港華智慧能源有限公司
Towngas Smart Energy Company Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1083)

RE-DESIGNATION OF DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

Mr. Kenneth Liu Kai-lap has been re-designated from a Non-executive Director to an Independent Non-executive Director, and has been appointed as a member of each of the Board Audit and Risk Committee, Remuneration Committee and Nomination Committee of the Company with effect from 9th September 2026.

The board of directors (the "**Board**") of Towngas Smart Energy Company Limited (the "**Company**", and together with its subsidiaries, the "**Group**") announces that Mr. Kenneth Liu Kai-lap ("**Mr. Liu**"), a Non-executive Director of the Company, has been re-designated from a Non-executive Director to an Independent Non-executive Director with effect from 9th September 2026 (the "**Re-designation**"). The Board also announces that Mr. Liu has been appointed as a member of each of the Board Audit and Risk Committee, Remuneration Committee and Nomination Committee with effect from 9th September 2026.

Mr. Liu, aged 52, has been a Non-executive Director of the Company since November 2021. Mr. Liu obtained a Bachelor of Science in Computer Science degree from the University of Washington.

Mr. Liu has over 20 years of experience investing in and advising companies in Greater China across a wide range of industries, including consumer and retail, industrials, business services, technology, media telecommunications, and healthcare. He joined Affinity Equity Partners (a buyout fund manager managing private equity funds) in 2006 and was part of the founding team in 2012 to set up its franchise in the Chinese mainland which is based in Beijing. In 2021, Clean Energy Ecosystem Pte. Ltd. ("**Clean Energy**"), a company controlled by a fund advised by Affinity Equity Partners group, subscribed for 116,783,333 shares in the Company and certain convertible bonds due 2026 issued by the Company (the "**Convertible Bonds**"). Mr. Liu was nominated by Clean Energy as a Non-executive Director under the terms of the relevant subscription agreement dated 25th October 2021. Since the redemption of the Convertible Bonds by the Company on 7th July 2026, Clean Energy no longer has a right to nominate any director to the Board. It continues to hold 116,783,333 shares in the Company, representing 3.09% of the issued Shares as at the date of this announcement. Mr. Liu resigned as a Partner of Affinity Equity Partners and directors of its various investee companies with effect from 10th July 2026. Mr. Liu continues to hold modest vested carried-interest entitlements in the relevant shared carry pools linked to the performance of certain funds managed by Affinity Equity Partners (the "**Affinity Funds**"), arising from his prior service to Affinity Equity Partners group.

Prior to making his career in private equity, he spent his early career in the technology sector, and worked as a senior software engineer at Amazon's headquarters in Seattle, Washington until 2000. Mr. Liu is currently a director of Escend Capital Management Limited.

Save as disclosed above, Mr. Liu did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the previous 3 years, or hold any other major appointments or professional qualifications.

As at the date of this announcement, Mr. Liu has not entered into nor proposed to enter into any service contract with the Company which falls within the meaning of Rule 13.68 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") requiring the prior approval of shareholders of the Company at general meetings.

In respect of the Re-designation, Mr. Liu has entered into a new letter of appointment with the Company. According to the new letter of appointment, he has been re-designated as an Independent Non-executive Director for the term commencing from 9th September 2026 until the conclusion of the next following annual general meeting of the Company, whereupon he shall be eligible for re-election at that meeting. Mr. Liu's appointment is subject to the Listing Rules and the provisions of the memorandum and articles of association of the Company in force from time to time, including but not limited to, the requirements for retirement, rotation, re-election and vacation of office of directors as set forth in the articles of association of the Company. Mr. Liu shall receive a director's fee of HK$200,000 per annum for acting as an Independent Non-executive Director and extra fees of HK$300,000 per annum in aggregate for acting as member of each of the Board Audit and Risk Committee, Remuneration Committee and Nomination Committee of the Company respectively, subject to review by the Board from time to time with reference to his duties and responsibilities and the Company's performance and profitability. The remuneration payable to Mr. Liu was determined having regard to the current level of director's fee payable by the Company to its Independent Non-executive Directors as well as his duties and responsibilities.

As at the date of this announcement, Mr. Liu did not have any interests in the shares in the Company within the meaning of Part XV of the SFO. So far as the Directors are aware, save as disclosed herein, as at the date of this announcement, (a) Mr. Liu did not have any relationship with any other directors of the Company, or senior management or substantial or controlling shareholders of the Company; and (b) there were no other matters concerning Mr. Liu that need to be brought to the attention of the shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.

In assessing and reviewing the independence of Mr. Liu, the Nomination Committee and the Board have taken into account the following factors:

(i) Mr. Liu has resigned from Affinity Equity Partners group and no longer has any employment, office or advisory role with it. Clean Energy's right to nominate a director has ceased and there is no longer any contractual or other mechanism by which Affinity Equity Partners group can require Mr. Liu to remain on the Board or influence his position as a director. Accordingly, Mr. Liu is not currently on the Board specifically to protect the interests of the Affinity Equity Partners group.

(ii) Mr. Liu's relatively immaterial vested carried-interest entitlements in the relevant shared carry pools of the Affinity Funds, which are passive economic entitlements (without any current management, voting, approval, information or decision-making rights in respect of Affinity Equity Partners group), will not affect his ability to exercise independent judgement as an Independent Non-executive Director and will not impair or influence his independence. Clean Energy is not, and was not at any relevant time, a substantial shareholder of the Company, and its right and capacity as a shareholder of the Company are the same as those of any other shareholder with no misalignment of interest.

(iii) Since Mr. Liu's appointment as a Non-executive Director, he has served only in a non-executive capacity, has not been involved in the day-to-day management or executive functions of the Company, and has not acted as part of the executive management of the Group. He was able to evaluate business issues, strategic proposals and risks objectively, and contribute industry insight together with an external perspective in board deliberations. Rule 3.13(7) of the Listing Rules therefore does not preclude the Re-designation.

(iv) There are no other factors that affects or may affect his independence in acting as an Independent Non-executive Director.

Mr. Liu has disclosed the matters as mentioned above, and confirmed his independence with regard to each of the factors set out in Rule 3.13 of the Listing Rules. Mr. Liu has also confirmed that (1) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (2) there are no other factors that may affect his independence as an Independent Non-executive Director.

In light of the above, the Nomination Committee and the Board consider Mr. Liu to be independent and the appointment of Mr. Liu as an Independent Non-executive Director is in the best interest of the Company and its shareholders as a whole.

By Order of the Board
Towngas Smart Energy Company Limited
Elsa Wong Lai-kin
Company Secretary

Hong Kong, 9th September 2026

As at the date of this announcement, the Board comprises:

Non-executive Director:
Dr. the Hon. Lee Ka-kit *(Chairman)*

Executive Directors:
Mr. Peter Wong Wai-yee *(Chief Executive Officer)*
Dr. John Qiu Jian-hang *(Chief Operating Officer – Renewable Business)*
Mr. Zhou Heng-xiang *(Chief Operating Officer – Mainland Gas Business)*

Independent Non-executive Directors:
Dr. the Hon. Moses Cheng Mo-chi
Mr. Brian David Li Man-bun
Dr. Christine Loh Kung-wai
Mr. Kenneth Liu Kai-lap