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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)**

## **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
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*

*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

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.*