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## **HANS ENERGY COMPANY LIMITED**

**漢思能源有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00554)**

### **NOTICE OF 2023 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 Annual General Meeting (the “**Meeting**”) of Hans Energy Company Limited 漢思能源有限公司 (the “**Company**”) will be held at Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 31 May 2023 at 11:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditors for the year ended 31 December 2022.
2. To re-elect Mr. David An as director of the Company (the “**Director**”).
3. To re-elect Mr. Yang Dong as Director.
4. To re-elect Mr. Li Wai Keung, who has served the Company for more than nine years, as independent non-executive Director.
5. To authorise the board of Directors to fix the Directors’ remuneration.
6. To re-appoint Messrs. KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (A) subject to paragraph (B) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;

- (B) the total number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (A) shall be limited accordingly; and
- (C) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (1) the conclusion of the next annual general meeting of the Company;
  - (2) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (3) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (A) subject to paragraph (B) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares of the Company including the power to make an offer or agreement, or grant options which would or might require shares of the Company to be issued and allotted, whether during the continuance of the Relevant Period or thereafter;
- (B) the aggregate number of the shares issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with pursuant to the approval in paragraph (A) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
  - (1) a rights issue;

- (2) the exercise of options granted or to be granted under any share option schemes of the Company;
  - (3) the exercise of rights of subscription or conversion attaching to any securities which are convertible into shares of the Company or any warrants to subscribe for shares of the Company;
  - (4) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
  - (5) a specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (C) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
  - (2) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (3) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions 7 and 8 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution 8 to exercise the powers of the Company to issue, allot and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the aggregate number of the shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 7, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (A) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in the shares of the Company to be issued pursuant to the exercise of any options (the “**Options**”) to be granted pursuant to the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “A” and produced to the Meeting and for the purposes of identification initialled by the chairman of the Meeting, the New Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Option Scheme, including without limitation:
- (i) to administer the New Share Option Scheme in accordance with its terms;
  - (ii) to grant the Options to selected participants under the New Share Option Scheme and allotting and issuing from time to time such number of new Shares as may be required to be issued pursuant to the vesting of the Options that may be granted under New Share Option Scheme;
  - (iii) to modify and/or amend the rules of the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the New Share Option Scheme relating to the modification and/or amendment and is in compliance with Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) (the “**Listing Rules**”);
  - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any new Shares that may be allotted and issued pursuant to the exercise of the Options granted or to be granted under the New Share Option Scheme; and
  - (v) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme; and

(B) subject to and conditional upon the New Share Option Scheme becoming unconditional, the existing share option scheme of the Company which was adopted by the Company on 15 June 2022 (the “**Existing Share Option Scheme**”) be and is hereby terminated except that the provisions of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination, or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme.”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the passing of ordinary resolution 10 as set out in the notice convening this meeting, the Service Provider Sublimit (as defined in the rules of the New Share Option Scheme) on the total number of new Shares that may be issued in respect of all share options and share awards to be granted to Service Providers (as defined in the rules of the New Share Option Scheme) under the New Share Option Scheme and all other share option schemes and share award schemes of the Company (i.e. 1% of the shares of the Company in issue as at the date of passing of this resolution) be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

(A) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in the shares of the Company to be issued on to the vesting of any awarded Shares pursuant to any awards (the “**Awards**”) which may be granted under the new share award scheme of the Company (the “**New Share Award Scheme**”), the rules of which are contained in the document marked “B” and produced to the Meeting and for the purposes of identification initialled by the chairman of the Meeting, the New Share Award Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Award Scheme, including without limitation to the following:

(i) administering the New Share Award Scheme in accordance with its terms;

- (ii) to grant the Awards to selected participants under the New Share Award Scheme and allotting and issuing from time to time such number of Shares as may be required to be issued pursuant to the vesting of the Awards that may be granted under the New Share Award Scheme;
  - (iii) to modify and/or amend the New Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Award Scheme relating to modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules;
  - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any new Shares that may be allotted and issued pursuant to the vesting of the Award granted or to be granted under the New Share Award Scheme; and
  - (v) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Award Scheme;
- (B) the proposed amendments to the trust deed dated 21 February 2019 entered into between the Company and Unity Trust Limited in relation to the existing share award scheme of the Company which was adopted by the Company on 15 April 2019 (the “**Existing Share Award Scheme**”), details of which are set out in the Company’s circular dated 28 April 2023, be and is hereby approved, and any one Director be and is hereby authorised to enter into an amended and restated trust deed (the “**Amended and Restated Trust Deed**”, a copy of which has been marked “C” and produced to the Meeting and for the purposes of identification initialled by the chairman of the Meeting) with Unity Trust Limited and to take all steps and acts and things and to sign and execute all documents, instruments and agreements (including the affixation of the Company’s common seal) deemed by the Directors to be incidental to, ancillary to or in connection with the Amended and Restated Trust Deed; and
- (C) subject to and conditional upon the New Share Award Scheme becoming unconditional, the Existing Share Award Scheme be and is hereby terminated except that the provisions of the Existing Share Award Scheme will remain in full force and effect to the extent necessary to give effect to the Awards granted or Shares purchased pursuant to the Existing Share Award Scheme prior to its termination, or otherwise as may be required in accordance with the provisions of the Existing Share Award Scheme.”

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the passing of ordinary resolution 12 as set out in the notice convening this meeting, the Service Provider Sublimit (as defined in the rules of the New Share Award Scheme) on the total number of new Shares that may be issued in respect of all share options and share awards to be granted to Service Providers (as defined in the rules of the New Share Award Scheme) under the New Share Award Scheme and all other share option schemes and share award schemes of the Company (i.e. 1% of the shares of the Company in issue as at the date of passing of this resolution) be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

### **SPECIAL RESOLUTION**

14. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT**

- (A) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments to the Memorandum and Articles of Association**”), the details of which are set out in Appendix III to the circular of the Company dated 28 April 2023, be and are hereby approved;
- (B) the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments to the Memorandum and Articles of Association and a copy of which marked “D” and produced to the Meeting and for the purposes of identification initialled by the chairman of the Meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect; and



(C) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments to the Memorandum and Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary registrations and in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board  
**Hans Energy Company Limited**  
漢思能源有限公司  
**Lam Lai Wan, Bondie**  
*Company Secretary*

Hong Kong, 28 April 2023

*Notes:*

1. All resolutions at the Meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrars in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. by 11:00 a.m. on Monday, 29 May 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the said form of proxy shall be deemed to be revoked.
4. For determining the qualification as members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as members to attend and vote at the Meeting, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrars in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.



5. If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the AGM, the AGM will be postponed or adjourned. The Company will post an announcement on the websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and place of the rescheduled AGM.

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

6. Shareholders who would like to raise questions in relation to any resolution set out in this notice or the business of the Company at the AGM can submit questions not less than 48 hours before the time appointed for holding the AGM (i.e. by 11:00 a.m. on Monday, 29 May 2023) or any adjournment thereof via email to [info@hansenergy.com.hk](mailto:info@hansenergy.com.hk) or via telephone at (852) 2922 0600 providing personal particulars of (a) full name; (b) registered address; (c) number of Shares held; (d) Hong Kong Identity Card Number or passport number (in case of natural person)/company registration number (in case of body corporate); (e) contact telephone number; and (f) email address for verification purposes. Shareholders attending the AGM can also submit questions during the AGM. The Board will arrange to answer the questions raised by Shareholders at the AGM and those submitted in advance to the extent possible.

*As at the date of this notice, the board of Directors comprises three executive Directors, namely Mr. David An (Chairman), Mr. Yang Dong and Mr. Zhang Lei and three independent non-executive Directors, namely Mr. Li Wai Keung, Mr. Chan Chun Wai, Tony and Mr. Chung Chak Man, William.*