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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

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;

(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

(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.

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.

*As at the date of this notice, the Company's executive directors are Mr. Su Aping, Ms. Zhu Yaying and Mr. Du Shaozhou; the non-executive director is Mr. Xu Lei; and the independent non-executive directors are Mr. Zhou Qingzu, Mr. He Junjie and Mr. Luk Wai Keung.*