

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



中裕燃氣控股有限公司

ZHONGYU GAS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 3633)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Zhongyu Gas Holdings Limited (the “**Company**”) will be held at Units 04-06, 28th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 10 December 2021 at 11:00 a.m. for the following purposes:

SPECIAL RESOLUTION

1. “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 “Zhongyu Gas Holdings Limited” to “Zhongyu Energy Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “中裕燃氣控股有限公司” to “中裕能源控股有限公司” (“**Change of Company Name**”) with effect from the date of entry of the new English name and new dual foreign name in Chinese of the Company in place of the existing English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and that any one director or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and the corresponding change in the stock short names for trading of the Shares on The Stock Exchange of Hong Kong Limited, the new logo and website address of the Company, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTION

2. To re-elect Mr. Yiu Chi Shing as an executive director of the Company.

By Order of the Board of
ZHONGYU GAS HOLDINGS LIMITED
Wang Wenliang
Chairman

Hong Kong
17 November 2021

Notes:

1. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 7 December 2021 to Friday, 10 December 2021 (both days inclusive), during which period no transfer of Shares can be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 December 2021.
2. A member entitled to attend and vote at the meeting convened by the above notice (or at any adjournment thereof) is entitled to appoint a proxy to attend and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with a power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the appointed time for the holding the meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy shall not preclude any shareholder of the Company ("**Shareholder(s)**") from attending and voting in person at the meeting convened, if the Shareholder so desires and in such event, the form of proxy shall be deemed to be revoked.
4. In case of joint registered holders of any shares of the Company ("**Shares**"), any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders shall be present at the meeting personally or by proxy, 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 of the Company in respect of the joint holding.
5. In compliance with the directive of the government of Hong Kong Special Administrative Region ("**HKSAR Government**") on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus

disease 2019 (“**COVID-19**”), the Company will implement additional precautionary measures at the EGM in the interests of the health and safety of Shareholders, investors, directors, staff and other participants of the EGM (“**Stakeholders**”) which include without limitation:

- (a) all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the EGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM;
 - (b) there will be compulsory body temperature screening for all persons before entering the EGM venue. Any person with a body temperature of 37.5 degrees Celsius or above will not be allowed to attend the EGM;
 - (c) attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the EGM (“**recent travel history**”); (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the EGM venue or be required to promptly leave the EGM venue;
 - (d) no refreshments or drinks will be served;
 - (e) no souvenirs will be provided to Shareholders attending the EGM venue in person;
 - (f) anyone attending the EGM is reminded to observe good personal hygiene at all times; and
 - (g) appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.
6. In light of the continuing risks posed by the COVID-19, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and encourages Shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.

As at the date of this notice of EGM, the Board comprises of Mr. Wang Wenliang (Chairman), Mr. Yiu Chi Shing (Vice-Chairman), Mr. Lui Siu Keung (Chief Executive Officer), Mr. Lu Zhaocheng, Mr. Li Yan and Mr. Jia Kun as the executive Directors, and Mr. Li Chunyan, Dr. Luo Yongtai and Ms. Liu Yu Jie, as the independent non-executive Directors.