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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred all your shares in Suchuang Gas Corporation Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**蘇創燃氣**  
**SUCHUANG GAS**

**SUCHUANG GAS CORPORATION LIMITED**

**蘇創燃氣股份有限公司**

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

**(Stock Code: 1430)**

**PROPOSALS FOR  
DECLARATION OF FINAL DIVIDEND,  
RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 116 Loujiang South Road, Taicang City, Suzhou, Jiangsu Province, the People's Republic of China on Friday, 20 May 2016 at 10 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting (or any adjournment of such meeting) should you so wish.

28 April 2016

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at 116 Loujiang South Road, Taicang City, Suzhou, Jiangsu Province, the PRC on Friday, 20 May 2016 at 10 a.m., or, where the context so admits, any adjournment of such annual general meeting
“AGM Notice”	the notice of the AGM set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Suchuang Gas Corporation Limited (蘇創燃氣股份有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Fung Yu Holdings”	Fung Yu Holdings Limited, a company incorporated in the BVI with limited liability on 7 January 2014, which is owned as to 70% by Mr. Su Aping and 30% by Ms. Zhu Yaying
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to issue and allot Shares, details of which are set out in Resolution 6 of the AGM Notice

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## DEFINITIONS

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“Latest Practicable Date”	21 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares, details of which are set out in Resolution 5 of the AGM Notice
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC
“%”	per cent.

References to time and dates in this circular are to time and dates in Hong Kong.

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LETTER FROM THE BOARD OF DIRECTORS

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**蘇創燃氣**  
**SUCHUANG GAS**

**SUCHUANG GAS CORPORATION LIMITED**

**蘇創燃氣股份有限公司**

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

**(Stock Code: 1430)**

*Executive Directors:*

Mr. Su Aping (*Chairman*)

Ms. Zhu Yaying

Mr. Du Shaozhou

*Non-Executive Director:*

Mr. Xu Lei

*Independent Non-Executive Directors:*

Mr. Zhou Qingzu

Mr. He Junjie

Mr. Luk Wai Keung

*Registered Office:*

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

13th Floor

One Pacific Place

88 Queensway

Hong Kong

28 April 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
DECLARATION OF FINAL DIVIDEND,  
RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, ordinary resolutions will be proposed to seek Shareholders' approval for, among other things, the declaration of the final dividend, the proposed re-election of the retiring Directors, the reappointment of Ernst & Young as auditors of the Company and the proposed grant of the Repurchase Mandate and the Issue Mandate.

The purpose of this circular is to provide you with information regarding the proposed final dividend, the proposed re-election of the retiring Directors and the proposed grant of the Repurchase Mandate and the Issue Mandate, and to provide you with the AGM Notice.

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## LETTER FROM THE BOARD OF DIRECTORS

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### **FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

As stated in the annual results announcement of the Company dated 30 March 2016, the Board has resolved to recommend the payment of a final dividend of RMB0.034 (equivalent to HK\$0.041) per Share for Shareholders whose names appear on the Register of Members of the Company on Tuesday, 31 May 2016, subject to approval of the Shareholders at the AGM.

The Register of Members of the Company will be closed from Wednesday, 18 May 2016 to Friday, 20 May 2016, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM. All transfers of Shares accompanied by the relevant Share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Tuesday, 17 May 2016.

The Register of Members will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016, both days inclusive, and the proposed final dividend is expected to be paid on Wednesday, 15 June 2016. The payment of dividends shall be subject to the approval of the Shareholders at the AGM. In order to be qualified for the proposed dividend, unregistered shareholders should deliver share certificates together with transfer documents to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Thursday, 26 May 2016.

### **RE-ELECTION OF DIRECTORS**

In accordance with Article 108 of the Articles of Association, Mr. Zhou Qingzu, Mr. He Junjie and Mr. Luk Wai Keung shall retire from office as Directors by rotation at the AGM and they, being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors offering themselves for re-election are set out in Appendix II to this circular.

### **PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES**

At the AGM, the Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate and the Issue Mandate.

#### **Repurchase Mandate**

On 3 June 2015, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

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## LETTER FROM THE BOARD OF DIRECTORS

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At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Repurchase Mandate.

Details of the proposed resolution on the Repurchase Mandate are set out in Resolution 5 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 826,236,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 82,623,600 Shares.

An explanatory statement, as required by the Listing Rules in connection with the Repurchase Mandate, is set out in Appendix I to this circular, which contains the information reasonably necessary to enable the Shareholders to make an informed decision on whether or not to support the proposed resolution.

### **Issue Mandate**

On 3 June 2015, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Issue Mandate.

Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 165,247,200 Shares.

In addition, an ordinary resolution will also be proposed to authorise the extension of the Issue Mandate by an addition thereto of an amount representing the aggregate nominal amount of the issued share capital of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Details of the proposed resolutions on the Issue Mandate and the extension of the Issue Mandate are set out in Resolutions 6 and 7 of the AGM Notice, respectively.

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## LETTER FROM THE BOARD OF DIRECTORS

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### AGM

A notice convening the AGM to be held at 116 Loujiang South Road, Taicang City, Suzhou, Jiangsu Province, the PRC on Friday, 20 May 2016 at 10 a.m. is set out on pages 13 to 17 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, the declaration of the final dividend, the re-election of the retiring Directors, the Repurchase Mandate and the Issue Mandate and the extension of the Issue Mandate.

### ACTIONS TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.

Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider the proposed resolutions as set out in the AGM Notice are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the AGM.

### FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board  
**Suchuang Gas Corporation Limited**  
**Su Aping**  
*Chairman*



## **LISTING RULES**

The Listing Rules permit listed companies to repurchase their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, subject to certain restrictions.

This appendix serves as an explanatory statement, as required by the Listing Rules to be sent to Shareholders in connection with the proposed grant of the Repurchase Mandate, to provide the requisite information to Shareholders for their consideration of the Repurchase Mandate.

## **EXERCISE OF THE REPURCHASE MANDATE**

Whilst the Directors do not presently intend to repurchase any Shares immediately, they believe that the flexibility afforded by the Repurchase Mandate granted to them if the ordinary resolution set out in Resolution 5 of the AGM Notice is passed would be beneficial to the Company and its shareholders as a whole. It is proposed that up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased.

## **SHARE CAPITAL**

As at the Latest Practicable Date, 826,236,000 Shares were in issue. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase up to 82,623,600 Shares during the period from the passing of the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company, (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held, or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying the Repurchase Mandate, whichever occurs first.

## **REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

**FUNDING OF REPURCHASES**

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with its memorandum of association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**IMPACT OF REPURCHASES**

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in its published audited accounts for the year ended 31 December 2015) in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**GENERAL**

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is granted, to sell any Shares to the Company.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have they undertaken not to do so, if the Repurchase Mandate is exercised.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**TAKEOVERS CODE CONSEQUENCES**

If as a result of a repurchase of Shares by the Company, a Shareholder 's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware, Fung Yu Holdings held 410,460,000 Shares, representing approximately 49.6783% of the issued share capital of the Company. Accordingly, if the Directors exercise the Repurchase Mandate in full, the proportionate interest of Fung Yu Holdings in the voting rights of the Company would increase to approximately 55.1981%. It is possible that such an increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code, subject to the granting of waiver by the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director pursuant to the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to the extent that such an obligation under the Takeovers Code would arise.

Save as aforesaid, the Directors are not aware of any consequences of repurchases which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than the public float percentage of 25% of the issued share capital of the Company.

**SHARE REPURCHASES MADE BY THE COMPANY**

The Company did not repurchase any Shares on the Stock Exchange in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**MARKET PRICES**

The Shares have been listed on the Main Board of the Stock Exchange since 11 March 2015. During each of previous twelve months immediately before the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

		<b>Share prices (per Share)</b>	
		<i>Highest</i>	<i>Lowest</i>
<b>2015</b>	April	2.53	2.12
	May	2.56	2.32
	June	2.90	2.48
	July	2.80	1.69
	August	2.46	1.96
	September	2.24	1.93
	October	2.10	2.00
	November (suspended from 2 November to 6 November)	2.18	2.03
	December	2.40	2.09
<b>2016</b>	January	2.17	1.93
	February	2.09	2.00
	March	2.31	2.05
	April (up to the Latest Practicable Date)	2.29	2.10

Details of the retiring Directors standing for re-election at the AGM, namely Mr. Zhou Qingzu, Mr. He Junjie and Mr. Luk Wai Keung are set out below:

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Zhou Qingzu (周慶祖)**

**Mr. Zhou Qingzu (周慶祖)**, aged 83, was appointed as an independent non-executive Director on 16 February 2015. He has over 60 years of experience in the oil and gas industry. From October 1996 to October 2000, Mr. Zhou was a member of the Senior Technical Council of Economic Advisers (高級技術經濟顧問委員會) at China Petroleum and Petrochemical Engineering Institute (中國石油和石化工程研究會). From July 1994 to July 1997, he was a member of the Advisory Committee (專家委員會) of China International Engineering Consulting Corporation (中國國際工程諮詢公司). From 1988 to 1993, Mr. Zhou worked at China National Petroleum Company (中國石油天然氣總公司) (now known as China National Petroleum Corporation) as chief economist. Prior to joining China National Petroleum Corporation, Mr. Zhou was the head of the planning department of the Ministry of Petroleum Industry of the PRC from 1979 to 1987. From 1954 to 1979, Mr. Zhou held multiple positions within Xinjiang Petroleum Administration Bureau (新疆石油管理局), including chief economist and head of the planning division and deputy head of Xinjiang Petroleum Bureau, head of the planning division of Karamay Mining Bureau (克拉瑪依礦務局), and head of Urumqi Petrochemical Plant (烏魯木齊石化廠). From 1952 to 1954, Mr. Zhou worked at Shanxi Yanchang Oil Field (陝西延長油礦) as an accounting clerk and secretary.

Mr. Zhou obtained a bachelor's degree in financial management from Shanghai Institute of Finance and Economics (now known as Shanghai University of Finance and Economics) in the PRC in August 1952 and was awarded professor-level senior economist in September 1989 by China National Petroleum Company.

**Mr. He Junjie (何俊傑)**

**Mr. He Junjie (何俊傑)**, aged 59, was appointed as an independent non-executive Director on 16 February 2015. Mr. He has over 35 years of experience in enterprise management and 5 years of work experience in the PRC legal system. From June 2010 to June 2013, Mr. He was the executive director of Lanzhou City Ganglian Environmental Development Co., Ltd. (蘭州市港聯生態環境發展有限公司). He served as a juror in the People's Court in Luohu District, Shenzhen, the PRC from March 2005 to April 2010. From January 1995 to January 1997, Mr. He worked at Shenpu Co., Ltd. (深浦公司), an affiliate company of Shenzhen Material Group Company (深圳市物資集團公司) ("Shenzhen Material"), as general manager. From January 1993 to January 1995, Mr. He was the deputy general manager of Zibo Shengfei Chemical Construction Materials Co., Ltd. (淄博勝飛化學建材有限公司), a joint venture company of Shenzhen Material. From December 1972 to July 1986, Mr. He held various positions at Ningbo City Petroleum Valves Factory (寧波市石油閥門廠) including chief officer, responsible for quality management.

Mr. He obtained a diploma in industrial enterprise management (工業企業管理) from Zhejiang Radio & Television University (浙江廣播電視大學) in the PRC in July 1986 and was awarded the qualification of an assistant economist in December 1988 by Ningbo City Personnel Bureau (寧波市人事局) (now known as Ningbo Municipal Human Resources and Social Security Bureau (寧波市人力資源和社會保障局)). Mr. He also obtained the Luohu District Outstanding Volunteer (羅湖區優秀義工) award in December 2006.

**Mr. Luk Wai Keung (陸偉強)**

**Mr. Luk Wai Keung (陸偉強)**, aged 51, was appointed as an independent non-executive Director on 16 February 2015. Mr. Luk has over 19 years of working experience in the accounting and finance area. Mr. Luk has been an executive director of Sun International Resources Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8029), since December 2015. Mr. Luk was the chief financial officer of Fu Shou Yuan International Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1448), from November 2013 to April 2015. Mr. Luk was the chief financial officer of Larry Jewelry International Company Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8351) from July 2011 to October 2013, responsible for its overall financial control and management. From August 2007 to November 2010, Mr. Luk worked at SHV (China) Investment Company Limited, where he held a number of senior positions, including vice president, in finance, internal audit and business development. From May 2006 to June 2007, he served as the chief financial officer of Synergis Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2340), responsible for its overall finance, accounting and other corporate functions. From January 1996 to January 2006, he worked at PricewaterhouseCoopers in the corporate finance area.

Mr. Luk graduated from the University of Hong Kong with a Bachelor of Science in Engineering in Hong Kong in November 1986 and obtained a Master Degree in Business Administration from the Australian Graduate School of Management of the University of New South Wales in Australia in May 1994. He has been a member of the Hong Kong Institute of Certified Public Accountants since January 2014 and, a Chartered Financial Analyst at the Association for Investment Management and Research since September 1999.

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## NOTICE OF ANNUAL GENERAL MEETING

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**蘇創燃氣**  
**SUCHUANG GAS**

**SUCHUANG GAS CORPORATION LIMITED**

**蘇創燃氣股份有限公司**

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

**(Stock Code: 1430)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Suchuang Gas Corporation Limited (the “**Company**”) will be held at 116 Loujiang South Road, Taicang City, Suzhou, Jiangsu Province, the People’s Republic of China on Friday, 20 May 2016 at 10 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2015;
2. To declare a final dividend of RMB0.034 (equivalent to HK\$0.041) per share for the year ended 31 December 2015;
3. (a) (i) To re-elect Mr. Zhou Qingzu as an independent non-executive director of the Company;  
  
(ii) To re-elect Mr. He Junjie as an independent non-executive director of the Company;  
  
(iii) To re-elect Mr. Luk Wai Keung as an independent non-executive director of the Company; and  
  
(b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. To re-appoint Ernst & Young as the auditors and to authorise the directors of the Company to fix their remuneration;

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

5. “**THAT:**  
  
(a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of HK\$0.01 each in the share capital of

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## NOTICE OF ANNUAL GENERAL MEETING

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the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry 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 law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

6. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares, to grant rights to subscribe for, or convert any security into, Shares (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;



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## NOTICE OF ANNUAL GENERAL MEETING

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(b) other than in respect of an Excluded Issue (as defined below), the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed the aggregate of:

- (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution; and
- (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of such resolution);

and the said approval shall be limited accordingly;

(c) for the purpose of this Resolution:

“Excluded Issue” means:

- (i) a Rights Issue (as defined below);
- (ii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time;
- (iii) the grant of options or rights to acquire Shares or an issue of Shares upon the exercise of options or rights granted under any share option scheme or similar arrangement for the time being adopted and approved by shareholders of the Company; or
- (iv) the exercise of rights of subscription or conversion under the terms of any existing options, warrants or similar rights granted by the Company or any securities which carry rights to subscribe for or are convertible into Shares.

“Relevant Period” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry 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 law to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. “**THAT** subject to Resolutions 5 and 6 being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to Resolution 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

By Order of the Board  
**Suchuang Gas Corporation Limited**  
**Su Aping**  
*Chairman*

Taicang City, Suzhou, Jiangsu Province, PRC, 28 April 2016

*Notes:*

1. Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong at not less than 48 hours before the time for holding the above meeting or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending and voting in person if he/she is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. A proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorized to sign the same.
4. In the case of joint holders of any shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the above meeting, either personally or by proxy, the joint holder whose name stands first in the Register of Member of the Company, will alone be entitled to vote in respect of such shares.

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5. On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.
6. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 18 May 2016 to Friday, 20 May 2016, both days inclusive, in order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the above meeting. All transfers of Shares accompanied by the relevant Share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Tuesday, 17 May 2016.
7. The board of directors of the Company has recommended the payment of a final dividend of RMB0.034 (equivalent to HK\$0.041) per share for the year ended 31 December 2015 and, if such dividend is approved by the shareholders by passing Resolution 2, it is expected to be paid on Wednesday, 15 June 2016, to those shareholders whose names appear on the Register of Members of the Company on Tuesday, 31 May 2016.
8. For determining the entitlement to the proposed final dividend, the Register of Members will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016, both days inclusive. In order to be qualified for the proposed dividend, unregistered shareholders should deliver share certificates together with transfer documents to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Thursday, 26 May 2016.
9. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
10. References to time and dates in this notice are to Hong Kong time and dates.