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Zhonghua Gas Holdings Limited
(中華燃氣控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8246)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**AGM**”) of Zhonghua Gas Holdings Limited (the “**Company**”) will be held at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong on 23 June 2022 (Thursday) at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions (the “**Resolutions**” and each a “**Resolution**”):

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**” and each a “**Director**”) and independent auditors for the year ended 31 December 2021;
2.
 - (a) To re-elect Mr. Hu Yishi as an executive Director of the Company;
 - (b) To re-elect Mr. Chan Wing Yuen, Hubert as an executive Director of the Company;
 - (c) To re-elect Ms. Qin Xuwen as an independent non-executive Director of the Company; and
 - (d) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint RSM Hong Kong as the auditors of the Company and to authorize the Board to fix their remuneration.

4. “**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or convertible securities of the Company, and to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures and securities convertible into shares of the Company) which might or would require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorizations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and securities convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of issued Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares; and
 - (iv) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company;

shall not exceed 20% of the total number of issued Shares at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated or revised) of the Cayman Islands (the “**Companies Act**”), or any other applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Takeovers and Mergers and Share Buy-backs, and subject to and in accordance with the Companies Act and all other applicable laws and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”), be and is hereby generally and unconditionally approved;
- (b) the total number of issued Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Act, any other applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of the Resolutions 4 and 5 as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to Resolution 4 above be and is hereby extended by the addition to the total number of issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the total number of issued Shares repurchased by the Company under the authority granted pursuant to Resolution 5 above, provided that such amount shall not exceed 10% of the total number of issued Shares at the date of passing of this Resolution.”

SPECIAL RESOLUTIONS

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the existing second amended and restated memorandum of association and the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 13 May 2022 (the “**Circular**”); and the third amended and restated memorandum of association and the amended and restated articles of association of the Company, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing second amended and restated memorandum of association and the articles of association of the Company with immediate effect; and that any one of the Directors, secretary or registered office provider of the Company be and is hereby authorised to do all things necessary to implement the adoption of the third amended

and restated memorandum of association and the amended and restated articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board of
Zhonghua Gas Holdings Limited
Chan Wing Yuen, Hubert
Chief Executive Officer and Executive Director

Hong Kong, 13 May 2022

Notes:

1. A shareholder entitled to attend and vote at the AGM is entitled to appoint a person or (in respect of a shareholder who is the holder of two or more shares) persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM should he so wish, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons as 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 thereof.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 20 June 2022 (Monday) to 23 June 2022 (Thursday) (both days inclusive), during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 17 June 2022 (Friday).
6. The AGM is being held at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong. The Company and/or the AGM venue may refuse entry into the AGM venue of persons who fail temperature checks, do not comply with the precautionary safety measures in the AGM, or are subject to any Hong Kong Government prescribed quarantine. Persons so refused entry to the AGM venue will not be able to attend the AGM. Persons attending the AGM will be required to wear surgical face masks on entry to and throughout the AGM. Additional precautionary safety measures may also be adopted in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities (the “**prevailing regulations**”), or as considered appropriate

in light of the development of the COVID-19. Subject to the development of the COVID-19 and to the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the health and safety of the attendees at the AGM, and may change the AGM arrangement at short notice with reference to the prevailing regulations. Shareholders are in any event asked:

- (i) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment;
- (ii) all attendees must scan the “LeaveHomeSafe” venue QR code and comply with the requirements of the Vaccine Pass Direction[#], prior to entry into the AGM venue, and any other precautionary safety measures adopted by the Company from time to time with reference to the prevailing regulations;
- (iii) to follow any guidelines or requirements of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the AGM, and;
- (iv) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

No refreshments will be served at the AGM. As a precautionary safety measure, seating at the AGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for shareholders to attend the AGM. Shareholders are reminded that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. They may (as indicated in note 1 above) appoint proxies to vote on their behalf.

- 7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com to notify shareholders of the Company of the date, time and place of the adjourned meeting.

As at the date of this notice, the executive Directors are Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert, Ms. Lin Min, Mindy and Ms. Kwong Wai Man, Karina; and the independent non-executive Directors are Ms. Ma Lee, Mr. Lau Kwok Kee and Ms. Qin Xuwen.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the GEM website at www.hkgem.com and, in the case of this notice, on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at www.8246hk.com.

[#] “Vaccine Pass Direction” is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the laws of Hong Kong)