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BEIJING GAS BLUE SKY HOLDINGS LIMITED

北京燃氣藍天控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 6828)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Beijing Gas Blue Sky Holdings Limited (the “**Company**”) will be held on Tuesday, 15 November 2022 at 11:00 a.m. at Room 3402-4, 34/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company. Unless otherwise specified, terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 31 October 2022 (the “**Circular**”).

ORDINARY RESOLUTION

1. (a) To approve, confirm and ratify (A) the Financial Assistance by Beijing Gas HK pursuant to the Facility Agreement and the Convertible Bond Subscription Agreement; (B) the subscription of new Shares by Beijing Gas HK pursuant to the Subscription Agreement; and (C) the acquisition of the Target Company and the issue of Consideration Shares pursuant to the Acquisition Agreement, and the transactions contemplated thereunder;

- (b) Subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting and not having withdrawn the approval for the listing of, and the permission to deal in the Subscription Shares, the Consideration Shares and the Conversion Shares, to approve the grant of a specific mandate to the Directors for the allotment and issue of the Subscription Shares, the Consideration Shares and the Conversion Shares in accordance with the terms and conditions of the Subscription Agreement, the Acquisition Agreement and the Convertible Bond Subscription Agreement respectively; and

- (c) To authorise any one or more Directors to do all such acts and execute all such other documents generally and unconditionally as he/she as may consider necessary, expedient or desirable in connection with or to give effect to paragraphs (a) to (b) of this resolution, including, without limitation, the allotment and issue of the Subscription Shares, the Consideration Shares and the Conversion Shares.
2. To elect Mr. Shao Dan as a non-executive Director, the appointment which shall take effect upon the completion of the Subscription Agreement.

SPECIAL RESOLUTION

3. (a) To approve the grant of waiver of the obligation of the Beijing Gas Group to make a general offer for all the shares and other equity share capital of the Company (other than those Shares and other equity share capital owned or agreed to be acquired by the Beijing Gas Group and parties acting in concert with it) as a result of the allotment and issue of Shares under (a) the Share Subscription Agreement and (b) the Acquisition Agreement in accordance with the Whitewash Waiver granted or to be granted by the Executive pursuant to Note 1 on dispensations to Rule 26 of the Takeovers Code; and
- (b) To authorize any one or more directors to, do all such acts and things and execute all relevant documents or deeds (and, if necessary, affix the company seal in accordance with the by-laws of the Company) as he/she may consider necessary, expedient or desirable in connection with, to give effect to, or to consummate any matter relating to or in connection with the Whitewash Waiver and/or the transactions contemplated thereunder.

By Order of the Board
BEIJING GAS BLUE SKY HOLDINGS LIMITED
Zhi Xiaoye
Chairman

31 October 2022

Notes:

1. A member entitled to attend and vote at the SGM who is a holder of two or more Shares is entitled to appoint no more than two proxies to attend and vote in his/her stead. If a member is a clearing house (as defined in the bye-laws of the Company) (or its nominees(s)), a clearing house (or its nominees(s)) may appoint more than two proxies to attend and vote at the SGM. A proxy need not be a member of the Company.
2. The proxy form must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
3. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

4. To ascertain Shareholders' eligibility to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 10 November 2022 to Tuesday, 15 November 2022, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and (if applicable) vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 9 November 2022. Shareholders whose names are recorded in the register of members of the Company on Tuesday, 15 November 2022 are entitled to attend and (if applicable) vote at the SGM.
5. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Tuesday, 15 November 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
6. To safeguard the health and safety of shareholders and to prevent the spread of COVID-19, the following precautionary measures will be taken at the SGM:
 - compulsory body temperature check;
 - mandatory wearing of surgical face mask; and
 - no refreshments will be served.

To the extent permitted by law, the Company may, in its absolute discretion, refuse entry to any person who does not comply with the above precautions or who is subject to any quarantine prescribed by the Government of the Hong Kong Special Administrative Region. However, those being denied entry at the meeting venue would still be allowed to vote by submitting a voting slip to the scrutineer at the entrance of the venue. Shareholders are encouraged to appoint the chairman of the SGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the arrangements for the SGM when appropriate. Shareholders should check the Company's website and/or the Stock Exchange's website for future announcements and updates on the arrangements for the SGM.

As at the date of this notice, the executive Directors of the Company are Mr. Li Weiqi, Mr. Chen Ning and Mr. Yeung Shek Hin; the non-executive Director of the Company is Mr. Zhi Xiaoye; and the independent non-executive Directors of the Company are Mr. Cui Yulei, Ms. Hsu Wai Man Helen and Mr. Xu Jianwen.