



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 25 APRIL 2024 (OR AT ANY ADJOURNMENT THEREOF) ^(Note 1)

I/We ^(Note 2) _____ of _____

(address as shown in the register of members) being the registered holder(s) of ^(Note 3) _____ domestic shares/H shares ^(Note 4) of RMB1.00 each in the share capital of Huzhou Gas Co., Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 5) or _____ of _____

as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting (the "EGM") of the Company to be held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the People's Republic of China on Thursday, 25 April 2024 at 10:00 a.m. (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of extraordinary general meeting dated 9 April 2024 (the "Notice of EGM") and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the Notice of EGM issued by the Company.

ORDINARY RESOLUTIONS WITH ADOPTION OF CUMULATIVE VOTING SYSTEM [#]		NUMBER OF VOTES ^(Note 6)
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 Xinfa (周鑫發) as an independent non-executive Director	

ORDINARY RESOLUTIONS WITH ADOPTION OF CUMULATIVE VOTING SYSTEM [#]		NUMBER OF VOTES ^(Note 6)		
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			
ORDINARY RESOLUTIONS [#]		FOR ^(Note 7)	AGAINST ^(Note 7)	ABSTAIN ^(Note 7)
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			
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			
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			

[#] The full text of each of the resolutions is set out in the Notice of EGM.

Date: _____ 2024

Signature(s) ^(Note 10): _____

* For identification purpose only

Notes:

1. **IMPORTANT: You should first review the Notice of EGM dated 9 April 2024 issued by the Company.**
2. Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
3. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
4. Please strike out the type of Shares (Domestic Shares or H Shares) to which this form of proxy does not relate.
5. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words **"THE CHAIRMAN OF THE MEETING"** and insert the name and address of the proxy desired in the space provided. 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. Each Shareholder entitled to attend and vote at the EGM may appoint proxy to attend and vote on his/its behalf. A proxy need not be a Shareholder but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
6. **IMPORTANT: PURSUANT TO ARTICLE 97 OF THE ARTICLES OF ASSOCIATION, IN RESPECT OF (1) SUB-RESOLUTIONS 1.1 TO 1.5; (2) SUB-RESOLUTIONS 2.1 TO 2.3; AND (3) SUB-RESOLUTIONS 3.1 TO 3.2, 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). **PLEASE INSERT THE NUMBER OF VOTES YOU WOULD LIKE TO CAST IN FAVOUR OF EACH SUB-RESOLUTION IN THE CORRESPONDING BOX.**

By way of illustration, in relation to sub-resolutions 1.1 to 1.5, 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 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. All forms of proxy that are not completed in full compliance with the provisions set forth 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 for 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.

7. **IMPORTANT: IN RESPECT OF EACH OF RESOLUTIONS 4 TO 6, IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN".** If no direction is given, your proxy may vote at his discretion.
8. Your proxy will have full discretion on how to vote or whether to abstain on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
9. Any vote which is not filled or filled wrongly or with unrecognisable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as "Abstain". The shares abstained will be counted in the calculation of the required majority.
10. This form of proxy must be signed by you or your 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 this 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.
11. In order to be valid, this 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 EGM (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). This form of proxy, including without limitation the appointment of the proxy and the voting instructions given hereunder, will be valid only in respect of the EGM and any adjournment thereof.

12. 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
13. 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
14. 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 notice of the EGM, to attend and exercise all the voting powers attached to such Share at the EGM.
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.
A Shareholder or his/her/its proxy should produce proof of identity when attending the EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's names and addresses. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.