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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 29 MAY 2024

Reference is made to the notice of the annual general meeting (the “AGM”) of Towngas Smart Energy Company Limited (the “Company”) dated 17 April 2024 (the “Notice of AGM”) and the circular of the Company dated 17 April 2024 (the “Circular”).

POLL RESULTS OF THE AGM

The board of directors of the Company (the “Board”) is pleased to announce that all resolutions were approved by the shareholders of the Company by poll at the AGM. The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2023	2,467,744,941 (99.999499%)	12,355 (0.000501%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(a)	To re-elect Mr. LIU Kai Lap Kenneth as a director of the Company	2,384,901,367 (96.642460%)	82,855,929 (3.357540%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.(b)	To re-elect Mr. Martin Kee Wai-ngai as a director of the Company	2,416,100,831 (97.906745%)	51,656,465 (2.093255%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
2.(c)	To re-elect Dr. LOH Kung Wai Christine as a director of the Company	2,435,841,185 (98.706675%)	31,916,111 (1.293325%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company	2,467,081,373 (99.972610%)	675,923 (0.027390%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor of the Company	2,466,088,910 (99.932393%)	1,668,386 (0.067607%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5.	To grant a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company	2,461,048,683 (99.728149%)	6,708,613 (0.271851%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company	2,310,084,716 (93.610693%)	157,672,580 (6.389307%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
7.	To extend the general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company by addition thereto of the number of shares representing the aggregate number of shares bought back by the Company	2,319,168,494 (93.978792%)	148,588,802 (6.021208%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
8.	To approve payment of a final dividend of 16 HK cents per share from the share premium account of the Company in respect of the year ended 31 December 2023 with an option for scrip dividend	2,467,757,295 (100.000000%)	1 (0.000000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
SPECIAL RESOLUTION		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
9.	To adopt the new memorandum of association and articles of association of the Company in substitution for and to exclusion of the existing memorandum of association and articles of association of the Company	2,467,744,941 (99.999499%)	12,355 (0.000501%)
As more than 75% of the votes were cast in favour of the resolution, the resolution was carried.			

* *The full text of the resolutions is set out in the Notice of AGM.*

As at the date of the AGM, a total of 3,354,500,581 shares of the Company (the “Shares”) were in issue. The total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM was 3,354,500,581 Shares. None of these 3,354,500,581 Shares were Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). No shareholder of the Company was required under the Listing Rules to abstain from voting at the AGM.

No shareholder of the Company had stated its intention in the Circular that it would vote against any resolution or that it would abstain from voting at the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office, was appointed as the scrutineer for vote-taking at the AGM.

All directors of the Company attended the AGM in person.

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

Hong Kong, 29 May 2024

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

Non-Executive Directors:

LEE Ka-kit (*Chairman*)

LIU Kai Lap Kenneth

Independent Non-Executive Directors:

Moses CHENG Mo-chi

Brian David LI Man-bun

LOH Kung Wai Christine

Executive Directors:

Peter WONG Wai-yee (*Chief Executive Officer*)

Martin KEE Wai-ngai (*Chief Operating Officer – Gas Business*)

John QIU Jian-hang (*Chief Operating Officer – Renewable Business*)