

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Huzhou Gas Co., Ltd.\* (湖州燃气股份有限公司), you should at once hand this circular, together with the enclosed 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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**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)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the EGM to be held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC on Friday, 23 September 2022 at 9:30 a.m. are set out on pages 8 to 10 of this circular.

A form of proxy for use at the EGM is enclosed herewith and also published on both the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company ([www.hzrqgf.com](http://www.hzrqgf.com)). Shareholders who intend to appoint a proxy to attend the EGM shall complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. at or before at 9:30 a.m. on Thursday, 22 September 2022 (Hong Kong time)) or any adjournment thereof (as the case may be). 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).

References to time and dates in this circular are to Hong Kong time and dates.

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## DEFINITIONS

*In this Circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board of Directors” or “Board”	the board of Directors
“Chairman”	the chairman of the Board of Directors
“Company”	Huzhou Gas Co., Ltd.* (湖州燃氣股份有限公司), a joint stock limited liability company incorporated in the PRC whose issued H Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic invested ordinary share(s) in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“EGM”	the extraordinary general meeting of the Company to be convened and held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC at 9:30 a.m. on Friday, 23 September 2022, the notice of which is set out on pages 8 to 10 of this circular, for the Shareholders to consider and, if thought fit, approve the proposed amendments to the Articles of Association, and any adjournment thereof
“H Shareholder(s)”	holder(s) of the H Share(s)
“H Shares”	overseas listed foreign invested ordinary share(s) in the capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

\* For identification purpose only

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus of the Company dated 29 June 2022
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares of RMB1.00 each in the capital of the Company, comprising Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of Shares, comprising Domestic Shareholders(s) and H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



**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)**

*Executive Directors:*

Mr. Wang Hua (*Chairman*)

Ms. Su Li

Mr. Pan Haiming

*Non-executive Directors:*

Mr. Zhang Yuying

Mr. Wu Zhanghuan

*Independent non-executive Directors:*

Mr. Chang Li Hsien Leslie

Dr. Lau Suet Chiu Frederic

Mr. Zhou Xinfu

*Registered office and*

*headquarter in the PRC:*

227 Sizhong Road

Huzhou

Zhejiang Province

PRC

*Principal place of business in Hong Kong:*

5/F, Manulife Place

348 Kwun Tong Road

Kowloon, Hong Kong

7 September 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 26 August 2022 in relation to the proposed amendments to the Articles of Association. The purpose of this circular is to provide you with further details of the foregoing matters and a notice convening the EGM.

**2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

As disclosed in the announcements of the Company dated 4 August 2022 and 5 August 2022, the Over-allotment Option as described in the Prospectus was partially exercised by BOCOM International Securities Limited in respect of an aggregate of 2,714,500 H Shares to cover over-allocation in the International Placing as described in the Prospectus. In order to reflect changes in the Company's registered capital and share capital structure, the Board proposes to make amendments to the Articles of Association in relation to the registered capital and share capital structure. Details of the proposed amendments are set out in the Appendix to this circular.

## LETTER FROM THE BOARD

Notwithstanding the proposed amendments to the Articles of Association, the contents of the other chapters and articles of the Articles of Association shall remain unchanged.

The English translations of the original text and the text after amendment of the articles subject to amendment are included in this circular. The original language version, i.e. the Chinese version, of the same is set forth in the Chinese version of this circular. The English translations are included for reference only and in the event of any inconsistency, the Chinese version of the articles shall prevail.

A special resolution will be proposed at the EGM for the Shareholders to, among others, consider and, if thought fit, approve the proposed amendments to the Articles of Association. The proposed amendments will be put forward for approval by the Shareholders by way of a special resolution at the EGM.

The filings with the relevant authorities in the PRC in respect of the proposed amendments to the Articles of Association will be made after the passing of the relevant special resolution by the Shareholders at the EGM.

The amendments to the Articles of Association will take effect on the date on which the proposed amendments are approved at the EGM.

### **3. EGM AND PROXY ARRANGEMENT**

The EGM will be held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC on Friday, 23 September 2022 at 9:30 a.m. for the Shareholders to consider and, if thought fit, approve the proposed amendments to the Articles of Association. A notice of the EGM is set out on pages 8 to 10 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed herewith and also published on both the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hzrqgf.com/>). To be valid, for H Shareholders, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of authority or other authorisation documents (if any) under which it is signed or a notarised letter of authority at the Company's H shares registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. For Domestic Shareholders, the proxy form(s) should be returned to the Company's registered office in the PRC at 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC by personal delivery or by post not less than 24 hours before the time fixed for holding the EGM (i.e. at or before 9:30 a.m. on Thursday, 22 September 2022 (Hong Kong time)) or any adjournment thereof (as the case may be).

## LETTER FROM THE BOARD

Completion, signing 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).

#### 4. CLOSURE OF H SHARE REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 20 September 2022 to Friday, 23 September 2022, both dates inclusive, during which period no transfer of shares will be registered. 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, for registration not later than 4:30 p.m. on Monday, 19 September 2022 (Hong Kong time). Shareholders whose names appear on the Company's register of members on Friday, 23 September 2022 are entitled to attend and vote at the EGM.

#### 5. RECOMMENDATIONS

The Board of Directors consider that the proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board of Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

#### 6. 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.

#### 7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation in case of any inconsistency.

Yours faithfully,  
For and on behalf of the Board  
**Huzhou Gas Co., Ltd.\***  
**Wang Hua**  
*Chairman*

\* For identification purpose only

**APPENDIX AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original article	Article after amendment
<p><b>Article 23</b></p> <p>Subject to the approval of the company approval authority authorised by the State Council, 150 million ordinary shares were issued to the promoters upon the establishment of the Company, all of which were subscribed and held by the promoters, and the shareholdings of the promoters upon the establishment of the Company were as follows: Huzhou City Investment &amp; Development Group Co., Ltd. holds 89,457,540 shares, with a shareholding of 59.6384%, while Xinao (China) Gas Investment Company Limited holds 60,542,460 shares, with a shareholding of 40.3616%.</p> <p>Subject to the approval of the competent securities supervision authority of the State Council, the Company may issue up to 50 million H Shares, and if the over-allotment option is exercised in full, the Company may issue up to 57.5 million H Shares.</p> <p>Upon completion of the above issue, if the over-allotment option is not exercised, the share capital structure of the Company will be:</p> <p>The total number of ordinary shares issued by the Company would be 200 million shares. Of which, domestic shareholders shall hold 150 million shares, representing a shareholding of 75%; and shareholders of overseas listed foreign invested shares shall hold 50 million shares, representing a shareholding of 25%.</p>	<p><b>Article 23</b></p> <p>Subject to the approval of the company approval authority authorised by the State Council, 150 million ordinary shares were issued to the promoters upon the establishment of the Company, all of which were subscribed and held by the promoters, and the shareholdings of the promoters upon the establishment of the Company were as follows: Huzhou City Investment &amp; Development Group Co., Ltd. holds 89,457,540 shares, with a shareholding of 59.6384%, while Xinao (China) Gas Investment Company Limited holds 60,542,460 shares, with a shareholding of 40.3616%.</p> <p>Subject to the approval of the competent securities supervision authority of the State Council, the Company may issue up to 50 million H Shares, and if the over-allotment option is exercised in full, the Company may issue up to 57.5 million H Shares.</p> <p>Upon completion of the above issue <u>and partial exercise of</u> the over-allotment option, the share capital structure of the Company <u>is</u>:</p> <p>The total number of ordinary shares issued by the Company <u>is 202,714,500</u> shares. Of which, domestic shareholders hold <u>150,000,000</u> shares, representing a shareholding of <u>approximately 74%</u>; and shareholders of overseas listed foreign invested shares <u>hold 52,714,500</u> shares, representing a shareholding of <u>approximately 26%</u>.</p>



**APPENDIX AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original article	Article after amendment
<p>Upon completion of the above issue, if the over-allotment option is exercised in full, the share capital structure of the Company will be:</p> <p>The total number of ordinary shares issued by the Company would be 207.5 million shares. Of which, domestic shareholders shall hold 150 million shares, representing a shareholding of 72.29%; and shareholders of overseas listed foreign invested shares shall hold 57.5 million shares, representing a shareholding of 27.71%.</p>	
<p><b>Article 26</b></p> <p>The registered capital of the Company upon its incorporation is RMB150 million. If the over-allotment option is not exercised, the registered capital of the Company shall be RMB200 million. If the over-allotment option is exercised in full, the registered capital of the Company shall be RMB207.5 million.</p>	<p><b>Article 26</b></p> <p>The registered capital of the Company upon its incorporation is RMB150 million. <u>Upon partial exercise of the over-allotment option, the registered capital of the Company is RMB202,714,500.</u></p>

## NOTICE OF THE EGM



### 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 PRC on Friday, 23 September 2022 at 9:30 a.m. to consider, and if thought fit, pass (with or without amendments or supplements) the following resolution (unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 7 September 2022 (the “**Circular**”)) as a special resolution of the Company:

#### SPECIAL RESOLUTION

1. “**THAT** the proposed amendments to the Articles of Association set out in the Appendix to the Circular be and are hereby approved, and that any one of the Directors or the joint company secretaries of the Company be and is hereby authorised to do all such acts and things, sign all such documents and generally take all such steps as he/she, in his/her absolute discretion, considers necessary, desirable or expedient for the purpose of implementing and/or giving effect to the proposed amendments to the Articles of Association.”

By order of the Board  
Huzhou Gas Co., Ltd.\*  
Wang Hua  
Chairman

Huzhou, the PRC, 7 September 2022

\* For identification purpose only

## NOTICE OF THE EGM

*Notes:*

1. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 20 September 2022 to Friday, 23 September 2022, both dates inclusive, during which period no transfer of shares will be registered. 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, 19 September 2022 (Hong Kong time) for registration. Shareholders whose names appear on the Company's register of members on Friday, 23 September 2022 are entitled to attend and vote at the EGM.
2. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll. In view of the development of the coronavirus disease 2019 (COVID-19) pandemic, shareholders may consider appointing the chairman of the EGM as their proxy to vote on the resolutions, instead of attending EGM in person.
3. A form of proxy for use at the EGM is enclosed herewith. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised executive officer(s) or duly authorised attorney(ies). If that instrument is signed by an attorney of a shareholder, the power of attorney or other document authorising that attorney to sign must be notarised.
4. In order to be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Company's registered office in the PRC (for Domestic Shareholders) 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 9:30 a.m. on Thursday, 22 September 2022 (Hong Kong time)).
5. 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 is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the EGM.
6. 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
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  
Fax: (+86) 0572-2716815  
Name: Tang Chunhui
8. 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.
9. The EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

## NOTICE OF THE EGM

10. Shareholders or their proxies shall produce their identification documents for inspection when attending the EGM.
11. All resolution(s) at the meeting will be taken by poll pursuant to the Listing Rules. The Chairman of the Board of Directors may demand poll for voting pursuant to the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<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 comprises Mr. Wang Hua, Ms. Su Li and Mr. Pan Haiming as executive Directors; Mr. Zhang Yuying and Ms. Wu Zhanghuan as non-executive Directors; and Mr. Chang Li Hsien Leslie, Dr. Lau Suet Chiu Frederic and Mr. Zhou Xinfu as independent non-executive Directors.*