



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) _____

or

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 Thursday, 29 May 2025 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 2024		
2.	(a) To re-elect Dr. the Hon. Lee Ka-kit as a director of the Company		
	(b) To re-elect Dr. the Hon. Moses Cheng Mo-chi as a director of the Company		
	(c) To re-elect Dr. John Qiu Jian-hang 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 in respect of the year ended 31 December 2024 from the share premium account of the Company with an option for scrip dividend (Ordinary Resolution No. 8 set out in the notice of Annual General Meeting)		
9.	To approve payment of a special dividend of 3 HK cents per share in respect of the year ended 31 December 2024 from the share premium account of the Company with an option for scrip dividend (Ordinary Resolution No. 9 set out in the notice of Annual General Meeting)		

Dated this _____ day of _____ 2025

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.**
- 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”.** If you wish to vote only part of the number of shares registered in your name(s) to which this form of proxy relates, please state the exact number of shares in lieu of a tick in the relevant box. Failure to complete the boxes will entitle your proxy to abstain or 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 Tuesday, 27 May 2025, 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 if you so desire, and in such event, the appointment of proxy will be deemed to be revoked.
- Any alteration made to this form of proxy must be initiated by the person who signs it.
- A member of the Company entitled to attend, speak and (subject to any applicable requirement of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) to abstain from voting on any relevant resolution) vote at the meeting shall be entitled to appoint one or more proxies to attend, speak and (where applicable) vote instead of him. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
- 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 meeting are those whose names appear as members of the Company on the register of members of the Company on 29 May 2025. In order to determine the members of the Company who are so entitled, the register of members of the Company will be closed from 26 May 2025 to 29 May 2025 (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 meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 23 May 2025.
- The Notice of Annual General Meeting is set out in the Company's circular dated 28 April 2025.

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 and your proxy's Personal Data are supplied to the Company on a voluntary basis and will be used in connection with processing your appointment of proxy and instructions as stated in this form of proxy. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your/your proxy's 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/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar by post to 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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.