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If you have sold or transferred all of your shares in Huzhou Gas Co., Ltd.* (湖州燃气股份有限公司), 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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Huzhou Gas Co., Ltd.*
湖州燃气股份有限公司

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

(Stock Code: 6661)

**PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS,
PROPOSED ELECTION AND RE-ELECTION OF SHAREHOLDER
REPRESENTATIVE SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC at 10:00 a.m. on Thursday, 25 April 2024 is set out on pages 21 to 24 of this circular.

A form of proxy for use at the EGM is published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hzrqgf.com>). Shareholders who intend to appoint a proxy to attend the EGM shall complete and sign the form of proxy and return it not less than 24 hours before the time fixed for holding the EGM (i.e. at or before 10:00 a.m. on Wednesday, 24 April 2024 (Hong Kong time)) or any adjournment thereof (as the case may be) in accordance with the instructions printed thereon. Completion, signing and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be), in which case all forms of proxy previously returned will be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Chairman”	the chairman of the Board of Directors
“City Group”	Huzhou City Investment and Development Group Co., Ltd.* (湖州市城市投資發展集團有限公司), a state-owned enterprise established under the laws of the PRC on 27 February 1993 and is directly wholly-owned by Huzhou Municipal People’s Government State-owned Assets Supervision and Administration Commission* (湖州市人民政府國有資產監督管理委員會), a controlling shareholder of the Company as at the Latest Practicable Date
“Company”	Huzhou Gas Co., Ltd.* (湖州燃氣股份有限公司), a joint stock company incorporated in the PRC with limited liability, the issued H Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and currently not listed or traded on any stock exchange

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC at 10:00 a.m. on Thursday, 25 April 2024, the notice of which is set out on pages 21 to 24 of this circular, for the purpose of considering and, if thought fit, approving the proposed election or (as the case may be) re-election and remuneration of the members of the second session of the Board of Directors and the second session of the Board of Supervisors, and any adjournment thereof
“ENN Energy”	ENN Energy Holdings Limited, an exempted company incorporated in the Cayman Islands on 20 July 2000 with limited liability which is listed on the Main Board of the Stock Exchange (stock code: 2688) and a controlling shareholder of the Company as at the Latest Practicable Date
“First Session of the Board of Directors”	the first session of the Board of Directors established pursuant to the resolution passed by the Shareholders on 1 April 2021 which shall hold office for a term of three years until 31 March 2024, comprising, as at the Latest Practicable Date, Mr. Wang Hua (汪驊), Ms. Su Li (蘇莉), Mr. Pan Haiming (潘海明), Mr. Liu Jianfeng (劉建鋒), Mr. Wang Peng (王鵬), Mr. Chang Li Hsien Leslie (張立憲), Dr. Lau Suet Chiu Frederic (劉雪樵) and Mr. Zhou Xinfu (周鑫發)
“First Session of the Board of Supervisors”	the first session of the Board of Supervisors established pursuant to the resolutions passed by the Shareholders and the employee representatives of the Company on 1 April 2021 which shall hold office for a term of three years until 31 March 2024, comprising, as at the Latest Practicable Date, Mr. Xu Guoxin (徐國新) as the employee representative Supervisor and Ms. Liu Fei (柳斐) and Mr. Cai Rui (蔡銳) as the Shareholder representative Supervisors
“Group”	collectively, the Company and its subsidiaries from time to time
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars

DEFINITIONS

“H Shareholder(s)”	the holder(s) of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining the information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the First Session of the Board of Directors
“PRC”	the People’s Republic of China, which, for the purpose of this circular, shall exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of RMB1.00 each in the capital of the Company, comprising Domestic Shares and H Shares
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company

LETTER FROM THE BOARD



Huzhou Gas Co., Ltd.*
湖州燃气股份有限公司

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

(Stock Code: 6661)

Executive Directors:

Mr. Wang Hua (*Chairman*)

Ms. Su Li

Mr. Pan Haiming

Non-executive Directors:

Mr. Liu Jianfeng

Mr. Wang Peng

Independent non-executive Directors:

Mr. Chang Li Hsien Leslie

Dr. Lau Suet Chiu Frederic

Mr. Zhou Xinfu

*Registered office and
headquarter in the PRC:*

227 Sizhong Road

Huzhou

Zhejiang Province

PRC

*Principal place of
business in Hong Kong:*

5/F, Manulife Place

348 Kwun Tong Road

Kowloon, Hong Kong

9 April 2024

To the Shareholders

Dear Sir or Madam

**PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS,
PROPOSED ELECTION AND RE-ELECTION OF
SHAREHOLDER REPRESENTATIVE SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 28 March 2024 in relation to the proposed election and re-election of Directors and the proposed election and re-election of the Shareholder representative Supervisors. The purpose of this circular is to provide you with further details of the foregoing matters and a notice convening the EGM.

* *For identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS

The term of office of the First Session of the Board of Directors has expired on 31 March 2024. Pursuant to Article 112 of the Articles of Association, Directors shall be elected at the Shareholders' general meetings and upon the expiration of their term of office, Directors shall be eligible to offer themselves for re-election and re-appointment. Therefore, the Nomination Committee and the Board of Directors have resolved to nominate Mr. Wang Hua (汪驊), Mr. Yang Fan (楊帆) and Ms. Sun Xiaohui (孫曉慧) as candidates for the positions of executive Directors of the second session of the Board of Directors, Mr. Liu Jianfeng (劉建鋒) and Mr. Wang Peng (王鵬) as candidates for the positions of non-executive Directors of the second session of the Board of Directors, and Mr. Chang Li Hsien Leslie (張立憲), Dr. Lau Suet Chiu Frederic (劉雪樵) and Mr. Zhou Xinfu (周鑫發) as candidates for the positions of independent non-executive Directors of the second session of the Board of Directors.

Each of Ms. Su and Mr. Pan has confirmed that they have no disagreement with the Board of Directors and that there is no other matter in relation to their resignation that needs to be brought to the attention of the Shareholders. The Board of Directors would like to take this opportunity to express its gratitude to Ms. Su and Mr. Pan for their valuable contributions to the Company during their tenure of service as executive Directors.

The nominated candidates, except for Mr. Yang and Ms. Sun, are members of the First Session of the Board of Directors. As disclosed in the announcement of the Company dated 28 March 2024, Ms. Su Li (蘇莉) and Mr. Pan Haiming (潘海明), each an executive Director of the First Session of the Board of Directors, have tendered their resignations as executive Directors with effect from conclusion of the EGM due to adjustments to their other work arrangements. Mr. Yang and Ms. Sun have been nominated by the Nomination Committee and the Board of Directors to fill the vacancies arising as a result of the resignations of Ms. Su and Mr. Pan. Subject to election (in respect of Mr. Yang and Ms. Sun only) or re-election (in respect of the other candidates) by the Shareholders at the EGM, the nominated candidates shall each hold directorship as a member of the second session of the Board of Directors.

The Nomination Committee has reviewed the structure, size and composition of the Board of Directors, the qualifications, skills, experience, time commitment and contribution of each of the nominated candidates and the independence of Mr. Chang, Dr. Lau and Mr. Zhou as independent non-executive Directors with reference to the nomination principles and criteria set out in the diversity policy of the Board of Directors and the nomination policy for Directors and the Company's corporate strategy. Following the criteria set out in the nomination policy for Directors and the measurable objectives set out in the diversity policy of the Board of Directors, the Nomination Committee has assessed and is satisfied with the respective suitability of the nominated candidates for holding or continuous holding of directorship in the Company and recommended that the Board of Directors proposes resolutions at the EGM for the Shareholders to elect or (as the case may be) re-elect the nominated candidates as Directors.

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In particular, in relation to the proposed independent non-executive Directors of the second session of the Board of Directors, it is noted that Mr. Chang possesses appropriate professional qualification in the accounting and financial management and has extensive experience in company operations, investment management, finance and professional accounting, Dr. Lau has extensive experience in financial regulation and management, and Mr. Zhou has extensive experience in energy research and engineering. In view of the foregoing, the Board of Directors believes that Mr. Chang, Dr. Lau and Mr. Zhou, by continuing to serve as independent non-executive Directors, remain capable of bringing valuable contributions (in terms of business knowledge, experience and professionalism) to the Board of Directors to ensure its efficient and effective functioning and diversity. Each of Mr. Chang, Dr. Lau and Mr. Zhou has confirmed his independence with reference to the independence guidelines set out in Rule 3.13 of the Listing Rules. On this basis, the Board of Directors considers Mr. Chang, Dr. Lau and Mr. Zhou to be independent and has proposed their re-appointments as independent non-executive Directors.

A separate ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the election or (as the case may be) re-election of each of the nominated candidates as a Director of the second session of the Board of Directors. Subject to approval by the Shareholders at the EGM, the appointments shall take effect immediately after conclusion of the EGM. In accordance with Article 112 of the Articles of Association, the term of office of the Directors shall be three years commencing on the date on which the ordinary resolutions approving the election or (as the case may be) re-election of the Directors are passed by the Shareholders. Accordingly, each member of the second session of the Board of Directors shall hold office from conclusion of the EGM until expiration of the term of office of the second session of the Board of Directors, i.e. the three-year period commencing on the date of the EGM and ending on 24 April 2027. Upon election or (as the case may be) re-election of the Directors by the Shareholders at the EGM, the Company will enter into a service agreement with each of the members of the second session of the Board of Directors, subject to approval of their remuneration by the Shareholders at the EGM.

In accordance with Article 112 of the Articles of Association, after expiration of their term of office, members of the First Session of the Board of Directors shall continue to perform duties as Directors pursuant to the requirements under the laws, administrative regulations, departmental rules and Articles of Association until the election and re-election of the nominated candidates have been approved by the Shareholders at the EGM and the second session of the Board of Directors assumes office.

The biographical details of the candidates for the election or (as the case may be) re-election of Directors are set out in the Appendix to this circular.

3. PROPOSED ELECTION AND RE-ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

The term of office of the First Session of the Board of Supervisors has expired on 31 March 2024. Pursuant to Article 165 of the Articles of Association, Shareholder representative Supervisors shall be elected at the Shareholders' general meetings. Pursuant to Article 161 of the Articles of Association, upon expiration of their term of

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office, Supervisors shall be eligible to offer themselves for re-election and re-appointment. Therefore, the Board of Supervisors has resolved to nominate Ms. Xing Yan (邢燕) and Mr. Cai Rui (蔡銳) as candidates for the positions of Shareholder representative Supervisors of the second session of the Board of Supervisors.

Mr. Cai is a Shareholder representative Supervisor of the First Session of the Board of Supervisors. As disclosed in the announcement of the Company dated 28 March 2024, Ms. Liu Fei (柳斐), a Shareholder representative Supervisor of the First Session of the Board of Supervisors, has tendered her resignation as a Shareholder representative Supervisor with effect from conclusion of the EGM due to adjustments to her other work arrangements. Ms. Xing has been nominated by the Board of Supervisors to fill the vacancy arising as a result of the resignations of Ms. Liu. A separate ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the election of Ms. Xing and re-election of Mr. Cai as a Shareholder representative Supervisor of the second session of the Board of Supervisors respectively. Subject to approval by the Shareholders at the EGM, the appointments shall take effect immediately after conclusion of the EGM.

Ms. Liu has confirmed that she has no disagreement with the Company, the Board of Directors or the Board of Supervisors and that there is no other matter in relation to her resignation that needs to be brought to the attention of the Shareholders. The Board of Directors and the Board of Supervisors would like to take this opportunity to express their gratitude to Ms. Liu for her valuable contributions to the Company during her tenure of service as a Shareholder representative Supervisor.

Pursuant to Article 165 of the Articles of Association, the employee representative Supervisor of the Board of Supervisors shall be elected through democratic election by the employees of the Company. Under Article 161 of the Articles of Association, upon expiration of their term of office, Supervisors shall be eligible to offer themselves for re-election and re-appointment. Mr. Xu Guoxin (徐國新), the employee representative Supervisor of the First Session of the Board of Supervisors, has been nominated as the candidate for the position of employee representative Supervisor of the second session of the Board of Supervisors. Following the re-election by the employee representatives at the employee representatives' meeting (職工代表大會) of the Company held on 29 February 2024 (the "**Employee Representatives' Meeting**"), the appointment of Mr. Xu as an employee representative Supervisor of the second session of the Board of Supervisors shall take effect immediately after conclusion of the Employee Representatives' Meeting.

In accordance with Article 161 of the Articles of Association, the term of office of the Supervisors shall be three years commencing on the date on which the ordinary resolutions approving the election or (as the case may be) re-election of the Shareholder representative Supervisors are passed by the Shareholders and the re-election of the employee representative Supervisor is approved by the employee representatives of the Company. Accordingly, each member of the second session of the Board of Supervisors shall hold office from conclusion of the EGM or (as the case may be) the Employee Representatives' Meeting until expiration of the term of office of the second session of the Board of Supervisors, i.e. the three-year period commencing on the date of the EGM and the Employee Representatives' Meeting and ending on 24 April 2027. Upon election or (as

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the case may be) re-election of the Supervisors by the Shareholders or (as the case may be) the employee representatives of the Company, the Company will enter into a service agreement with each of the Supervisors, subject to approval of their remuneration by the Shareholders at the EGM or (as the case may be) by the employee representatives at the Employee Representatives' Meeting.

In accordance with Article 161 of the Articles of Association, after expiration of their term of office, members of the First Session of the Board of Supervisors shall continue to perform duties as Supervisors pursuant to the requirements under the laws, administrative regulations and Articles of Association until the election and re-election of the nominated candidates have been approved by the Shareholders at the EGM or (as the case may be) by the employee representatives at the Employee Representatives' Meeting and the second session of the Board of Supervisors assumes office.

The biographical details of the candidates for the election or (as the case may be) re-election of Shareholder representative Supervisors are set out in the Appendix to this circular.

4. REMUNERATION OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS

Resolutions will be proposed at the EGM for the Shareholders to approve the remuneration of the Directors of the second session of the Board of Directors and the Shareholder representative Supervisors of the second session of the Board of Supervisors under the service agreements the Company will enter into with them, subject to approval of their respective election or (as the case may be) re-election by the Shareholders at the EGM.

Under the draft service agreements, Mr. Chang Li Hsien Leslie (張立憲), Dr. Lau Suet Chiu Frederic (劉雪樵) and Mr. Zhou Xinfu (周鑫發) are entitled to a fixed annual Director's fee of HK\$180,000, HK\$180,000 and RMB100,000 (tax inclusive) respectively during their term of office as independent non-executive Directors of the second session of the Board of Directors, and none of the other Directors and the Shareholder representative Supervisors will be entitled to any Director's fee or Supervisor's fee for his/her service as an executive Director, non-executive Director or Shareholder representative Supervisor of the second session of the Board of Directors or the second session of the Board of Supervisors. However, each of the executive Directors and Shareholder representative Supervisors may be granted a discretionary bonus for each financial year during his/her term of office in such a sum as the Company may at its absolute discretion determine following review by and on recommendation of the remuneration committee of the Board of Directors based on the actual financial performance of the Company for that financial year, provided that the total amount of bonuses payable by the Company to all Directors and Supervisors during any financial year shall not exceed 10% of the audited consolidated net profit (after taxation, minority interests and payment of such bonuses but without accounting for any extraordinary item) of the Company for that financial year. In addition, each Director and Shareholder representative Supervisor will be reimbursed for all reasonable out-of-pocket expenses properly incurred by him/her in discharging his/her duties.

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5. EGM AND PROXY ARRANGEMENT

A notice of the EGM to be held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC at 10:00 a.m. on Thursday, 25 April 2024, is set out on pages 21 to 24 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in accordance with Rule 13.39(5) of the Listing Rules after the conclusion of the EGM.

To the best of the knowledge, information and belief of the Directors, none of the Shareholders is required to abstain from voting on the resolution to be proposed at the EGM.

Voting Arrangements for Sub-resolutions 1.1 to 1.5, Sub-resolutions 2.1 to 2.3 and Sub-resolutions 3.1 to 3.2

Pursuant to Article 97 of the Articles of Association, in relation to the resolutions to be considered at the EGM in respect of (1) sub-resolutions 1.1 to 1.5 of the resolution to elect or re-elect the Directors (other than independent non-executive Directors) of the second session of the Board of Directors; (2) sub-resolutions 2.1 to 2.3 of the resolution to re-elect the independent non-executive Directors of the second session of the Board of Directors; and (3) sub-resolutions 3.1 to 3.2 of the resolution to elect or re-elect the Shareholder representative Supervisors of the second session of the Board of Supervisors, the cumulative voting system will be adopted respectively. Under such a system, every Shareholder shall, for every Share held by him/it, have such number of votes as is equal to the number of Directors or Shareholder representative Supervisors proposed to be elected or re-elected, and the Shareholders can concentrate their votes on particular resolution(s).

By way of illustration, in relation to sub-resolutions 1.1 to 1.5 set forth in the notice of the EGM, a Shareholder will have such number of votes as is equal to the number of Directors proposed to be elected or re-elected for every Share held. For example, if a Shareholder holds 1 million Shares, given that there are five Directors proposed to be elected or re-elected under such sub-resolutions, the aggregate number of votes the Shareholder can cast on sub-resolutions 1.1 to 1.5 is 5 million (i.e. 1 million Shares x 5 votes/Share = 5 million votes). The Shareholder may cast his/its 5 million votes in accordance with the following rules:

- (a) the Shareholder may cast all his/its votes on one sub-resolution, or divide his/its votes among one or more of the sub-resolutions in any proportion. For example, the Shareholder may choose to (i) cast his/its 5 million votes equally on the five sub-resolutions, i.e. 1 million votes on each of sub-resolutions 1.1 to 1.5; (ii) cast his/its 5 million votes on one

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sub-resolution; or (iii) cast 0.5 million votes on sub-resolution 1.1, 1 million votes on sub-resolution 1.2, 1.5 million votes on sub-resolution 1.3, 1.5 million votes on sub-resolution 1.4 and 0.5 million votes on sub-resolution 1.5;

- (b) the total number of votes the Shareholder casts on the five sub-resolutions shall not exceed the aggregate number of votes to which he/it is entitled. When the total number of votes have been used up after voting on one or more sub-resolution(s), the Shareholder will not be entitled to cast any vote on any of the remaining sub-resolutions. If the total number of votes cast on one or more sub-resolution(s) exceeds the total number of votes to which the Shareholder is entitled, all the votes cast by the Shareholder shall be deemed invalid. If the aggregate number of votes cast on the sub-resolutions is less than the total number of votes to which the Shareholder is entitled, such voting shall be valid and the uncast votes shall be regarded as abstained votes; and
- (c) the options of “For”, “Against” and “Abstain” will not be available for sub-resolutions 1.1 to 1.5. If the Shareholder wishes to vote in favour of a candidate, he/it should vote on the corresponding sub-resolution and clearly state the number of votes he/it wishes to cast for that sub-resolution in the column under the heading of “NUMBER OF VOTES” in the form of proxy or the ballot paper. All forms of proxy and ballot papers that are not completed in full compliance with the provisions set forth therein or herein shall be deemed invalid and the Shareholder(s) concerned shall be deemed to have abstained from voting.

The above voting rules shall also apply to sub-resolutions 2.1 to 2.3 and sub-resolutions 3.1 to 3.2 *mutatis mutandis*, as if the references to sub-resolutions 1.1 to 1.5 were references to sub-resolutions 2.1 to 2.3 or sub-resolutions 3.1 to 3.2.

Where the total number of votes cast on a sub-resolution is more than half of the total number of Shares held by all Shareholders attending the EGM, the sub-resolution will be deemed to be passed and the corresponding candidate elected or (as the case may be) re-elected under that sub-resolution. Where the number of elected Directors or Shareholder representative Supervisors is less than the number of Directors or Shareholder representative Supervisors proposed to be elected or re-elected, a second round of voting will be conducted in respect of those proposed Directors or Shareholder representative Supervisors that are not yet elected or re-elected. The cumulative voting system will be adopted for the second round of voting, where each Shareholder will have such number of votes as is equal to the remaining number of Directors or Shareholder representative Supervisors proposed to be elected or re-elected.

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Voting Arrangements for Resolutions 4 to 6

The cumulative voting system will not be adopted in respect of resolutions 4 to 6. Accordingly, for each of these resolutions, a Shareholder will have the options to vote for or against or abstain from voting on the resolution by indicating clearly his/its intention in the form of proxy or the ballot paper.

Eligibility to Attend and Vote at the EGM

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 Monday, 22 April 2024 (Hong Kong time). Shareholders whose names appear on the Company's register of members at 4:30 p.m. on Monday, 22 April 2024 are entitled to attend and vote at the EGM.

Proxy Arrangements

A form of proxy for use at the EGM is published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hzrqgf.com>). If you intend to appoint a proxy to attend the EGM, you are requested to complete and sign the form of proxy and return it not less than 24 hours before the time fixed for holding the EGM (i.e. at or before 10:00 a.m. on Wednesday, 24 April 2024 (Hong Kong time)) or any adjournment thereof (as the case may be) in accordance with the instructions printed thereon. Completion, signing and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be), in which case all forms of proxy previously returned will be deemed to be revoked.

6. RECOMMENDATIONS

The Board of Directors consider that the election or (as the case may be) re-election of the Directors and the Shareholder representative Supervisors and their remuneration arrangements are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board of Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

7. 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 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.

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8. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation in case of any inconsistency.

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

* *For identification purpose only*

EXECUTIVE DIRECTORS

Mr. Wang Hua (汪驊), aged 47, is an executive Director and the Chairman who is responsible for the overall day-to-day management of the business operation of the Group. Mr. Wang joined the Company in January 2020 as the chief financial officer. Mr. Wang was appointed a Director, the Chairman and the legal representative of the Company on 21 April 2021 and was re-designated as an executive Director on 9 June 2021. Mr. Wang is also the chairman of the board and the legal representative of Huzhou Xinao Gas Development Company Limited* (湖州新奧燃氣發展有限公司) and Huzhou Zhongshihua Xinao Natural Gas Co., Ltd.* (湖州中石化新奧天然氣有限公司).

Mr. Wang has extensive experience in financial management. From December 1999 to May 2003, Mr. Wang served as a staff member of Huzhou Finance Bureau* (湖州市財政局). From May 2003 to March 2011, Mr. Wang successively served as a staff member and the deputy head of the integrated department of Huzhou Local Taxation Inspection Bureau* (湖州市地稅稽查局). From March 2011 to June 2013, Mr. Wang served as a deputy chief of the asset management department of Huzhou Finance Bureau* (湖州市財政局). From June 2013 to June 2014, Mr. Wang served as the vice-chairman of Huzhou Wuxing District Finance Bureau* (湖州市吳興區財政局). From June 2014 to January 2019, Mr. Wang served as the chairman of the finance department of Huzhou Economic and Technological Development Zone Management Committee* (湖州經濟技術開發區管委會). From January 2019 to May 2019, Mr. Wang served as a principal staff member of Huzhou Economic Development Zone Management Committee* (湖州經濟開發區管理委員會). From September 2019 to January 2020, Mr. Wang was a deputy sales general manager of the sales department of Huzhou Zhicheng Road Branch of DFZQ* (東方證券股份有限公司湖州志成路支行), a securities branch principally engaged in securities brokerage.

Mr. Wang graduated from Zhejiang Institute of Finance and Economics* (浙江財經學院) (currently known as Zhejiang University of Finance & Economics* (浙江財經大學)) in the PRC with a professional certificate in taxation in July 1999. He has been a senior economist in the PRC since 2021.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Mr. Yang Fan (楊帆), aged 42, has extensive experience in corporate governance, finance and financial management. Since July 2004, he held positions at ENN Energy, such as accountant, financial manager, procurement director and general manager. He is currently the chief financial officer of ENN Energy.

Mr. Yang graduated from Jiangxi University of Finance and Economics* (江西財經大學) in 2004. He then obtained a master's degree in accounting management from Renmin University of China* (中國人民大學) in 2009.

As at the Latest Practicable Date, save as disclosed above, Mr. Yang (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Ms. Sun Xiaohui (孫曉慧), aged 48, has extensive experience in financial management. From December 1995 to March 1996, Ms. Sun worked as an accountant in Huzhou Architectural Design Research Institute* (湖州市建築設計研究院). From March 1996 to December 2002, Ms. Sun served as an accounting personnel in Huzhou Construction Industry Management Office* (湖州建築業管理處) of the Huzhou Municipal People's Government. From January 2003 to May 2013, Ms. Sun worked successively as accountant and deputy manager of the finance department of Huzhou Urban Construction Investment Group Company Limited* (湖州市城建投資集團有限公司) ("**Huzhou Urban Construction**"), a wholly-owned subsidiary of City Group, the controlling shareholder of the Company, primarily engaged in infrastructure investment in Huzhou. From May 2013 to November 2016, Ms. Sun served as a manager of the financing department of Huzhou Urban Construction Development Centre* (湖州市城市建設發展中心). From November 2016 to September 2017, Ms. Sun returned to Huzhou Urban Construction and served as a deputy general manager. From September 2017 to April 2021, Ms. Sun successively served as deputy chief of the safety and security office and deputy general manager of the planning and finance department of City Group. Ms. Sun joined the Company in April 2021 and has since served as the financial controller of the Company who is responsible for the overall financial and investments management of the Group.

Ms. Sun graduated from Hangzhou Institute of Commerce* (杭州商學院) (currently known as Zhejiang Gongshang University* (浙江工商大學)) in the PRC with a professional certificate in financial accounting in July 1995 and from Zhejiang Gongshang University with a master's degree in project management in October 2013. She has been a senior accountant since April 2010.

As at the Latest Practicable Date, save as disclosed above, Ms. Sun (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

NON-EXECUTIVE DIRECTORS

Mr. Liu Jianfeng (劉建鋒), aged 47, is a non-executive Director. Mr. Liu was appointed as a non-executive Director on 6 February 2023, and is currently also the vice Chairman.

Mr. Liu successively received a Bachelor's degree in Economics from the Central University of Finance and Economics* (中央財經大學) and a Master's degree in Law from the China University of Political Science and Law* (中國政法大學) for the period from 1995 to 2003 and a Master of Business Administration and a Master of Laws from Boston College in the United States of America from 2012 to 2014. He is currently a member of the CPA Australia. Prior to joining the Group, he held key financial management positions in several companies in the energy industry, and participated in and completed a number of large-scale multinational M&A transactions. He also served in domestic leading law firms, and has the qualification of PRC lawyer and corporate legal consultant. He has over 20 years of experience in enterprise operation, financial management, domestic and international investment, and M&A. He has worked at ENN Energy since September 2018 till now, and currently is an executive director and the president of ENN Energy.

As at the Latest Practicable Date, save as disclosed above, Mr. Liu (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Mr. Wang Peng (王鵬), aged 49, is a non-executive Director. Mr. Wang was appointed as a non-executive Director on 16 January 2024. Mr. Wang has extensive experience in engineering management. From August 1996 to May 1998, Mr. Wang served as an officer at Huzhou Municipal Engineering Corporation* (湖州市市政工程總公司). From May 1998 to April 2013, he held positions at Huzhou City Construction Development Corporation* (湖州市城市建設發展總公司), including technician, deputy manager and manager of the engineering department, as well as deputy general manager. From April 2013 to January 2014, he served as the deputy director of Huzhou City Construction Development Centre* (湖州市城市建設發展中心). From December 2010 to January 2014, he also served as the head of the construction and industry team of Keping County Headquarters of Huzhou City's counterpart support to Aksu Prefecture, Xinjiang* (湖州市對口支援新疆阿克蘇地區柯坪縣指揮部). From January 2014 to August 2014, Mr. Wang served as the full-time deputy secretary of the party committee of Huzhou Housing and Urban-Rural Construction Bureau* (湖州市住房與城鄉建設局機關黨委). From August 2014 to June 2016, Mr. Wang served as the general manager of Huzhou City Construction Investment Group* (湖州市城市建設投資集團公司). Since June 2016, Mr. Wang has been serving as the deputy general manager of Huzhou City Investment Development Group Co., Ltd.* (湖州市城市投資發展集團有限公司).

Mr. Wang graduated from Zhejiang University of Technology* (浙江工業大學) with a bachelor's degree in Civil Engineering in December 2007. He has been a senior engineer since December 2008.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chang Li Hsien Leslie (張立憲), aged 69, is an independent non-executive Director. Mr. Chang was appointed as an independent non-executive Director on 11 May 2021.

Mr. Chang has extensive experience in company operations, investment management, finance and professional accounting. From May 1984 to August 1994, Mr. Chang worked at the United States offices of KPMG (formerly known as KPMG Peat Marwick), where his last position was partner and director of Chinese Practice. Mr. Chang joined CITIC Pacific Limited (currently known as CITIC Limited) (stock code: 267) in August 1994. He was an executive director, deputy managing director and finance director when he resigned in October 2008, where he had overall responsibilities in accounting and financial management functions of the CITIC Pacific Group and engaged in management of several businesses of the group. From November 2006 to October 2008, Mr. Chang was an alternate director of the board of Cathay Pacific Airways Limited (stock code: 293). Mr. Chang had a temporary career break between October 2008 and March 2010. In April 2010, Mr. Chang was invited to serve as the managing director and chief financial officer of HKC (Holdings) Limited, the shares of which were listed on the Stock Exchange prior to its privatisation and withdrawal of listing in June 2021 (stock code: 190). Later from September 2010 to December 2013, Mr. Chang was appointed as an executive director and the group chief executive officer. He was responsible for the management and operations of the group. During the same period, Mr. Chang was also the vice-chairman of the board and executive director of HKC (Holdings) Limited's subsidiary listed on the Stock Exchange, China Renewable Energy Investment Limited (stock code: 987). From March 2011 to October 2014, Mr. Chang served as an independent non-executive director of Pou Sheng International (Holdings) Limited listed on the Stock Exchange (stock code: 3813), where he also served as a member of the audit committee of the board.

Since March 2014, Mr. Chang has served as a senior advisor of CITIC Capital (Holdings) Limited. Since September 2020, Mr. Chang has served as an independent director of Canadian Solar Inc., which was listed on NASDAQ in the United States (stock code: CSIQ), meanwhile serving as a non-executive director of its PRC subsidiary, namely CSI Solar Co., Ltd.* (阿特斯陽光電力集團股份有限公司). This company was listed on the Science and Technology Innovation Board of Shanghai Stock Exchange (stock code: 688472) in July 2023.

Mr. Chang graduated from George Mason University in the United States with a bachelor's degree of business administration (major in accountancy) in May 1984. He became a member of the American Institute of Certified Public Accountants in December 1988, the Hong Kong Institute of Certified Public Accountants in February 1989 and the New York State Society of Certified Public Accountants in February 1990, and became a Chartered Global Management Accountant in July 2012.

As at the Latest Practicable Date, save as disclosed above, Mr. Chang (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Dr. Lau Suet Chiu Frederic (劉雪樵), aged 72, is an independent non-executive Director. Dr. Lau was appointed as an independent non-executive Director on 11 May 2021. Dr. Lau has extensive experience in financial regulation and management. From 1994 to 2004, Dr. Lau served in the Hong Kong Monetary Authority successively as a senior manager responsible for derivatives matters, the head of Banking Policy Division, the chief representative in New York and the director of the Banking Supervision Division. From 2005 to 2011, Dr. Lau was an executive director of Dah Sing Bank, where he was responsible for risk management functions of the bank. From March 2007 to January 2011, Dr. Lau served as an executive director of Dah Sing Banking Group Limited, a banking company listed on the Stock Exchange (stock code: 2356), and later served as a non-executive director between January 2011 and May 2011. From May 2011 to January 2014, Dr. Lau was an independent director of Shenzhen Development Bank Co., Ltd.* (深圳發展銀行股份有限公司) (subsequently renamed as Ping An Bank Co., Ltd.* (平安銀行股份有限公司)), a commercial bank. Since October 2017, Dr. Lau has served as a member of the global advisor committee, and subsequently the vice chairman of AMTD Group Company Limited, the holding company of AMTD International Inc. ("AMTD"), a Hong Kong financial services group listed on the New York Stock Exchange (stock code: HKIB), chairman of the executive committee of AMTD Group Company Limited and the president and a director of AMTD Digital Inc., a company listed on the New York Stock Exchange on 15 July 2022 (stock code: HKD), a subsidiary of AMTD. Dr. Lau resigned from all the executive and non-executive positions at AMTD Digital Inc. and AMTD Group Company Limited on 30 September 2022. From May 2019 to October 2020, Dr. Lau served

as the chief executive officer of Airstar Bank Limited, a Hong Kong virtual bank of which AMTD is a shareholder, and was a director of the bank. Dr. Lau resigned the position as a director of Airstar Bank Limited on 10 February 2023.

Dr. Lau graduated from the University of South Australia in Australia with a doctor of philosophy in Business and Management (Economics) in June 2004.

As at the Latest Practicable Date, save as disclosed above, Dr. Lau (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Mr. Zhou Xinfu (周鑫發), aged 68, is an independent non-executive Director. Mr. Zhou was appointed as an independent non-executive Director on 11 May 2021. Mr. Zhou has extensive experience in energy research and engineering. For example, he was appointed as the director of provincial key laboratory at Zhejiang Energy and Nuclear Technology Application Research Institute* (浙江省能源與核技術應用研究院), which is principally engaged in research and development of new energy and nuclear technology, in August 2013. Mr. Zhou has served as an independent director in Hengsheng Energy Co., Ltd.* (恒盛能源股份有限公司), a Chinese energy company listed on the National Equities Exchange and Quotations (stock code: 872062), an independent director in Solax Power Network Technology (Zhejiang) Co., Ltd.* (浙江艾羅網絡能源技術股份有限公司), a PRC network energy technology company listed on the Shanghai Stock Exchange in January 2024 (stock code: 688717), and an independent non-executive director in JiaXing Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司), a gas company based in Jiaying City, Zhejiang Province listed on the Stock Exchange (stock code: 9908) since July 2019, December 2020 and June 2021, respectively.

Mr. Zhou graduated from Zhejiang University* (浙江大學) in the PRC with a master's degree in engineering in January 1992. He has been conferred the qualification of professor-level senior engineer in December 2006 by the Department of Personnel of Zhejiang Province* (浙江省人事廳).

As at the Latest Practicable Date, save as disclosed above, Mr. Zhou (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

SHAREHOLDER REPRESENTATIVE SUPERVISORS

Ms. Xing Yan (邢燕), aged 47, has extensive experience in management. From June 2011 to February 2012, Ms. Xing served as the deputy general manager of the investment management department in Panjialang of Huzhou City Construction Investment Group* (湖州市城市建設投資集團公司). From February 2012 to January 2019, she held positions at Huzhou City Investment Asset Management Company Limited* (湖州市城投資產管理有限公司) (formerly known as Aishan Plaza Construction Investment Co., Ltd.* (愛山廣場建設投資有限公司)), a wholly-owned subsidiary of City Group principally engaged in asset management, including deputy general manager of the property management centre, deputy general manager of the general management department, general manager of the property management centre, manager of the general department, manager of the neighbourhood department and assistant to the general manager. From January 2019 to June 2023, Ms. Xing served as the deputy general manager of the asset management department of Huzhou City Investment Development Group Co., Ltd.* (湖州市城市投資發展集團有限公司). Since June 2023, she has been serving as the executive deputy general manager of the business management department (asset management department) of Huzhou City Investment Development Group Co., Ltd.* (湖州市城市投資發展集團有限公司).

Ms. Xing obtained a diploma in Chinese language and literature education from the Department of Chinese of Anhui Normal University* (安徽師範大學) in July 1995. She then graduated from Dalian University of Technology* (大連理工大學) with a top-up degree in real estate management in January 2010. She became a senior economist in the PRC in December 2011.

As at the Latest Practicable Date, save as disclosed above, Ms. Xing (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Mr. Cai Rui (蔡銳), aged 49, is a Supervisor who is responsible for supervision of the Board of Directors and senior management.

Mr. Cai has extensive experience in legal and compliance matters. From November 2006 to April 2007, Mr. Cai interned at the legal centre of ENN Group. From April 2007 to January 2008, Mr. Cai served as a senior legal manager of the risk management office in ENN Group. Since January 2008, Mr. Cai has been working in ENN Energy, a substantial shareholder of the Company, where he successively served as the senior legal manager and director of contract management of legal department, senior attorney and deputy chief of risk management department, deputy chief and chief of legal department and deputy convenor of the legal matter empowerment group. He is currently the legal matters professional convenor of the legal matter and compliance empowerment group of ENN Energy. Since December 2018, Mr. Cai has served as a Supervisor, and a supervisor of Nanxun Xinao and Nanxun Xinao Development, respectively.

Since September 2021, he has also served as the supervisor of Deqing Xinrui. Mr. Cai graduated from Xi'an Jiaotong University* (西安交通大學) in the PRC with a bachelor's degree in economic law in July 1998. He obtained the legal professional qualification certificate in the PRC in February 2005.

As at the Latest Practicable Date, save as disclosed above, Mr. Cai (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates; and (iv) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Save as disclosed above, there was no other information which was required to be disclosed in relation to the above candidates for the election or (as the case may be) re-election of Directors and Shareholder representative Supervisors at the EGM pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date, nor is there any other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF THE EGM



Huzhou Gas Co., Ltd.* 湖州燃气股份有限公司

(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 of Huzhou Gas Co., Ltd.* (湖州燃气股份有限公司) (the “**Company**”) will be held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Thursday, 25 April 2024 to consider, and if thought fit, pass (with or without amendments or supplements) the following resolutions (unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 9 April 2024 (the “**Circular**”)):

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of each of the Directors (other than independent non-executive Directors) of the second session of the Board of Directors by way of election or re-election as a Director, each such appointment to take effect upon conclusion of the EGM:
 - 1.1 to re-elect Mr. Wang Hua (汪驊) as an executive Director;
 - 1.2 to elect Mr. Yang Fan (楊帆) as an executive Director;
 - 1.3 to elect Ms. Sun Xiaohui (孫曉慧) as an executive Director;
 - 1.4 to re-elect Mr. Liu Jianfeng (劉建鋒) as a non-executive Director; and
 - 1.5 to re-elect Mr. Wang Peng (王鵬) as a non-executive Director
2. To consider and approve the appointment of each of independent non-executive Directors of the second session of the Board of Directors by way of re-election as a Director, each such appointment to take effect upon conclusion of the EGM:
 - 2.1 to re-elect Mr. Chang Li Hsien Leslie (張立憲) as an independent non-executive Director;
 - 2.2 to re-elect Dr. Lau Suet Chiu Frederic (劉雪樵) as an independent non-executive Director; and
 - 2.3 to re-elect Mr. Zhou Xinfu (周鑫發) as an independent non-executive Director

NOTICE OF THE EGM

3. To consider and approve the appointment of each of the Shareholder representative Supervisors of the second session of the Board of Supervisors by way of election or re-election as a Shareholder representative Supervisor, each such appointment to take effect upon conclusion of the EGM:
 - 3.1 to elect Ms. Xing Yan (邢燕) as a Shareholder representative Supervisor;
and
 - 3.2 to re-elect Mr. Cai Rui (蔡銳) as a Shareholder representative Supervisor
4. Conditional upon resolution 1 above being passed, to consider and approve the remuneration of each of the Directors (other than the independent non-executive Directors) of the second session of the Board of Directors under the service agreement to be entered into between the Company and each of them, details of which are set forth in the section headed “4. Remuneration of Directors and Shareholder Representative Supervisors” in the Letter from the Board in the Circular
5. Conditional upon resolution 2 above being passed, to consider and approve the remuneration of each of the independent non-executive Directors of the second session of the Board of Directors under the service agreement to be entered into between the Company and each of them, details of which are set forth in the section headed “4. Remuneration of Directors and Shareholder Representative Supervisors” in the Letter from the Board in the Circular
6. Conditional upon resolutions 3 above being passed, to consider and approve the remuneration of each of the Shareholder representative Supervisors of the second session of the Board of Supervisors under the service agreement to be entered into between the Company and each of them, details of which are set forth in the section headed “4. Remuneration of Directors and Shareholder Representative Supervisors” in the Letter from the Board in the Circular

By order of the Board of Directors
Huzhou Gas Co., Ltd.*
Wang Hua
Chairman

Huzhou, the PRC, 9 April 2024

* For identification purpose only

NOTICE OF THE EGM

Notes:

All resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the Articles of Association. Cumulative voting system will be adopted in accordance with Article 97 of the Articles of Association. For details, please refer to “Letter from the Board — 5. EGM and Proxy Arrangement — Voting Arrangements” in the Circular.

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 Monday, 22 April 2024 (Hong Kong time). Shareholders whose names appear on the Company’s register of members at 4:30 p.m. on Monday, 22 April 2024 are entitled to attend and vote at the EGM.
2. Every Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at the EGM and, where a corporation is so represented, it shall be treated as being present at the EGM in person.
3. Each Shareholder entitled to attend and vote at the EGM may appoint a proxy to attend and vote on his/its behalf. A proxy need not be a Shareholder.
4. A form of proxy for use at the EGM is published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hzrqgf.com>). The form of proxy must be signed by a Shareholder or his attorney duly authorised in writing. In the case of a corporation, the same must be either under its common seal and under the hand or seal of its legal representative. If the form of proxy is signed by an attorney of a Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. In order to be valid, the form of proxy together with the notarised power of attorney or other authorisation document (where applicable) must be deposited at the Company’s registered office in the PRC (for holders of Domestic Shares) 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 10:00 a.m. on Wednesday, 24 April 2024 (Hong Kong time)) or any adjournment thereof (as the case may be).
6. 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 was given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the EGM.
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. 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

NOTICE OF THE EGM

9. 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.
10. The EGM is expected to be concluded within half a day. Shareholders attending the EGM (in person or by proxy) are responsible for their own transportation and accommodation expenses.
11. Shareholders or their proxies shall produce their identification documents for inspection when attending the EGM.
12. The results of the poll will be published on the websites of the Stock Exchange (<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 of Directors comprises Mr. Wang Hua, Ms. Su Li and Mr. Pan Haiming as executive Directors; Mr. Liu Jianfeng and Mr. Wang Peng as non-executive Directors; and Mr. Chang Li Hsien Leslie, Dr. Lau Suet Chiu Frederic and Mr. Zhou Xinfu as independent non-executive Directors.