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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)**

## **NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that a class meeting of the domestic shareholders ("**Domestic Shareholders' Class Meeting**") of Huzhou Gas Co., Ltd.\* (湖州燃气股份有限公司) (the "**Company**") will be held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the People's Republic of China ("**PRC**") on Tuesday, 16 January 2024 immediately after the conclusion of the extraordinary general meeting and the H shareholders' class meeting of the Company or any adjournment thereof (whichever the later) to consider, and if thought fit, pass (with or without amendments or supplements) the following resolution:

### **SPECIAL RESOLUTION**

1. To consider and approve
  - (a) the proposed amendments ("**Proposed Amendments**") to the articles of association ("**Articles of Association**") of the Company, the details of which are set forth in Appendix II to the circular of the Company dated 28 December 2023;
  - (b) the proposed adoption of the amended and restated articles of association ("**New Articles of Association**") of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification, which consolidates all the Proposed Amendments, in substitution for and to the exclusion of the Articles of Association with immediate effect after the close of the meeting; and

- (c) any one Director, secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the PRC and Hong Kong.

Yours faithfully,  
For and on behalf of the Board  
**Huzhou Gas Co., Ltd.\***  
**Wang Hua**  
*Chairman*

Huzhou City, Zhejiang Province, the PRC, 28 December 2023

\* *For identification purpose only*

*Notes:*

1. In order to be eligible to attend and vote at the Domestic Shareholders' Class Meeting, Domestic Shareholders whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's registered office in the PRC, at 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC, not later than 4:30 p.m. on Thursday, 11 January 2024 (Hong Kong time). Domestic shareholders whose names appear on the Company's register of members at 4:30 p.m. on Thursday, 11 January 2024 are entitled to attend and vote at the Domestic Shareholders' Class Meeting.
2. A Domestic Shareholder entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Domestic Shareholder of the Company. Where a Domestic Shareholder appoints more than one proxy, his proxies can only vote on a poll.
3. A form of proxy for use at the Domestic Shareholders' Class Meeting is enclosed herewith. The instrument appointing a proxy must be in writing under the hand of a Domestic Shareholder or his attorney duly authorised. If the Domestic Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised executive officer(s) or duly authorised attorney(ies). If that instrument is signed by an attorney of a Domestic Shareholder, the power of attorney or other document authorising that attorney to sign must be notarised.
4. In order to be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Company's registered office in the PRC not less than 24 hours before the time fixed for the meeting (i.e. not later than 2:00 p.m. on Monday, 15 January 2024 (Hong Kong time)).
5. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the form of proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the Domestic Shareholders' Class Meeting.

6. The address of the Company's registered office in the PRC and the contact details of the regular contact person for the Domestic Shareholders' Class Meeting are as follows:

227 Sizhong Road, Huzhou, Zhejiang Province, the PRC

Telephone No.: (+86) 0572-2716820

Facsimile No.: (+86) 0572-2716815

Name: Tang Chunhui

7. In accordance with the Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, and this notice, when served on such person, shall be deemed to have been given to all joint holders of such share.
8. The Domestic Shareholders' Class Meeting is expected to be concluded within half a day. Domestic Shareholders (in person or by proxy) attending the Domestic Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.
9. Domestic Shareholders or their proxies shall produce their identification documents for inspection when attending the Domestic Shareholders' Class Meeting.
10. All resolution(s) at the meeting will be taken by poll pursuant to the Listing Rules. The chairman of the Board of Directors may demand poll for voting pursuant to the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.hzrqgf.com/>) in accordance with the Listing Rules.

*As at the date of this notice, the Board comprises Mr. Wang Hua, Ms. Su Li and Mr. Pan Haiming as executive Directors; Mr. Liu Jianfeng and Ms. Wu Zhanghuan as non-executive Directors; and Mr. Chang Li Hsien Leslie, Dr. Lau Suet Chiu Frederic and Mr. Zhou Xinfu as independent non-executive Directors.*