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# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of TOWNGAS SMART ENERGY COMPANY LIMITED (the “**Company**”) will be held at Meeting Room S421 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong, on Wednesday, 27th May 2026, at 12:00 noon, for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31st December 2025;
2. To re-elect the retiring Directors, each as a separate resolution;
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor of the Company;
5. To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back the issued shares in the share capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Directors are authorised to buy back pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued Shares (excluding treasury shares (within the meaning of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)), if any) as at the date of passing of this resolution (subject to adjustment in the total number of issued Shares in the case of consolidation, division or sub-division of all or any of the share capital of the Company during the Relevant Period) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) (including any sale or transfer of treasury shares (within the meaning of the Listing Rules), if any) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of Shares for the grant or exercise of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any issue of Shares as scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company, shall not exceed 20% of the total number of issued Shares (excluding treasury shares (within the meaning of the Listing Rules), if any) as at the date of passing of this resolution (subject to adjustment in the total number of issued Shares in the case of consolidation, division or sub-division of all or any of the share capital of the Company during the Relevant Period) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).

Any reference to an allotment, issue, dealing with, grant, offer, subscription or disposal of Shares shall include a sale or transfer of treasury shares of the Company (including to satisfy any obligation upon conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by and subject to the Listing Rules and applicable laws and regulations.”

7. To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, the unconditional general mandate granted to the directors of the Company to allot, issue and deal with Shares (including sale and transfer of Treasury Shares, if any) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such number of additional Shares shall not exceed 10% of the total number of issued Shares (excluding treasury shares (within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), if any) as at the date of passing of resolution no. 5 (subject to adjustment in the total number of issued Shares in the case of consolidation, division or sub-division of all or any of the share capital of the Company during the Relevant Period).”

8. As special business, to consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** the payment of a final dividend of HK14 cents per share, with an option for scrip dividend, in respect of the year ended 31st December 2025 from the share premium account of the Company to the shareholders of the Company whose names appear on the register of members of the Company on 4th June 2026 (Record Date) be and is hereby approved.”

9. As special business, to consider and, if thought fit, pass (with or without modifications) the following resolution as a special resolution of the Company:

**Special Resolution**

“**THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum of association and articles of association of the Company (the “**Existing Memorandum and Articles**”), details of which are set out in Appendix III to the circular of the Company dated 21st April 2026, be and are hereby approved;
- (b) the new memorandum of association and articles of association of the Company (the “**New Memorandum and Articles**”), which contain the Proposed Amendments and a copy of which has been produced to this meeting marked “A” and initialed by the Chairman of this meeting for the purpose of identification, be and are hereby approved and adopted in substitution for, and to the exclusion of, the Existing Memorandum and Articles with immediate effect after the close of this meeting; and
- (c) any one Director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to effect and record the adoption of the New Memorandum and Articles.”

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

Hong Kong, 21st April 2026

*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 and vote at the Annual General Meeting are those whose names appear as members of the Company on Wednesday, 27th May 2026. In order to be entitled to attend and vote at the Annual General Meeting, all 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, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 19th May 2026.
2. A member of the Company entitled to attend, speak and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend, speak and 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. At the Annual General Meeting, in compliance with Rule 13.39(4) of the Listing Rules and Article 76 of the existing articles of association of the Company, each of the resolutions set out in this notice of Annual General Meeting will be put to vote by way of poll.
5. 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 as soon as possible and in any event no later than 12:00 noon on Friday, 22nd May 2026, or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). In calculating the period mentioned for depositing the form of proxy, no account is to be taken of any part of a day that is a public holiday.
6. With regard to item no. 2 in this notice, the Board proposes that the retiring Directors, namely, Mr. Brian David Li Man-bun, Dr. Christine Loh Kung-wai, Mr. Peter Wong Wai-yee and Mr. Zhou Heng-xiang be re-elected as Directors. Biographical details of these Directors are set out in Appendix II to the circular provided to shareholders of the Company dated 21st April 2026.
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-yee (Chief Executive Officer), Dr. John Qiu Jian-hang (Chief Operating Officer – Renewable Business) and Mr. Zhou Heng-xiang (Chief Operating Officer – Mainland Gas 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. In the event that a tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by a super typhoon or other natural disaster of a substantial scale, or a black rainstorm warning signal is in force at any time between 9 a.m. and 12:00 noon on the day of the Annual General Meeting, the Annual General Meeting will be adjourned or postponed. The Company will post an announcement on the HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.towngassmartenergy.com](http://www.towngassmartenergy.com)) to notify shareholders of the Company of the date, time and place of the adjourned or postponed meeting.