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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)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of Towngas Smart Energy Company Limited (the “**Company**”) proposes to amend the existing restated memorandum of association of the Company and the existing amended and restated articles of association of the Company (collectively, the “**Existing Memorandum and Articles**”) and to adopt the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”) in order to (i) conform to the core shareholder protection standards set out in Appendix 3 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) allow Board meetings to be held and notice of Board meeting to be given by electronic means; (iii) clarify that general meetings may be held as a hybrid meeting, to allow general meetings to be held in more than one location and to allow general meetings to be held as an electronic meeting where shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to as a physical meeting where Shareholders attend in person; (iv) set out other related powers of the Board and the chairman of the general meeting, including making arrangements for attendance at the meetings as well as ensuring the security and orderly conduct of the meetings; (v) bring the Existing Memorandum and Articles in line with the relevant requirements of the Listing Rules and the applicable laws of the Cayman Islands; and (vi) to make some other housekeeping amendments, including consequential amendments in line with the above amendments to the Existing Memorandum and Articles.

The proposed adoption of the New Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 26 May 2022 (the “**AGM**”). A circular containing, among other things, particulars relating to the changes to the Existing Memorandum and Articles brought about by the adoption of the New Memorandum and Articles together with a notice convening the AGM will be despatched to the Shareholders.

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

Hong Kong, 13 April 2022

As at the date of this announcement, the Board comprises:

Non-Executive Directors:

LEE Ka-kit (*Chairman*)
LIU Kai Lap Kenneth

Independent Non-Executive Directors:

Moses CHENG Mo-chi
Brian David LI Man-bun
James KWAN Yuk-choi
LOH Kung Wai Christine

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 – Gas Business*)
John QIU Jian-hang (*Chief Operating Officer – Renewable Business*)