
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **Towngas China Company Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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港華燃氣有限公司 Towngas China Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1083)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the extraordinary general meeting of the Company to be held at Meeting Rooms S426-S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Friday, 26 November 2021 at 3:30 p.m. is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, 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 3:30 p.m. on Wednesday, 24 November 2021, 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 and voting at the meeting (or any adjournment thereof) should you so wish.

PRECAUTIONARY MEASURES FOR EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of shareholders and to prevent and control the spread of the novel coronavirus disease (COVID-19), the following precautionary measures will be implemented at the extraordinary general meeting:

- compulsory body temperature checks and health declarations
- wearing of surgical face mask
- designated seating area
- no distribution of refreshment or gift

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may consider appointing the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

4 November 2021

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PRECAUTIONARY MEASURES FOR EXTRAORDINARY GENERAL MEETING

In light of the epidemic situation of novel coronavirus disease (COVID-19), the following precautionary measures will be implemented at the EGM to safeguard the health and safety of Shareholders who might be attending the EGM in person:

1. Compulsory body temperature checks will be conducted for every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degree Celsius may be denied entry into the EGM venue and be required to leave the EGM venue.
2. Every attendee will be required to wear a surgical face mask throughout the EGM and inside the EGM venue, and to sit at a distance from other attendees. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
3. No refreshment will be served, and there will be no gift.
4. Each attendee may be asked whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the EGM; (b) he/she is subject to any HKSAR Government prescribed quarantine; and (c) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Anyone who responds positively to any of these questions may be denied entry into the EGM venue and be required to leave the EGM venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person, by completing and return the form of proxy enclosed with this circular.

If any Shareholder has any question relating to the EGM, please contact the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong

Email: hkinfo@computershare.com.hk
Tel: (852) 2862 8555
Fax: (852) 2865 0990

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	Towngas China Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1083)
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company, or any adjournment thereof, to be convened to consider, and if thought fit, to approve the Proposed Name Change
“Group”	the Company and its subsidiaries
“HKSAR Government”	the government of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Name Change”	the propose change of the English name of the Company from “Towngas China Company Limited” to “Towngas Smart Energy Company Limited”, and the dual foreign name in Chinese of the Company from “港華燃氣有限公司” to “港華智慧能源有限公司”
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



港華燃氣有限公司
Towngas China Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1083)

Non-Executive Director:
Lee Ka-kit (*Chairman*)

Executive Directors:
Alfred Chan Wing-kin
Peter Wong Wai-yee (*Chief Executive Officer*)
John Ho Hon-ming (*Company Secretary*)
Martin Kee Wai-ngai (*Chief Operating Officer*)

Independent Non-Executive Directors:
Moses Cheng Mo-chi
Brian David Li Man-bun
James Kwan Yuk-choi

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

4 November 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 25 October 2021 in relation to, inter alia, the Proposed Name Change.

The purpose of this circular is to provide you with (i) information on the Proposed Name Change and (ii) the notice of the EGM at which a special resolution will be proposed to approve the Proposed Name Change.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Towngas China Company Limited” to “Towngas Smart Energy Company Limited”, and the dual foreign name in Chinese of the Company from “港華燃氣有限公司” to “港華智慧能源有限公司”.

LETTER FROM THE BOARD

CONDITIONS FOR THE PROPOSED NAME CHANGE

The Proposed Name Change is subject to satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Name Change; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Name Change by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Name Change will take effect on the date of entry of the new English and Chinese names of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name thereafter. The Company will carry out the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED NAME CHANGE

The Group has been engaging in the business of smart energy system (including renewable energy generation (including but not limited to solar photovoltaic system), digitalized energy management services, and carbon management services) (“**Smart Energy Business**”) in the PRC. In particular, to be in line with the PRC’s carbon peak and carbon neutrality goals, the Group has been promoting a “zero-carbon city” smart energy scheme based on the development of photovoltaic and energy storage projects and has been establishing extensive cooperation with sizeable energy companies in the PRC to build a smart energy ecosystem. At present, the global focus is to actively promote the green and low-carbon transformation of global development as the world aims to achieve zero carbon emissions. As such, it is envisaged that the future development trend for the energy business would lean on sustainability and decarbonization. To be in line with such development trend, it is intended for the Group to further expand its Smart Energy Business and to focus reasonable efforts and resources on, investment in and the development of its Smart Energy Business alongside its other existing businesses.

The Board considers that the new English and Chinese names of the Company will better reflect the Group’s strategic business plan and its future development direction. In addition, the Board believes that such new names will provide the Group with a new corporate image which will benefit the Group’s future business development. Therefore, the Board considers that the Proposed Name Change is in the interests of the Company and the Shareholders as a whole.

EFFECTS OF THE PROPOSED NAME CHANGE

The Proposed Name Change will not affect any rights of the Shareholders. Once the Proposed Name Change becomes effective, certificates of securities of the Company will only be issued in the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name of the Company. All existing certificates of securities

LETTER FROM THE BOARD

in issue bearing the present name of the Company will, after the Proposed Name Change becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the new company name becomes effective.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the EGM, the effective date of the Proposed Name Change and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

EGM

A notice convening the EGM to be held at Meeting Rooms S426–S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Friday, 26 November 2021 at 3:30 p.m., is set out on pages 7 to 8 of this circular for the purpose of considering and, if thought fit, passing the special resolution approving the Proposed Name Change. Pursuant to rule 13.39(4) of the Listing Rules, the special resolution to be proposed at the EGM to approve the Proposed Name Change will be voted by way of poll by the Shareholders.

A form of proxy for use at the EGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the EGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, 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 3:30 p.m. on Wednesday, 24 November 2021, 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 and voting at the EGM (or any adjournment thereof) should you so wish.

RECOMMENDATION

The Directors are of the opinion that the Proposed Name Change is in the best interests of the Company and the Shareholders and therefore recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in

LETTER FROM THE BOARD

this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
Towngas China Company Limited
John Ho Hon-ming
Executive Director and Company Secretary

NOTICE OF EXTRAORDINARY GENERAL MEETING



港華燃氣有限公司 Towngas China Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1083)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of TOWNGAS CHINA COMPANY LIMITED (the “Company”) will be held at Meeting Rooms S426–S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong, on Friday, 26 November 2021, at 3:30 p.m., for considering and, if thought fit, passing, with or without modifications, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Towngas China Company Limited” to “Towngas Smart Energy Company Limited” and the dual foreign name in Chinese of the Company be changed from “港華燃氣有限公司” to “港華智慧能源有限公司” (the “**Proposed Name Change**”) with effect from the date of entry of the new English name and the dual foreign name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Name Change and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Towngas China Company Limited
John Ho Hon-ming
Executive Director and Company Secretary

Hong Kong, 4 November 2021

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Head Office and Principal Place of

Business in Hong Kong:

23rd Floor
363 Java Road
North Point
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of such member. A proxy need not be a member of the Company.
 2. In light of the epidemic situation of novel coronavirus disease (COVID-19), the following precautionary measures will be implemented at the EGM to safeguard the health and safety of shareholders of the Company who might be attending the EGM in person:
 - Compulsory body temperature checks will be conducted for every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degree Celsius may be denied entry into the EGM venue and be required to leave the EGM venue.
 - Every attendee will be required to wear a surgical face mask throughout the EGM and inside the EGM venue, and to sit at a distance from other attendees. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
 - No refreshment will be served, and there will be no gift.
 - Each attendee may be asked whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the EGM; (b) he/she is subject to any HKSAR Government prescribed quarantine; and (c) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Anyone who responds positively to any of these questions may be denied entry into the EGM venue and be required to leave the EGM venue.
- In addition, the Company reminds all shareholders of the Company that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person, by completing and return the form of proxy.
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.
 4. 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.
 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 3:30 p.m. on Wednesday, 24 November 2021, or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be).
 6. As at the date of this notice, the non-executive director of the Company is Dr. Lee Ka-kit (Chairman), the executive directors of the Company are Mr. Alfred Chan Wing-kin, Mr. Peter Wong Wai-ye (Chief Executive Officer), Mr. John Ho Hon-ming (Company Secretary) and Mr. Martin Kee Wai-ngai (Chief Operating Officer), and the independent non-executive directors of the Company are Dr. the Hon. Moses Cheng Mo-chi, Mr. Brian David Li Man-bun and Mr. James Kwan Yuk-choi.