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中裕燃氣控股有限公司

ZHONGYU GAS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3633)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of Zhongyu Gas Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) will be held at Unit 04-06, 28th Floor, China Merchants Tower, Shun Tak Centre, 168 Connaught Road Central, Hong Kong on Tuesday, 17 December 2019 at 11:00 a. m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) the amended and restated articles of association of the Company in the form produced to the EGM, marked “A” and produced to the meeting and for the purpose of identification, initialed by the chairman of the EGM, be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the amended and restated articles of association of the Company.”

ORDINARY RESOLUTION

“THAT:

- (a) the amendment of the vesting period of 108,123,500 options (the **“Employees’ Options”**) granted by the Company on 5 January 2018 and held by the employees of the Group such that those Employees’ Options will become vested and immediately exercisable upon the approval of this resolution until 4 January 2028 be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the amendment of the vesting period of the Employees’ Options and all matters incidental to, ancillary to or in connection with the matters contemplated therein.”

By order of the board of Directors of
Zhongyu Gas Holdings Limited
Wang Wenliang
Chairman

Hong Kong, 20 November 2019

Registered office:

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

Principal place of business:

Unit 04-06, 28th Floor
China Merchant Tower
Shun Tak Centre
168 Connaught Road Central
Hong Kong

Notes:

- (i) A member entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and, subject to the provisions of the articles of association of the Company, to vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member.
- (ii) A form of proxy for use at the EGM is enclosed with the circular of the Company dated 20 November 2019. Such form is also available at the website of the Stock Exchange at <http://www.hkex.com.hk>. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the

EGM or any adjournment thereof. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (iii) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior 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 in respect of the joint holding.
- (iv) For the purposes of determining member's eligibility to attend, speak and vote at the EGM, the Register of Members 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 Wednesday, 11 December 2019
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Closure of Register of Members	Thursday, 12 December 2019 to Tuesday, 17 December 2019 (both days inclusive)
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Record date to establish the identity of the members of the Company who are entitled to attend and vote at the EGM	Tuesday, 17 December 2019
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During the above closure period, no transfer of shares will be registered. To be eligible to attend, speak and vote at the EGM, 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than the aforementioned latest time.

- (v) Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions set out in this notice will be decided by poll at the EGM.
- (vi) The registration for attending the EGM will start at 10:30 a. m. on Tuesday, 17 December 2019.
- (vii) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (viii) 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 EGM, the EGM will be postponed or adjourned. The Company will post an announcement on the Company's website (www.zhongyugas.com) and HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled EGM. The EGM 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 EGM under bad weather condition bearing in mind their own situations.
- (ix) All references to times and dates in this notice are to Hong Kong times and dates.

As at the date of this announcement, the Board comprises of Mr. Wang Wenliang (Chairman), Mr. Lui Siu Keung (Chief Executive Officer), Mr. Lu Zhaocheng, Mr. Li Yan and Mr. Jia Kun, as the executive Directors, Mr. Xu Yongxuan (Vice-Chairman), as the non-executive Director and Mr. Li Chunyan, Dr. Luo Yongtai and Ms. Liu Yu Jie, as the independent non-executive Directors.