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中裕能源控股有限公司
ZHONGYU ENERGY HOLDINGS LIMITED

(INCORPORATED IN THE CAYMAN ISLANDS WITH LIMITED LIABILITY)
(Stock Code:3633)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Zhongyu Energy Holdings Limited (the "**Company**") will be held at Units 02-06, 24th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 26 June 2026 at 11 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and independent auditor's report of the Company for the year ended 31 December 2025.

2. To declare a final dividend of HK$0.03 per share for the year ended 31 December 2025 ("**Final Dividend**").

3(a). To re-elect Mr. Lui Siu Keung as an executive director of the Company ("**Director**").

3(b). To re-elect Mr. Li Chunyan as an independent non-executive Director.

3(c). To re-elect Ms. Liu Yu Jie as an independent non-executive Director.

3(d). To authorise the board of directors of the Company (the "**Board**") or the Remuneration Committee of the Company to fix the remuneration of the Directors.

4. To appoint Messrs. Deloitte Touche Tohmatsu as the Company's auditor in place of the retiring auditor, KPMG, to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board to fix its remuneration.

And, as special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

5. "**THAT**

(i) subject to paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional shares of nominal value of HK$0.01 each in the share capital of the Company ("**Shares**") (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period (as defined hereafter) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined hereinafter);

(iii) the aggregate number of 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 (i) of this resolution, otherwise than pursuant to:

(a) a Rights Issue (as defined hereinafter);

(b) the exercise of warrants to subscribe for Shares or the exercise of options or awards granted under any ordinary share scheme adopted by the Company; or

(c) an issue of Shares in lieu of whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate number of the Shares in issue (excluding treasury shares) as at the date of the passing of this resolution (or such number of Shares as adjusted to the extent there is a change to the number of the total issued Shares after the date of passing this resolution as a result of sub-division or consolidation of Shares) and this approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) 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 ("**Articles**") or any applicable laws to be held; and

(c) the date on which the revocation, variation or renewal of the issue mandate by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

6. "**THAT**

(i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all powers of the Company to repurchase issued Shares (including but not limited to deciding whether to cancel the Shares repurchased or to keep the Shares repurchased as treasury shares) on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as may be amended from time to time, be and the same is hereby generally and unconditionally approved;

(ii) the aggregate number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury shares) as at the date of the passing of this resolution (or such number of Shares as adjusted to the extent there is a change to the number of the total issued Shares after the date of passing this resolution as a result of sub-division or consolidation of Shares), and this approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and

(c) the date on which the revocation, variation or renewal of the repurchase mandate by an ordinary resolution of the shareholders of the Company in general meeting."

7. "**THAT** conditional upon ordinary resolutions numbered 5 and 6 set out above being passed, the aggregate number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in ordinary resolution numbered 6 above shall be added to the aggregate number of the Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution numbered 5 set out above."

By Order of the Board of
ZHONGYU ENERGY HOLDINGS LIMITED
Wang Wenliang
Chairman

Hong Kong
4 June 2026

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business:
Units 02-06, 24th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

As at the date of this notice, the Board comprises of Mr. Wang Wenliang (Chairman), Mr. Yiu Chi Shing (Vice-Chairman), Mr. Lui Siu Keung (Chief Executive Officer), Mr. Jia Kun (Executive President), Mr. Peng Jun, and Mr. Wang Jichao as the executive Directors, and Mr. Li Chunyan, Dr. Key Ke Liu and Ms. Liu Yu Jie, as the independent non-executive Directors.

Notes:

(1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of such member. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the meeting convened by the above notice. A proxy need not be a member of the Company.

(2) Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then the one of such holders 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. Several executors or administrators of a deceased member of the Company in whose name any share stands shall for this purpose be deemed joint holders thereof.

(3) In order to be valid, the proxy form 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 deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investors 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 meeting or any adjourned meeting.

(4) For the purposes of determining member's eligibility to attend, speak and vote at the AGM, the register of members of Company will be closed as set out below:

Latest time to lodge transfer documents for registration with the Company's branch share registrar and transfer office in Hong Kong	No later than 4:30 p.m. on Monday, 22 June 2026
Closure of register of members	Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive)
Record date to establish the identity of the members of the Company who are entitled to attend and vote at the AGM	Friday, 26 June 2026

During the above closure periods, no transfer of shares will be registered. To be eligible to attend, speak and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investors Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

(5) For the purposes of establishing the identity of the members of the Company who are entitled to qualify for the Final Dividend, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration with the Company's branch share registrar and transfer office in Hong Kong	No later than 4:30 p.m. on Tuesday, 7 July 2026
Closure of register of members	Wednesday, 8 July 2026 to Thursday, 9 July 2026 (both days inclusive)
Record date to establish the identity of the members of the Company who are entitled to qualify for the Final Dividend	Thursday, 9 July 2026

During the above closure periods, no transfer of shares will be registered. To be eligible to qualify for the Final Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investors Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

(6) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.

(7) The registration for attending the AGM will start at 10 a.m. on Friday, 26 June 2026.

(8) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

(9) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the AGM, the AGM will be postponed or adjourned. The Company will post an announcement on the Company's website (www.zhongyuenergy.com) and HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled AGM.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations.

(10) All references to times and dates in this notice are to Hong Kong times and dates.