

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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huzhou Gas Co., Ltd.*, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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 ELECTION OF NON-EXECUTIVE DIRECTOR
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 Monday, 6 February 2023 at 10:00 a.m. is set out on pages 7 to 9 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). 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 10:00 a.m. on Sunday, 5 February 2023 (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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF THE EGM	7

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall 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 of the Company
“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 10:00 a.m. on Monday, 6 February 2023, the notice of which is set out on pages 7 to 9 of this circular, or 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

“Latest Practicable Date”	6 January 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, but for the purposes of this circular only, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“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

Ms. 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

13 January 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 28 December 2022 in relation to the proposed election of non-executive Director. The purpose of this circular is to provide you with further details of the foregoing matters and a notice convening the EGM.

2. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 28 December 2022 in relation to, among others, the proposed election of non-executive Director.

* *For identification purpose only*

LETTER FROM THE BOARD

Mr. Zhang Yuying (張宇迎) (“**Mr. Zhang**”) has tendered his resignation as a non-executive Director with effect from the conclusion of the forthcoming EGM due to adjustments in other work arrangements.

Mr. Zhang has confirmed that he has no disagreement with the Board and that there is no other matter in relation to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Liu Jianfeng (劉建鋒) (“**Mr. Liu**”) has been nominated by the nomination committee of the Company and the Board as a candidate for the position of non-executive Director. The Board has reviewed its structure, size and composition, the qualifications, skills, experience of Mr. Liu as a non-executive Director with reference to the nomination principles and criteria set out in the Company’s diversity policy of the Board and nomination policy for Directors as well as the Company’s corporate strategy. Taking into account the aforementioned criteria, the Board has assessed and is satisfied with Mr. Liu’s suitability for holding of directorship in the Company, and proposes the election of Mr. Liu as a non-executive Director by the Shareholders at the EGM.

The election of Mr. Liu will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the election. Subject to the approval by the Shareholders at the EGM, the appointment of Mr. Liu as a non-executive Director shall take effect immediately after the conclusion of the EGM.

Set forth below are the biographical details of Mr. Liu:

Mr. Liu Jianfeng, aged 45, has been with ENN Energy Holdings Limited (listed on the Main Board of the Stock Exchange, stock code: 2688) (“**ENN Energy**”) since September 2018, currently hold positions of Executive Vice President and Chief Financial Officer, responsible for finance, legal, financial management and mergers and acquisitions matters. Prior to joining ENN Energy, he held positions of Chief Executive Officer and Chief Financial Officer of Geo-Jade Petroleum Corporation* (洲際油氣股份有限公司). From 2014 to 2016, he held various positions at Fosun International Limited, including Chief Financial Officer of its Energy Group, general manager of its Oil & Gas Business Unit, and Executive Director and Chief Financial Officer of its subsidiary in Australia, Roc Oil Company Limited. From 2008 to 2012, he held positions of M&A Manager, Commercial Director and Financial Representative of various upstream projects in CNOOC Limited. He had served in leading law firms in the PRC and had over 20 years of experience in financial management, asset management, domestic and international mergers and acquisitions, and investment.

Mr. Liu received his Bachelor’s degree in Economics from the Central University of Finance and Economics* (中央財經大學) in the PRC and his Master’s degree in Law from the China University of Political Science and Law* (中國政法大學) in the PRC from 1995 to 2003, and a Master of Business Administration and a Master of Laws from Boston College in the United States of America from 2012 to 2014. He is currently a member of the CPA Australia.

LETTER FROM THE BOARD

Mr. Liu, if elected at the EGM, shall hold office as a non-executive Director from the conclusion of the EGM until the expiration of the term of office of the first session of the Board, i.e. until 31 March 2024. Mr. Liu will enter into a director's service contract with the Company, subject to approval by the Shareholders of the same at the EGM. Pursuant to the director's service contract to be entered with the Company, Mr. Liu is not entitled to any director's fee for acting as a non-executive Director, but he will be reimbursed for all reasonable out-of-pocket expenses incurred in discharging his duties.

As at the Latest Practicable Date, save as disclosed above, Mr. Liu (i) did not hold any interests in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) did not hold any other position with the Company or any of its subsidiaries; (iii) did not have any relationship with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the Listing Rules); and (iv) did not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Save as disclosed above, there is no other information in relation to the proposed election of Mr. Liu which is required to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

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 Monday, 6 February 2023 at 10:00 a.m. for the Shareholders to consider and, if thought fit, approve the proposed election of non-executive Director. A notice of the EGM is set out on pages 7 to 9 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 share 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 10:00 a.m. on Sunday, 5 February 2023 (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 Wednesday, 1 February 2023 to Monday, 6 February 2023, 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 Tuesday, 31 January 2023 (Hong Kong time). Shareholders whose names appear on the Company's register of members on Monday, 6 February 2023 are entitled to attend and vote at the EGM.

5. RECOMMENDATIONS

The Board of Directors consider that the resolution mentioned above is in the 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

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 Monday, 6 February 2023 at 10:00 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 13 January 2023 (the “**Circular**”)) :

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. Liu Jianfeng as a non-executive director of the Company; and to authorise any one of the directors of the Company to sign on behalf of the Company a director’s service contract with Mr. Liu Jianfeng.

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

Huzhou City, Zhejiang Province, the PRC, 13 January 2023

* 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 Wednesday, 1 February 2023 to Monday, 6 February 2023, 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 Tuesday, 31 January 2023 (Hong Kong time). Shareholders whose names appear on the Company's register of members on Monday, 6 February 2023 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 resolution, 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 10:00 a.m. on Sunday, 5 February 2023 (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.