

TOWNGAS SMART ENERGY COMPANY LIMITED
(the “Company”)

Procedures for the appointment and election of Directors

A person may be appointed as a Director at any time either by the Company’s shareholders (the “Shareholders”) in a general meeting or by the board of Directors (the “Board”) upon recommendation by the Nomination Committee of the Company. Directors who are appointed by the Board must retire at the next following general meeting (in the case of filling a casual vacancy) or at the next following annual general meeting (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting.

Pursuant to Article 116 of the articles of association of the Company, no person other than a retiring Director shall, unless recommended by the Board, be eligible for election as Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Company Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. Such notices shall have been lodged at the Company’s head office and principal place of business at 23rd Floor, 363 Java Road, North Point, Hong Kong.

The Nomination Committee is responsible to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually, and to identify and nominate suitable candidates for the Board’s consideration and for the Board to make recommendations to Shareholders on the appointment or re-appointment of Directors.

To enable Shareholders to make an informed decision on their election at a general meeting, the names of all candidates submitted for election or re-election as a Director together with his/her biographical details as set out in Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including other directorships held in listed public companies in the past three years and other major appointments) are set out in a circular to be sent to Shareholders prior to the meeting.

March 2022

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.