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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **CCIAM Future Energy Limited**, you should at once hand this circular with the accompanying 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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### **CCIAM Future Energy Limited**

**信能低碳有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 145)**

### **PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening the EGM to be held at Level 43, AIA Tower, 183 Electric Road, North Point, Hong Kong on Tuesday, 5 November 2024 at 11:00 a.m. is set out on page EGM-1 to EGM-2 in this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours (i.e. Sunday, 3 November 2024 at 11:00 a.m.) before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if you so wish.

16 October 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:*

“Announcement”	the announcement of the Company dated 8 October 2024 in relation to the proposed change of auditors of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	CCIAM Future Energy Limited (Stock Code: 145), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Proposed Appointment
“HLB”	HLB Hodgson Impey Cheng Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Prism”	Prism Hong Kong Limited
“Proposed Appointment”	the proposed appointment of Prism as the new auditors of the Company, with a term to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the EGM
“Registrar”	Tricor Tengis Limited, being the share registrar and transfer office of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	the ordinary share(s) of the Company
“Shareholders”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### **CCIAM Future Energy Limited** **信能低碳有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 145)**

*Executive Directors:*

Mr. Cheng Lut Tim

Mr. Chong Kok Leong

Mr. Mok Tsan San

Mr. Zhuang Miaozhong

*Registered Office:*

Unit D, 7/F

Seabright Plaza

9-23 Shell Street

North Point

Hong Kong

*Independent non-executive Directors:*

Ms. Li Liming

Mr. Yeung Wai Hung, Peter

Ms. Yuen Wai Man

16 October 2024

*To the Shareholders*

Dear Sirs or Madams,

### **PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the Announcement. The purpose of this circular is to provide you with the information regarding the resolution to be proposed at the EGM relating to the Proposed Appointment. The notice of EGM is set out from pages EGM-1 to EGM-2 of this circular.

#### **PROPOSED APPOINTMENT OF AUDITORS**

As disclosed in the Announcement, the Company has reached a mutual understanding with HLB that HLB has resigned as auditors of the Company with effect from 8 October 2024 as the Company and HLB could not reach a consensus on the audit fee for the financial year ending 31 December 2024.

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## LETTER FROM THE BOARD

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HLB has confirmed in its letter of resignation, that there are no circumstances connected with its resignation which it considers should be brought to the notice of the members or the creditors of the Company. The Board is not aware of any disagreements between the Company and HLB, or other matters save as disclosed above in relation to the resignation of HLB that need to be brought to the attention of the Shareholders. As HLB has not commenced any audit work on the consolidated financial statements of the Group for the year ending 31 December 2024, the Board and the Audit Committee expect that the change of auditors will not have any material impact on the annual audit of the Group for the year ending 31 December 2024.

The Board, with the recommendation of the Audit Committee, has resolved to propose to appoint Prism as the new auditors of the Company to fill the vacancy following the resignation of HLB and to hold office until the conclusion of the next annual general meeting of the Company. The proposed appointment of Prism as the new auditors will be subject to (i) the appointment acceptance assessment from Prism; and (ii) the approval by the Shareholders at the EGM pursuant to the memorandum and amended and restated articles of association of the Company.

The Audit Committee has considered a number of factors in assessing the appointment of Prism as the auditors, including but not limited to (i) the audit plan of Prism; (ii) its experience and technical competence in handling audit works for companies listed on the Stock Exchange of Hong Kong Limited; (iii) its independence and objectivity; (iv) its proposed audit fee; (v) its resources and capabilities; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Board and the Audit Committee have assessed and considered that: (i) Prism is independent, qualified and suitable to act as the new auditors of the Company; (ii) by reference to the scale of the Group's business operations and assets, the audit fee agreed with Prism is commensurate with the scope of audit work required by the Group; and (iii) the appointment of Prism will maintain the quality of the audits and is in the interest of the Company and the Shareholders as a whole.

### **EGM**

The Company will convene and hold the EGM at Level 43, AIA Tower, 183 Electric Road, North Point, Hong Kong on Tuesday, 5 November 2024 at 11:00 a.m. to consider and, if thought fit, approve the Proposed Appointment. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. The proposed resolution will be conducted by way of poll at the EGM pursuant to Rule 13.39(4) of the Listing Rules and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates have a material interest in the Proposed Appointment. Accordingly, no Shareholder will be required to abstain from voting on the ordinary resolution relating to the Proposed Appointment at the EGM.

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## LETTER FROM THE BOARD

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A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you are able to attend the EGM in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours (i.e. Sunday, 3 November 2024 at 11:00 a.m.) before the time appointed for the holding of the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, 31 October 2024 to Tuesday, 5 November 2024 both days inclusive, during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the EGM, all Share transfers accompanied by the relevant share certificates, must be lodged with the Registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 30 October 2024.

### **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.

### **RECOMMENDATION**

The Board considers that the Proposed Appointment is in the interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,  
For and on behalf of the Board of  
**CCIAM Future Energy Limited**  
**Mok Tsan San**  
*Executive Director*

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## NOTICE OF EGM

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# CCIAM Future Energy Limited 信能低碳有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 145)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of CCIAM Future Energy Limited (the “**Company**”) will be held at Level 43, AIA Tower, 183 Electric Road, North Point, Hong Kong on Tuesday, 5 November 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### ORDINARY RESOLUTION

“**THAT** Prism Hong Kong Limited be and is hereby appointed as the new auditors of the Company and its subsidiaries to fill the vacancy following the resignation of HLB Hodgson Impey Cheng Limited and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is authorised to fix their remuneration.”

By Order of the board of Directors  
**CCIAM Future Energy Limited**  
**Mok Tsan San**  
*Executive Director*

Hong Kong, 16 October 2024

*Notes:*

1. Any member of the Company (“**Member**”) entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf and the proxy so appointed shall have the same rights as the Member to speak at the Meeting. A proxy needs not be a Member. A Member may appoint more than one proxy to attend the Meeting.
2. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s share registrar, Tricor Tengis Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours (i.e. Sunday, 3 November 2024 at 11:00 a.m.) before the time fixed for the Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof as you so wish.

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## NOTICE OF EGM

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4. For ascertaining the Shareholders' entitlement to attend and vote at the Meeting, the register of Members will be closed from Thursday, 31 October 2024 to Tuesday, 5 November 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the Meeting, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 30 October 2024.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect of such share of the Company.
6. If Typhoon Signal No. 8 or above, "extreme condition" caused by super typhoons or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the Company's website <http://www.ccf.com.hk/> and the "Latest Listed Company Information" page of the Stock Exchange website to notify Shareholders of the date, time and place of the rescheduled meeting, if any.

*As at the date of this notice, the board of Directors comprises, Mr. Cheng Lut Tim, Mr. Chong Kok Leong, Mr. Mok Tsan San and Mr. Zhuang Miaozhong being the executive Directors; and Ms. Li Liming, Mr. Yeung Wai Hung, Peter and Ms. Yuen Wai Man being the independent non-executive Directors.*