 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 convening the meeting.
- 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.
- 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.
- 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 Hong Kong branch share registrar, 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 11:00 a.m. on Monday, 27 May 2024, 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.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- 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.
- The Notice of Annual General Meeting is set out in the Company’s circular dated 17 April 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

- “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”).
- 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.
- 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.
- 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.