
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 **China Gas Holdings Limited**, you should at once hand this circular with the accompanying form of proxy, to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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.



CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

**(1) RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at China Gas Building, 188 Meiyuan Road, Luohu District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Friday, 21 August 2026 is set out on page 19 to page 24 of this circular. A form of proxy for use at the AGM is enclosed with the Annual Report which is despatched to you together with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinagasholdings.com.hk>).

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

* For identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I — Explanatory statement	10
Appendix II — Biographical details of Directors proposed to be re-elected at the AGM	13
Notice of AGM	19

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“2026 Share Award Scheme”	the share award scheme adopted by the Company at the special general meeting held on 24 June 2026
“AGM”	the annual general meeting of the Company to be held at China Gas Building, 188 Meiyuan Road, Luohu District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Friday, 21 August 2026 or at any adjournment or postponement thereof, for the purposes of considering and (if thought fit) approving, among others, the resolutions contained in the notice of such meeting as set out on pages 19 to 24 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 March 2026 despatched to the Shareholders together with this circular
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors from time to time
“Bye-laws”	the existing amended and restated bye-laws of the Company from time to time and references to a “Bye-law” are to a bye-law contained therein
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“CGRC Committee”	the corporate governance and risk control committee of the Board
“close associate(s)”	shall have the meaning ascribed to it in the Listing Rules
“Company”	China Gas Holdings Limited, a company incorporated in Bermuda with limited liability, and the issued shares of which are listed on the main board of the Stock Exchange (Stock Code: 384)
“controlling shareholder(s)”	shall have the meaning ascribed to it in the Listing Rules
“core connected person(s)”	shall have the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Dividend”	the final dividend of HK20 cents per Share proposed to be paid to the Shareholders whose names appear on the register of members of the Company on Monday, 31 August 2026 (the record date for determining the entitlement of Shareholders to receive the proposed final dividend)
“Group”	the Company and its subsidiaries and any entities under the management control of the Company or any of its subsidiaries from time to time, and “member of the Group” means any or a specific one of them
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and otherwise deal with new Shares and to sell or transfer Treasury Shares (if any) up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant ordinary resolution
“Latest Practicable Date”	20 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant ordinary resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	shall have the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Treasury Share(s)”	the treasury shares(s) of the Company
“%”	per cent.

LETTER FROM THE BOARD



CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

Executive Directors:

Mr. LIU Ming Hui (*Chairman and President*)

Mr. HUANG Yong (*Executive President*)

Mr. ZHU Weiwei

Ms. LI Ching

Ms. LIU Chang (*Vice President*)

Mr. ZHAO Kun (*Vice President*)

Dr. LIU Mingxing

Non-executive Directors:

Mr. XIONG Bin (*Vice Chairman*)

Mr. Ayush GUPTA

Ms. ZHOU Xueyan

Independent Non-executive Directors:

Mr. ZHAO Yuhua

Dr. MAO Erwan

Ms. CHEN Yanyan

Mr. ZHANG Ling

Dr. MA Weihua

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 1601, 16th Floor

Capital Centre, 151 Gloucester Road

Wan Chai

Hong Kong

27 July 2026

To the Shareholders

Dear Sir or Madam,

- (1) RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with details in relation to the resolutions to be proposed at the AGM, including (i) the renewal of Issue Mandate and Repurchase Mandate; (ii) re-election of Directors; and (iii) re-appointment of auditors. A notice of the AGM containing the resolutions to be proposed at the AGM is set out in this circular.

2. RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 21 August 2025, ordinary resolutions were passed granting general mandates to the Directors, *inter alia*, to issue, allot and deal with Shares and to repurchase Shares.

The existing general mandates will lapse at the conclusion of the AGM. Accordingly, the Issue Mandate and the Repurchase Mandate, respectively, as set out as ordinary resolutions in the notice of the AGM, are now proposed to be granted.

In respect of the Issue Mandate, an ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to allot, issue and otherwise deal with new Shares and to sell or transfer Treasury Shares (if any) up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant ordinary resolution.

In respect of the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant ordinary resolution.

In addition, a separate ordinary resolution will further be proposed, that the Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares of a number equal to the number of the Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, 5,448,152,741 Shares (excluding Treasury Shares, if any) were in issue and fully paid. Assuming that there will be no change in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of the AGM and the ordinary resolution approving the Issue Mandate is passed, the maximum number of Shares that may be issued and Treasury Shares (if any) that may be sold and transferred by the Company will be 544,815,274 Shares pursuant to the Issue Mandate.

If approved by the Shareholders at the AGM, the Issue Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; and (ii) the revocation or variation of such general mandate to issue Shares by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

The Directors, as at the Latest Practicable Date, had no immediate plans to repurchase any Shares or to issue any new Shares (other than the Shares which may fall to be issued under the share option scheme and the share award schemes) pursuant to the relevant mandates.

The explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

3. RE-ELECTION OF DIRECTORS

Pursuant to bye-law 87(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years. Pursuant to bye-law 87(1) of the Bye-laws and the code provision B.2.2. of the CG Code, Mr. LIU Ming Hui, Ms. LI Ching, Mr. Ayush GUPTA, Mr. ZHAO Yuhua and Mr. ZHANG Ling will retire by rotation and being eligible, will offer themselves for re-election at the forthcoming AGM.

At the time of appointment as independent non-executive Directors, Mr. ZHAO Yuhua (“**Mr. ZHAO**”) and Mr. ZHANG Ling (“**Mr. ZHANG**”) have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. They have each submitted to the Stock Exchange a written confirmation concerning their independence to the Company. Mr. ZHAO and Mr. ZHANG have confirmed that there is no subsequent change of circumstances which may affect their independence which would require them to inform the Stock Exchange. The Company has received the annual confirmation of independence from each of Mr. ZHAO and Mr. ZHANG based on the criteria set out in Rule 3.13 of the Listing Rules.

In respect of re-election of Mr. ZHAO and Mr. ZHANG as independent non-executive Directors, (i) the Nomination Committee has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules provided by Mr. ZHAO and Mr. ZHANG and considered that they remain independent; (ii) the Board has assessed and is satisfied with the independence of Mr. ZHAO and Mr. ZHANG; (iii) the Nomination Committee and the Board have reviewed the biographies of Mr. ZHAO and Mr. ZHANG and their past performance, and assessed their suitability for re-election based on their reputation for integrity and extensive experience in their respective fields, having regard to the board diversity policy adopted by the Company; and (iv) the Board is satisfied that through exercising the scrutinising and monitoring function of independent non-executive Directors, Mr. ZHAO and Mr. ZHANG have provided independent and objective judgement and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Mr. ZHAO was appointed as an independent non-executive Director in November 2002. He has served the Company as an independent non-executive Director for more than nine years. The Nomination Committee and the Board have reviewed the past performance of Mr. ZHAO in discharging his duties as an independent non-executive Director, including but not limited to reviewing the attendance records of meetings of the Board and its committees, and are satisfied that Mr. ZHAO has actively participated in meetings, demonstrating the ability to exercise independent judgement and provide a balanced and objective view in relation to the Company's affairs. The Nomination Committee and the Board are also satisfied that Mr. ZHAO meets the independence criteria set out in Rule 3.13 of the Listing Rules and are not aware of any circumstances that are likely to call into question his independence as an independent non-executive Director. Accordingly, the Board is of the view that Mr. ZHAO is independent and should be recommended for re-election at the AGM.

Mr. ZHAO is currently the chairman of the Audit Committee and a member of each of the Nomination Committee, the Remuneration Committee and the CGRC Committee. His in-depth knowledge in the field of finance enables him to provide valuable perspectives and contributions to the Board.

Mr. ZHAO has been continuously demonstrating firm commitments to his various roles. He has placed great importance on high standards of audit. As a member of the Board who possesses extensive knowledge and experience, the Board considers that his professional expertise contributes to the diversity of the Board.

The Board considers that the proposed re-appointment of Mr. ZHAO will bring considerable stability and contributions to the Board. The Board believes that he possesses the character, integrity, independence and expertise necessary to continue fulfilling his role as an independent non-executive Director effectively and will continue to bring valuable experience and knowledge to the Board. Therefore, the Board recommends Mr. ZHAO for re-election as an independent non-executive Director at the AGM.

Pursuant to the code provision B.2.3 of the CG Code, any further appointment of independent non-executive directors serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Accordingly, the re-appointment of Mr. ZHAO at the AGM will be subject to a separate resolution to be approved by the Shareholders in accordance with the Listing Rules.

Details of the above Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as the external auditors of the Company to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 March 2027. The re-appointment of the auditors of the Company has been reviewed by the Audit Committee which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the AGM.

LETTER FROM THE BOARD

As disclosed in the Annual Report, the remuneration paid/payable to the Company's external auditors of the Group in respect of audit services for the year amounted to HK\$19,732,000.

When determining the fee in respect of audit services for the year ending 31 March 2027, the Company and its auditors will take into account a number of relevant factors, including (i) the current structure and complexity of the business and operations of the Group, (ii) the expected audit scope and reporting requirement, (iii) the anticipated audit timetable; and (iv) the level of audit resources and expertise required. It is currently expected that, barring unforeseeable circumstances, the estimated audit fee would not be materially deviated from the audit fee for the year ended 31 March 2026, subject to the relevant factors at the time.

5. AGM

A notice convening the AGM to be held at China Gas Building, 188 Meiyuan Road, Luohu District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Friday, 21 August 2026 is set out on pages 19 to 24 of this circular.

Closure of Register of Members

For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 August 2026 to Friday, 21 August 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Friday, 21 August 2026. In order to qualify for attending and voting at the AGM to be held on Friday, 21 August 2026, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 17 August 2026.

For the purpose of determining the identity of the Shareholders who are entitled to receive the proposed final Dividend for the year ended 31 March 2026, the register of members of the Company will be closed from Thursday, 27 August 2026 to Monday, 31 August 2026 (both days inclusive), during which period no transfer of Shares will be registered. Subject to approval of the Shareholders at the AGM, the proposed final Dividend will be payable to the Shareholders whose names appear on the register of members of the Company on Monday, 31 August 2026. In order to qualify for the proposed final Dividend, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 26 August 2026.

Voting by Way of Poll

Pursuant to Rule 13.39(4) of the Listing Rules and bye-law 66 of the Bye-laws, at any general meeting of the Company, any resolution put to the vote of the Shareholders at a general meeting shall be taken by poll, other than a resolution which relates purely to a procedural or

LETTER FROM THE BOARD

administrative matter which may be decided by the chairman of the AGM in good faith to be voted by a show of hands. The Company will appoint a scrutineer to handle vote-taking procedures at the AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is required to abstain from voting in respect of any of the resolutions proposed at the AGM pursuant to the Listing Rules.

Recommendation

The Directors are of the opinion that the resolutions to be proposed at the AGM as referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

If Shareholders have any questions relating to the AGM, please contact the Company's branch share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990/2529 6087
Website: www.computershare.com/hk/contact

6. RESPONSIBILITY STATEMENT

This circular (including its appendices), 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 (including its appendices) 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 (including its appendices) misleading.

7. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
On behalf of the Board
CHINA GAS HOLDINGS LIMITED
LIU Ming Hui
Chairman and President

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

The Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its fully-paid up shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval of a particular transaction or by a general mandate to the directors of the company to make such repurchases.

As at the Latest Practicable Date, the total issued share capital of the Company was 5,448,152,741 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that there will be no change in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 544,815,274 Shares (excluding Treasury Shares, if any).

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole.

Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider it appropriate to repurchase the Shares, they believe that an ability to do so would give the Company flexibility that would be beneficial to the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. SOURCE OF FUNDS OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the applicable laws and regulations of Bermuda. The laws of Bermuda provide that: (i) the amount of capital repaid in connection with a repurchase of Shares may only be paid, with respect to the par value of the Shares to be repurchased, out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose of the repurchase; (ii) the amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company; (iii) no

purchase by the Company of its own Shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due; and (iv) the Shares so repurchased would be treated as cancelled or they may be held as treasury shares but the aggregate amount of authorised share capital of the Company would not be reduced.

On the basis of the consolidated financial position of the Company as at 31 March 2026 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, no purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in its latest published audited financial statements).

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the following months up to and including the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2025		
July	8.60	7.30
August	8.50	7.65
September	8.07	7.58
October	8.33	7.52
November	8.85	7.95
December	8.58	7.66
2026		
January	8.10	7.52
February	8.30	7.53
March	8.37	7.08
April	7.56	7.12
May	7.64	6.75
June	7.13	5.17
July (up to the Latest Practicable Date)	5.88	5.18

5. GENERAL

The Directors, so far as the same may be applicable, will exercise the powers of the Company to make purchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and Bye-laws and the applicable laws and regulations of Bermuda. The Directors have also confirmed not to repurchase any Shares if there is less than a minimum of 25% of the total number of issued Shares in public hands.

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge, information and belief, having made all reasonable enquiries, any of their close associates, had any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved at the AGM.

As at the Latest Practicable Date, no core connected persons of the Company had notified the Company that they had a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make purchases of the Shares.

The Directors confirm that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

6. EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code if the Share Repurchase Mandate is exercised.

To the best knowledge of the Directors, there are no Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of such increase as a result of the Repurchase Mandate exercised in full.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not made any repurchase of the Shares during the six months prior to the Latest Practicable Date.

As required by the Listing Rules, the particulars of the Directors proposed to be re-elected at the AGM are set out in this Appendix II.

Mr. LIU Ming Hui, aged 63, is currently the chairman of the Board and the president of the Group. He is also the chairman of the Executive Committee and the Nomination Committee, a vice chairman of the Sustainability Committee and a director of Zhongran Investment Limited Company, Zhongran Gas Industrial (Shenzhen) Company Limited* (中燃燃氣實業(深圳)有限公司), YPH Inc., China Gas Biomass Energy Technology (Asia) Limited, China Gas Hongming Electricity Sales Limited* (中燃宏明電力銷售有限公司) and certain subsidiaries of the Company. Mr. LIU was appointed as a non-executive Director in August 2012 and was elected as an executive Director in September 2012. Mr. LIU was a non-executive Director from April 2002 to July 2002, an executive Director from July 2002 to April 2011 and the managing director of the Company from July 2002 to January 2011. He was re-appointed as the managing director and president of the Company in August 2012. Mr. LIU is the founder of the Group. He is fully responsible for the development and operational management of the Group, overseeing the management of the Talent Management Centre, Investment and Development Centre, new business development and digital construction. Mr. LIU received a bachelor's degree in science from Hebei Normal University in 1984, a master's degree in political economics from the Graduate School of Renmin University of China in 1999 and completed the education of DBA (Doctor of Business Administration) programme from the Shenzhen Research Institute of Renmin University of China in 2006. He has substantial experience in the infrastructure and energy industry in China. He is the elder brother of Dr. LIU Mingxing (executive Director) and the father of Ms. LIU Chang (executive Director). Mr. LIU is the director of China Gas Group Limited, which has discloseable interests in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO, relevant information of which is disclosed in the Directors' Report of the Annual Report.

Save as disclosed above, Mr. LIU had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as disclosed above, Mr. LIU does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was an employment contract (approved by the Shareholders in the 2018 annual general meeting) between the Company and Mr. LIU in his capacity as a managing director and president of the Group for a term of 10 years, under which Mr. LIU is entitled to a monthly salary of HK\$756,687, housing allowance of up to HK\$100,000 per month and discretionary bonus (in the form of cash and/or shares of the Company) as may be approved by the Remuneration Committee with reference to his roles and responsibilities and the prevailing market conditions. The basic salary of Mr. LIU shall be reviewed annually and may be adjusted at the discretion of the Remuneration Committee, in accordance with the salary adjustment level of our Group in the preceding financial year.

Mr. LIU entered into an appointment letter with the Company in his capacity as an executive Director. He has no designated length of service with the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. LIU was deemed to be interested in a total of 1,005,102,328 Shares, comprising: (i) 300,471,228 Shares beneficially owned by him; (ii) 334,631,100 Shares beneficially owned by Joint Coast Alliance Market Development Limited (“**Joint Coast**”), a company wholly-owned by him directly; (iii) 100,000,000 Shares beneficially owned by China Gas Group Limited, which was owned as to 50% by Joint Coast; and (iv) 270,000,000 Shares awarded pursuant to 2026 Share Award Scheme.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Mr. LIU has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Ms. LI Ching, aged 68, is currently a member of the Executive Committee and a director of certain subsidiaries of the Company. Ms. LI was appointed as an executive Director in January 2014. She is responsible for business management and operation of gas supply and infrastructure projects in China. Since 1998, she has been an executive director of Fortune Oil Limited (formerly known as Fortune Oil PLC and was listed on the London Stock Exchange) which has discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors’ Report of the Annual Report. She has been working in Fortune Oil Limited for 28 years. Prior to joining Fortune Oil Limited, Ms. LI worked in China North Industries Corporation for 15 years and was in charge of finance and audit departments. Ms. LI received a bachelor’s degree in economics from Central University of Finance and Economics in 1982. She has extensive experience in finance and corporate management.

Save as disclosed above, Ms. LI had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did she have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, save as disclosed above, Ms. LI does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service contract between the Company and Ms. LI which falls within the meanings of Rule 13.68 of the Listing Rules requiring prior approval of Shareholders at general meetings. Ms. LI entered into an appointment letter with the Company in her capacity as an executive Director. Her term is for the period from the date of appointment up to her retirement by rotation at least once every three years and in accordance with the Bye-laws. Pursuant to the Bye-laws, she is subject to retirement from office by rotation at least every three years and is eligible for re-election by Shareholders. Ms. LI is entitled to a monthly salary of HK\$77,000 and discretionary bonus as may be approved by the Remuneration Committee with reference to her roles and responsibilities and the prevailing market conditions. The basic salary of Ms. LI shall be reviewed annually and may be adjusted at the discretion of the Remuneration Committee, in accordance with the salary adjustment level of our Group in the preceding financial year.

As at the Latest Practicable Date, Ms. LI held 2,000,000 Shares.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Ms. LI has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Mr. Ayush GUPTA, aged 55, is currently a member of the CGRC Committee. Mr. GUPTA was appointed as a non-executive Director in December 2023. He is currently a full time director of GAIL (India) Limited (“GAIL”) which is a company listed on the National Stock Exchange of India Limited (stock code: GAIL) and BSE Limited, Bombay (stock code: 532155), the chairman of GAIL Mangalore Petrochemicals Limited and a director of GAIL Gas Limited, both being wholly-owned subsidiaries of GAIL. He is also a director of ONGC Tripura Power Company Limited. Mr. GUPTA joined GAIL in May 1998 and is currently responsible for human resources operations of GAIL. Mr. GUPTA received a bachelor’s degree in electrical engineering from University of Roorkee, India in 1992, a master’s degree in business administration in 2003 and a post-graduate diploma in human resources management in 2023, both from Indira Gandhi National Open University. He has also completed the Chevening Rolls-Royce Science, Innovation & Policy Leadership Programme from Saïd Business School of University of Oxford in 2013. He has over 34 years of rich experience in human resources management, project management and operations as well as maintenance in oil & gas and process industry.

Save as disclosed above, Mr. GUPTA had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. GUPTA does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service contract between the Company and Mr. GUPTA which falls within the meanings of Rule 13.68 of the Listing Rules requiring prior approval of Shareholders at general meetings. Mr. GUPTA entered into an appointment letter with the Company in his capacity as a non-executive Director of the Company. His term is for the period from the date of appointment up to his retirement by rotation at least once every three years and in accordance with the Bye-laws. Pursuant to the Bye-laws, he is subject to retirement from office by rotation at least once every three years and is eligible for re-election by Shareholders. Mr. GUPTA is entitled to a director’s fee as may be approved by the Board of the Company with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. GUPTA, as a non-executive Director, is entitled to an annual Director’s fee of HK\$264,000 and discretionary bonus. He is also entitled to an annual fee of HK\$66,000 as a member of the CGRC Committee.

As at the Latest Practicable Date, Mr. GUPTA did not hold any Shares and share options entitling him to subscribe for Shares.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Mr. GUPTA has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Mr. ZHAO Yuhua, aged 58, is currently the chairman of the Audit Committee and a member of each of the Nomination Committee, the Remuneration Committee and the CGRC Committee. Mr. ZHAO was appointed as an independent non-executive Director in November 2002. He has been engaging in corporate financing and financial advisory business since 1993. Mr. ZHAO received a bachelor's degree and a master's degree in economics from Nankai University in 1989 and 1993 respectively. He has substantial experience in finance.

Save as disclosed above, Mr. ZHAO had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. ZHAO does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service contract between the Company and Mr. ZHAO which falls within the meanings of Rule 13.68 of the Listing Rules requiring prior approval of Shareholders at general meetings. Mr. ZHAO has entered into a letter of appointment with the Company in his capacity as an independent non-executive Director. His term is for the period from the date of appointment up to his retirement by rotation at least once every three years and in accordance with the Bye-laws. Pursuant to the Bye-laws, he is subject to retirement from office by rotation at least once every three years and is eligible for re-election by Shareholders. Mr. ZHAO is entitled to a director's fee as may be approved by the Board of the Company with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. ZHAO, as an independent non-executive Director, is entitled to an annual Director's fee of HK\$420,000 and discretionary bonus. He is also entitled to an annual fee of HK\$330,000 as the chairman of the Audit Committee and a member of each of the Nomination Committee, the Remuneration Committee and the CGRC Committee.

As at the Latest Practicable Date, Mr. ZHAO held 2,400,000 Shares.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Mr. ZHAO has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Mr. ZHANG Ling, aged 70, is currently a member of each of the Audit Committee, the Remuneration Committee and the CGRC Committee. Mr. ZHANG was appointed as an independent non-executive Director in November 2017. He is currently a lawyer of Beijing DeHeng Law Office and a senior academic advisor of the Chinese Society of Criminology. He was a professor and a mentor of doctoral students at the China University of Political Science and Law, a director of the China Law Society, an executive vice president and a legal representative of the Chinese Society of Criminology, the person-in-charge of the National Victimology Professional Committee* (全國被害人學專業委員會) and an officer of the Asian Law (Eastern Asia) Research Institution of the China University of Political Science and Law and a committee member of the expert consultation committee of the Fourth Court of Beijing People's Procuratorate (Railway Inspections)* (北京市檢察院第四分院(鐵檢分院)). Mr. ZHANG served as an independent director of Huadian Energy Company Limited (Shanghai Stock Exchange Stock Code: 600726) from April 2008 to April 2014, Luzhou Laojiao Co., Ltd. (Shenzhen Stock Exchange Stock Code: 000568) from May 2012 to May 2018 and Zhengzhou Sino-Crystal Diamond Co., Ltd. (Shenzhen Growth Enterprise Market Stock Code: 300064) (delisted in June 2022) from June 2014 to May 2020. In 1999, Mr. ZHANG was an external lecturer in the law department of Aichi University in Japan. From 2000 to 2002, Mr. ZHANG was a foreign researcher in the law research centre of Waseda University in Japan. Subsequently, Mr. ZHANG served as the deputy procurator and a committee member of the inspection committee of Beijing Chaoyang People's Procuratorate* (北京市朝陽區檢察院) during 2004 to 2010. Mr. ZHANG received a master's degree in law from Jilin University in 1987, a doctorate degree in law from the same university in 1995 and a doctorate degree in law from Waseda University in Japan in 2002. He has substantial experience in law and legal affairs, as well as risk management.

Save as disclosed above, Mr. ZHANG had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. ZHANG did not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service contract between the Company and Mr. ZHANG which falls within the meanings of Rule 13.68 of the Listing Rules requiring prior approval of Shareholders at general meetings. Mr. ZHANG entered into an appointment letter with the Company in his capacity as an independent non-executive Director. His term is for the period from the date of appointment up to her retirement by rotation at least once every three years and in accordance with the Bye-laws. Pursuant to the Bye-laws, he is subject to retirement from office by rotation at least once every three years and is eligible for re-election by Shareholders. Mr. ZHANG is entitled to a Director's fee as may be approved by the Board of the Company with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. ZHANG, as an independent non-executive Director, is entitled to an annual Director's fee of HK\$420,000 and discretionary bonus. He is also entitled to a total annual fee of HK\$198,000 as a member of each of the Audit Committee, the Remuneration Committee and the CGRC Committee.

As at the Latest Practicable Date, Mr. ZHANG did not hold any Shares and share options entitling him to subscribe for Shares.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Mr. ZHANG has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

* *For identification purpose only*

NOTICE OF AGM



CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of China Gas Holdings Limited (the “**Company**”) will be held at China Gas Building, 188 Meiyuan Road, Luohu District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Friday, 21 August 2026 for the following purposes:

AS ORDINARY BUSINESS

To consider and, if thought fit, pass with or without amendments, each of the following resolutions as ordinary resolutions of the Company:

1. To receive and approve the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2026;
2. To declare a final dividend of HK20 cents per share for the year ended 31 March 2026;
3. (a) To re-elect, each as a separate resolution, the following directors of the Company:
 - i. To re-elect Mr. LIU Ming Hui as an executive director of the Company;
 - ii. To re-elect Ms. LI Ching as an executive director of the Company;
 - iii. To re-elect Mr. Ayush GUPTA as a non-executive director of the Company;
 - iv. To re-elect Mr. ZHAO Yuhua as an independent non-executive director of the Company; and
 - v. To re-elect Mr. ZHANG Ling as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration;

* For identification purposes only

NOTICE OF AGM

4. To re-appoint the auditors of the Company and to authorise the Board to fix the auditors' remuneration;

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without amendments, each of the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable) as amended from time to time, subject to and in accordance with all applicable laws, rules and regulations and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
 - (b) the total number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue (excluding the treasury shares of the Company (the **“Treasury Shares”**)) as at the date of passing this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

6. **“THAT:**

- (a) subject to the following paragraphs of this resolution and subject to and in accordance with all applicable laws, rules and regulations and the Bye-laws of the Company, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to sell and transfer any Treasury Shares and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares of the Company (including warrants, bonds, notes and debentures convertible into shares of the Company) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) an issue of shares pursuant to any specific authority granted by shareholders of the Company in general meeting, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures convertible into shares of the Company;
 - (iii) the grant of options and the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; or

NOTICE OF AGM

- (v) any adjustment, after the date of grant or issue of any options, rights to subscribe for or convert any security into shares or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities,

shall not exceed an aggregate of 10% of the total number of shares of the Company in issue (excluding Treasury Shares, if any) as at the date of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to 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).”

NOTICE OF AGM

7. “**THAT** conditional upon the passing of resolutions numbered 5 and 6 above set out in this notice, the general mandate granted to the Directors to issue, allot and deal with additional shares of the Company and to sell and transfer any Treasury Shares and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares in the Company pursuant to resolution numbered 6 set out in this notice be and is hereby extended by the addition to it of an amount representing the total number of shares of the Company which are repurchased by the Company pursuant to and since the granting to the Company of the general mandate to repurchase shares in accordance with resolution numbered 5 set out in this notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (excluding Treasury Shares, if any) as at the date of the passing of this resolution.”

On behalf of the Board
CHINA GAS HOLDINGS LIMITED
LIU Ming Hui
Chairman and President

Hong Kong, 27 July 2026

Principal Place of Business in Hong Kong:

Room 1601
16th Floor
Capital Centre
151 Gloucester Road
Wan Chai
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. Any shareholder of the Company entitled to attend and vote at the above meeting (or at any adjournment or postponement thereof) is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. A form of proxy for use in connection with the AGM is enclosed with the Annual Report. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority notarially certified must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment or postponement thereof (as the case may be).

NOTICE OF AGM

3. For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 August 2026 to Friday, 21 August 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Friday, 21 August 2026. In order to qualify for attending and voting at the AGM to be held on Friday, 21 August 2026, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 17 August 2026.

For the purpose of determining the identity of the Shareholders who are entitled to receive the proposed final dividend for the year ended 31 March 2026, the register of members of the Company will be closed from Thursday, 27 August 2026 to Monday, 31 August 2026 (both days inclusive), during which period no transfer of Shares will be registered. Subject to approval of the shareholders of the Company at the AGM, the proposed final dividend will be payable on or about Friday, 2 October 2026 to the Shareholders whose names appear on the register of members of the Company on Monday, 31 August 2026. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 26 August 2026.

4. Where there are joint holders of any shares, any one of such joint holders may vote at the meeting (or at any adjournment or postponement thereof) personally or by proxy in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 joint holding.
5. A circular containing the information regarding the resolutions to be tabled at the meeting will be sent to the Shareholders together with this notice and the Annual Report.
6. As at the date of this Notice, Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LI Ching, Ms. LIU Chang, Mr. ZHAO Kun and Dr. LIU Mingxing are the executive Directors, Mr. XIONG Bin, Mr. Ayush GUPTA and Ms. ZHOU Xueyan are the non-executive Directors and Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. CHEN Yanyan, Mr. ZHANG Ling and Dr. MA Weihua are the independent non-executive Directors.