

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



蘇創燃氣
SUCHUANG GAS

SUCHUANG GAS CORPORATION LIMITED

蘇創燃氣股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1430)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**General Meeting**”) of Suchuang Gas Corporation Limited, an exempted company incorporated in the Cayman Islands (the “**Company**”), will be held at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document, as further defined below) convened at the direction of the Grand Court of the Cayman Islands for the same day and place) on 10 June 2022 at 116 Loujiang South Road, Taicang City, Suzhou, Jiangsu Province, the People’s Republic of China for the purpose of considering and, if thought fit, passing, the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) pursuant to a scheme of arrangement dated 4 May 2022 (the “**Scheme of Arrangement**”) between the Company and the Scheme Shareholders (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued shares in the share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement);
- (b) immediately prior to the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) taking effect, the subscription by, and allotment and issue to, the Offeror (as defined in the Scheme of Arrangement) of one ordinary share of HK\$0.01 in the share capital of the Company be approved and any one of the directors of the Company be authorized to allot and issue the same accordingly;

- (c) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) taking effect, the number of issued shares in the share capital of the Company be restored to its former amount by allotting and issuing to the Offeror and HoldCo (as defined in the Scheme of Arrangement) in proportion to the number of Scheme Shares in exchange of the Cash Alternative (as defined in the Scheme of Arrangement) and Share Alternative (as defined in the Scheme of Arrangement), credited as fully paid, of the aggregate number of Shares as is equal to the number of Scheme Shares cancelled, minus one;
- (d) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) shall be applied by the Company in paying up in full at par the new ordinary shares allotted and issued to the Offeror and HoldCo pursuant to resolution 3(b) above, and any one of the directors of the Company be authorized to allot and issue the same accordingly; and
- (e) any one of the directors of the Company be authorized to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme of Arrangement, the reduction of the number of issued shares in the share capital of the Company and the restoration of capital pursuant to the Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of the number of issued shares in the share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

2. **“THAT:**

- (a) subject to the Scheme of Arrangement having become effective, the withdrawal of the listing of the shares of the Company from The Stock Exchange of Hong Kong Limited be approved; and
- (b) any one of the directors of the Company be authorized to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

ORDINARY RESOLUTION

3. “**THAT** the asset reorganisation agreement (資產重組協議) entered into among the Company, China Suchuang Energy Co., (Hong Kong) Limited (中國蘇創能源(香港)有限公司), Suchuang Gas (Shanghai) Co., Ltd. (蘇創燃氣(上海)有限公司), Total Honest International Investment Ltd (誠創國際投資有限公司) (“**Total Honest**”), Fung Yu Holdings Limited and Taicang Natural Gas Co., Ltd. (太倉市天然氣有限公司) on 25 August 2021 (as amended by a supplemental agreement entered into among the same parties on 14 March 2022) in relation to the sale of the entire issued share capital of Suchuang Dunhua Environmental Technology Company Limited (蘇創敦華環境科技有限公司) by the Company to Total Honest, sale of the entire equity interest in Suchuang Gas (Shanghai) Co., Ltd. (蘇創燃氣(上海)有限公司) by China Suchuang Energy Co., (Hong Kong) Limited (中國蘇創能源(香港)有限公司) to Total Honest, sale of the entire issued share capital of Argus Holding Corporation by the Company to Total Honest and settlement of certain intra-group loans and the transactions contemplated thereunder be approved, confirmed and ratified, and any one of the directors of the Company be authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the aforesaid asset reorganisation agreement and the transactions contemplated thereunder.”

By Order of the Board

SUCHUANG GAS CORPORATION LIMITED

Su Yi

Chairman and Executive Director

Hong Kong, 4 May 2022

As at the date of this notice, the executive Directors are Ms. Su Yi, Mr. Du Shaozhou, Mr. Li Jianyi, and Ms. Su Wen; the non-executive Directors are Mr. Xu Lei and Mr. Jin Bo; and the independent non-executive Directors are Mr. Zhou Qingzu, Mr. Zhu Tong, and Mr. Feng Yijing.

Notes:

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the composite scheme document of the Company dated 4 May 2022 of which this notice forms part (the “**Scheme Document**”) shall have the same meanings when used in this notice.
- (ii) At the General Meeting, the chairman of the General Meeting will put forward the above resolutions to be voted on by way of poll as required under the Listing Rules and the Takeovers Code.
- (iii) A white form of proxy for use at the General Meeting is enclosed with the Scheme Document.
- (iv) Any member entitled to attend and vote at the General Meeting is entitled to appoint another person, whether a member of the Company or not, as his/her/its proxy to attend, speak and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it. If more than one proxy is appointed, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
- (v) In order to be accepted, the white form of proxy, together with the 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 lodged at the Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof. Completion and return of the white form of proxy will not preclude a member from attending and voting in person at the General Meeting or any adjournment thereof. In the event that a member attends and votes at the General Meeting after having lodged his/her/its form of proxy, his/her/its form of proxy shall be revoked by operation of law.
- (vi) In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share.
- (vii) For the purpose of determining the entitlements of Shareholders to attend and vote at the General Meeting, the register of members of the Company will be closed from 3 June 2022 to 10 June 2022, both days inclusive, and during such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 4:30 p.m. (Hong Kong time) on 2 June 2022.
- (viii) As set out in the section headed “**Special Arrangements for the Court Meeting and the General Meeting**” in the Scheme Document, the Company wishes to advise Shareholders who are unable to attend the General Meeting in person to exercise their rights to attend and vote at the General Meeting by appointing any person or the chairman of the General Meeting as their proxy to vote according to their indicated voting instructions and viewing and listening to a live broadcast of the General Meeting via Tricor e-Meeting system. Shareholders will be able to view and listen to the General Meeting and submit questions online in accordance with the instructions as stated in the letter sent to the shareholders of the Company. Beneficial owners or CCASS non-registered Shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (together the “**Intermediary**”) can also view and listen to the General Meeting and submit questions online. In this regard, they should consult directly with their Intermediary for the necessary arrangements and the personalized login and access code will be sent to them upon receipt of request through their Intermediary. Shareholders should note that viewing the live broadcast of the General Meeting via Tricor e-Meeting system will not be counted towards quorum nor will they be able to cast their votes online.
- (ix) The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong government and the PRC government, and if necessary will make further announcement(s) in case of any update regarding the precautionary measures to be implemented at the General Meeting. Shareholders should check the latest policies and notices announced by the Hong Kong government, the PRC government, the website of the Company at <http://www.suchuanggas.com/> and the website of the Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk/> for future updates on the General Meeting arrangements.

In case of any inconsistency, the English version of this notice shall prevail.