

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



# 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)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Towngas Smart Energy Company Limited (the “**Company**”) will be held at Meeting Room S221 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on 20 November 2024 at 12:00 noon for considering and, if thought fit, passing, with or without modifications, the following as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT**

- (a) the Merger Transaction Agreements (as defined in the circular of the Company dated 31 October 2024 (the “**Circular**”) and copies of which have been produced to the meeting and marked “A”, “B” and “C” respectively and initialed by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder and in connection therewith (including the Transaction (as defined in the Circular)) be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company or any other person authorised by the board of directors of the Company from time to time or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other agreements, instruments, documents and deeds, and do such acts or things and take all such steps as he, she or they may in his, her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to the Merger Transaction Agreements or the transactions contemplated thereunder or to be incidental to, ancillary to or in connection with the matters contemplated therein, including agreeing and making any modifications, amendments or variations to or waivers or extensions of the Merger Transaction Agreements or the transactions contemplated thereunder as may be necessary or appropriate.”

By Order of the Board  
**Towngas Smart Energy Company Limited**  
Elsa Wong Lai-kin  
Company Secretary

Hong Kong, 31 October 2024

*Registered Office:*  
P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*  
23rd Floor  
363 Java Road  
North Point  
Hong Kong

*Notes:*

1. Members of the Company who are entitled to attend, speak and (subject to any applicable requirement of the Listing Rules to abstain from voting on any relevant resolution) vote at the EGM are those whose names appear as members of the Company on the register of members of the Company on 20 November 2024. In order to determine the members of the Company who are so entitled, the register of members of the Company will be closed from 15 November 2024 to 20 November 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend, speak and (subject to any applicable requirements referred to above) vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 14 November 2024.
2. A member of the Company entitled to attend, speak and (subject to any applicable requirement of the Listing Rules to abstain from voting on any relevant resolution) vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend, speak and (subject to any applicable requirements referred to above) vote instead of such member. A proxy need not be a member of the Company.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting at the meeting if the member so desires. In such event, the appointment of proxy will be deemed to be revoked.
4. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 12:00 noon on 18 November 2024, or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be).
5. At the EGM, in compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the chairman of the meeting will exercise his power under article 76 of the articles of association of the Company to put the resolution set out in this notice of EGM to vote by way of poll.

6. If a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by a super typhoon, or a black rainstorm warning signal is in force at any time between 8:30 a.m. and 12:00 noon on the day of the EGM, the EGM will be adjourned or postponed. The Company will post an announcement on the Company’s website ([www.towngassmartenergy.com](http://www.towngassmartenergy.com)) and HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify members of the Company of the date, time and place of the adjourned or postponed meeting.
7. As at the date of this notice, the non-executive Directors are Dr. the Hon. Lee Ka-kit (Chairman) and Mr. Kenneth Liu Kai-lap, the executive Directors are Mr. Peter Wong Wai-ye (Chief Executive Officer), Mr. Martin Kee Wai-ngai (Chief Operating Officer – Gas Business) and Dr. John Qiu Jian-hang (Chief Operating Officer – Renewable Business), and the independent non-executive Directors are Dr. the Hon. Moses Cheng Mo-chi, Mr. Brian David Li Man-bun and Dr. Christine Loh Kung-wai.
8. To the extent that there are any inconsistencies between the English version and the Chinese version of this notice, the English version shall prevail.