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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of TOWNGAS SMART ENERGY COMPANY LIMITED (the “**Company**”) will be held at 18th Floor, Harbour East, 218 Electric Road, North Point, Hong Kong on Thursday, 26 May 2022, at 12:30 p.m., for considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the 10 subscription agreements all dated 18 March 2022 and entered into by the Company with each of the Subscribers (as defined in the circular of the Company dated 10 May 2022) (collectively the “**Subscription Agreements**”, copies of which have been produced to the meeting marked “A-1” to “A-10” and initialled by the chairman of the meeting for identification purposes) and all the transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of in aggregate 5,584,000 shares in the Company (the “**Subscription Shares**”) for cash at HK\$3.69 per share in accordance with the terms and conditions of the Subscription Agreements (the “**Share Issue**”) be and is hereby approved; and

- (c) any one director of the Company or any other person authorized 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 authorized for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts or things and take all such steps as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Share Issue, the Subscription Agreements and/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 Subscription Agreements and/or the transactions contemplated thereunder as may be necessary or appropriate.”

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

Hong Kong, 10 May 2022

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. 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 view of the ongoing novel coronavirus disease (COVID-19) and recent requirements, if any, for prevention and control of its spread, the following precautionary measures will be implemented at the EGM:
 - 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 meeting venue, and to sit at a distance from other attendees. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks.
 - Each attendee is required to comply with the entry requirements of the EGM venue, including scanning of the “LeaveHomeSafe” venue QR code.
 - No refreshment will be served, and there will be no gift.

- Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the EGM; (b) he/she is subject to any Hong Kong 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 meeting venue.
3. The EGM will be a hybrid meeting. Registered shareholders may attend the EGM either (a) in person; or (b) online through a platform with the personalised login and access code provided by the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, by post. Registered shareholders attending the EGM through the online platform will be able to vote and submit questions online. For non-registered shareholders whose shares are held by banks, brokers, custodians or HKSCC Nominees Limited who wish to attend the EGM online, they should consult their banks, brokers, custodians or HKSCC Nominees Limited (as the case may be) for the necessary arrangements and the personalised login and access code will be sent to them upon receipt of request through the banks, brokers, custodians or HKSCC Nominees Limited.

In view of the evolving COVID-19 pandemic situation in Hong Kong, the Company may implement further procedures and precautionary measures and change the EGM arrangements at short notice. Shareholders should visit the Company's website at www.towngassmartenergy.com for future announcements and updates on the EGM arrangements.

4. 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.
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. 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 12:30 p.m. on Tuesday, 24 May 2022, or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be).
7. As at the date of this notice, the non-executive Directors are Dr. Lee Ka-kit (Chairman) and Mr. LIU Kai Lap Kenneth, the executive Directors are Mr. Alfred Chan Wing-kin, Mr. Peter Wong Wai-yee (Chief Executive Officer), Mr. John Ho Hon-ming (Company Secretary), 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, Mr. James Kwan Yuk-choi and Dr. Loh Kung Wai Christine.
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.