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湖州燃气股份有限公司

**Huzhou Gas Co., Ltd.\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6661)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
DATE OF EGM AND  
BOOK CLOSURE PERIOD**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Huzhou Gas Co., Ltd.\* (the “**Company**”) hereby announces that the Board proposes to make certain amendments to the articles of association of the Company (the “**Articles of Association**”) as further set forth below in this announcement. Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus of the Company dated 29 June 2022 (the “**Prospectus**”).

As disclosed in the announcements of the Company dated 4 August 2022 and 5 August 2022, the Over-allotment Option as described in the Prospectus was partially exercised by BOCOM International Securities in respect of an aggregate of 2,714,500 H Shares to cover over-allocation in the International Placing. In order to reflect changes in the Company’s registered capital and share capital structure, the Board proposes to make amendments to the Articles of Association in relation to the registered capital and share capital structure. Accordingly, it is intended that the following specific amendments should be made to the Articles of Association:

Original article	Article after amendment
<p><b>Article 23</b></p> <p>Subject to the approval of the company approval authority authorised by the State Council, 150 million ordinary shares were issued to the promoters upon the establishment of the Company, all of which were subscribed and held by the promoters, and the shareholdings of the promoters upon the establishment of the Company were as follows: Huzhou City Investment &amp; Development Group Co., Ltd. holds 89,457,540 shares, with a shareholding of 59.6384%, while Xinao (China) Gas Investment Company Limited holds 60,542,460 shares, with a shareholding of 40.3616%.</p> <p>Subject to the approval of the competent securities supervision authority of the State Council, the Company may issue up to 50 million H Shares, and if the over-allotment option is exercised in full, the Company may issue up to 57.5 million H Shares.</p> <p>Upon completion of the above issue, if the over-allotment option is not exercised, the share capital structure of the Company will be:</p> <p>The total number of ordinary shares issued by the Company would be 200 million shares. Of which, domestic shareholders shall hold 150 million shares, representing a shareholding of 75%; and shareholders of overseas listed foreign invested shares shall hold 50 million shares, representing a shareholding of 25%.</p>	<p><b>Article 23</b></p> <p>Subject to the approval of the company approval authority authorised by the State Council, 150 million ordinary shares were issued to the promoters upon the establishment of the Company, all of which were subscribed and held by the promoters, and the shareholdings of the promoters upon the establishment of the Company were as follows: Huzhou City Investment &amp; Development Group Co., Ltd. holds 89,457,540 shares, with a shareholding of 59.6384%, while Xinao (China) Gas Investment Company Limited holds 60,542,460 shares, with a shareholding of 40.3616%.</p> <p>Subject to the approval of the competent securities supervision authority of the State Council, the Company may issue up to 50 million H Shares, and if the over-allotment option is exercised in full, the Company may issue up to 57.5 million H Shares.</p> <p>Upon completion of the above issue <u>and partial exercise of the over-allotment option</u>, the share capital structure of the Company <u>is</u>:</p> <p>The total number of ordinary shares issued by the Company <u>is 202,714,500</u> shares. Of which, domestic shareholders <u>hold 150,000,000</u> shares, representing a <u>shareholding of approximately 74%</u>; and shareholders of overseas listed foreign invested shares hold <u>52,714,500</u> million shares, representing a shareholding of <u>approximately 26%</u>.</p>

<b>Original article</b>	<b>Article after amendment</b>
<p>Upon completion of the above issue, if the over-allotment option is exercised in full, the share capital structure of the Company will be:</p> <p>The total number of ordinary shares issued by the Company would be 207.5 million shares. Of which, domestic shareholders shall hold 150 million shares, representing a shareholding of 72.29%; and shareholders of overseas listed foreign invested shares shall hold 57.5 million shares, representing a shareholding of 27.71%.</p>	
<p><b>Article 26</b></p> <p>The registered capital of the Company upon its incorporation is RMB150 million. If the over-allotment option is not exercised, the registered capital of the Company shall be RMB200 million. If the over-allotment option is exercised in full, the registered capital of the Company shall be RMB207.5 million.</p>	<p><b>Article 26</b></p> <p>The registered capital of the Company upon its incorporation is RMB150 million. <u>Upon partial exercise of the over-allotment option, the registered capital of the Company is RMB202,714,500.</u></p>

Notwithstanding the proposed amendments to the Articles of Association, the contents of the other chapters and articles of the Articles of Association shall remain unchanged.

The English translations of the original text and the text after amendment of the articles subject to amendment are included in this announcement. The original language version, i.e. the Chinese version, of the same is set forth in the Chinese version of this announcement. The English translations are included for reference only and in the event of any inconsistency, the Chinese version of the articles shall prevail.

## CONDITIONS FOR THE AMENDMENTS

An extraordinary general meeting of the Company (the “EGM”) will be convened for the Shareholders to consider and, if thought fit, approve the above amendments to the Articles of Association. The proposed amendments to each of the above articles will be put forward for approval by the Shareholders by way of a special resolution at the EGM.

The filings with the relevant authorities in the PRC in respect of the proposed amendments to the Articles of Association will be made after the passing of the relevant special resolution by the Shareholders at the EGM.

The amendments to the Articles of Association will take effect on the date on which the proposed amendments are approved at the EGM.

## EGM

The EGM will be convened and held on Friday, 23 September 2022 for the Shareholders to consider and, if thought fit, approve, the proposed amendments to the Articles of Association. A circular containing, among others, (i) further details of the proposed amendments to the Articles of Association; and (ii) the notice of the EGM, together with a form of proxy for the use at the EGM, will be despatched to the Shareholders as soon as practicable.

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 20 September 2022 to Friday, 23 September 2022, both days inclusive, during which period no transfer of shares will be effected.

In order to be eligible to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates with 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 Monday, 19 September 2022 (Hong Kong time) for registration. Shareholders whose names appear on the Company’s register of members on Friday, 23 September 2022 are entitled to attend and vote at the EGM.

By order of the Board  
**Huzhou Gas Co., Ltd.\***  
**Wang Hua**  
Chairman

Huzhou, the PRC, 26 August 2022

*As at the date of this announcement, 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 Xinfa as independent non-executive Directors.*

\* For identification purposes only