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湖州燃气股份有限公司

Huzhou Gas Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6661)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Huzhou Gas Co., Ltd.* (湖州燃气股份有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the People’s Republic of China (“**PRC**”) on Tuesday, 16 January 2024 at 2:00 p.m. to consider, and if thought fit, pass (with or without amendments or supplements) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve
 - (a) the master supply agreement (“**2024-2026 Natural Gas Framework Agreement**”) dated 27 November 2023 entered into between the Company (for itself and on behalf of its subsidiaries) and 寧波城際能源貿易有限公司 (Ningbo Chengji Energy Trading Company Limited*) (“**Ningbo Intercity**”) (for itself and on behalf of its subsidiaries) in relation to the sale and purchase of piped natural gas and liquefied natural gas in the operating areas where the Group is granted exclusive right to operate in Wuxing and Nanxun for the period from 1 January 2024 to 31 December 2026, in substitution for the existing master supply agreement dated 26 May 2022 (as supplemented by the supplemental agreement dated 14 March 2023) for the period from 1 January 2022 to 31 December 2024;
 - (b) the proposed annual caps (“**New Annual Caps**”) for the three years ending 31 December 2024, 2025 and 2026 for transactions contemplated under the 2024-2026 Natural Gas Framework Agreement; and
 - (c) and any one director (“**Director**”) of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him for the purpose of giving effect to the 2024-2026 Natural Gas Framework Agreement and the New Annual Caps.

2. To consider and approve
- (a) the proposed election of Mr. Wang Peng as a non-executive Director; and
 - (b) any one Director be and is hereby authorised to sign on behalf of the Company a director’s service contract with Mr. Wang Peng.

SPECIAL RESOLUTION

3. To consider and approve
- (a) the proposed amendments (“**Proposed Amendments**”) to the articles of association (“**Articles of Association**”) of the Company, the details of which are set forth in Appendix II to the circular of the Company dated 28 December 2023;
 - (b) the proposed adoption of the amended and restated articles of association (“**New Articles of Association**”) of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, which consolidates all the Proposed Amendments, in substitution for and to the exclusion of the Articles of Association with immediate effect after the close of the meeting; and
 - (c) any one Director, secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the PRC and Hong Kong.

Yours faithfully,
For and on behalf of the Board
Huzhou Gas Co., Ltd.*
Wang Hua
Chairman

Huzhou City, Zhejiang Province, the PRC, 28 December 2023

* *For identification purpose only*

Notes:

1. In order to be eligible to attend and vote at the EGM, H Shareholders whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 11 January 2024 (Hong Kong time). Shareholders whose names appear on the Company's register of members at 4:30 p.m. on Thursday, 11 January 2024 are entitled to attend and vote at the EGM.
2. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll.
3. A form of proxy for use at the EGM is enclosed herewith. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised executive officer(s) or duly authorised attorney(ies). If that instrument is signed by an attorney of a shareholder, the power of attorney or other document authorising that attorney to sign must be notarised.
4. In order to be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Company's registered office in the PRC (for Domestic Shareholders) or at the Company's H share registrar, Tricor Investor Services Limited (for H Shareholders) not less than 24 hours before the time fixed for the meeting (i.e. not later than 2:00 p.m. on Monday, 15 January 2024 (Hong Kong time)).
5. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the form of proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the EGM.
6. The address and contact details of the Company's H share registrar, Tricor Investor Services Limited, are as follows:

As to the transfer documents:
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

As to the form of proxy:
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Telephone No.: (+852) 2980 1333
Facsimile No.: (+852) 2810 8185
7. The address of the Company's registered office in the PRC and the contact details of the regular contact person for the EGM are as follows:

227 Sizhong Road, Huzhou, Zhejiang Province, the PRC
Telephone No.: (+86) 0572-2716820
Facsimile No.: (+86) 0572-2716815
Name: Tang Chunhui
8. In accordance with the Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, and this notice, when served on such person, shall be deemed to have been given to all joint holders of such share.
9. The EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

10. Shareholders or their proxies shall produce their identification documents for inspection when attending the EGM.
11. All resolution(s) at the meeting will be taken by poll pursuant to the Listing Rules. The chairman of the Board of Directors may demand poll for voting pursuant to the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.hzrqgf.com/>) in accordance with the Listing Rules.

As at the date of this notice, the Board comprises Mr. Wang Hua, Ms. Su Li and Mr. Pan Haiming as executive Directors; Mr. Liu Jianfeng and Ms. Wu Zhanghuan as non-executive Directors; and Mr. Chang Li Hsien Leslie, Dr. Lau Suet Chiu Frederic and Mr. Zhou Xinfu as independent non-executive Directors.