

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

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hans Energy Company Limited 漢思能源有限公司, you should at once hand this circular together with the accompanying form of proxy and annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
GRANT OF SHARE OPTIONS,  
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2021 annual general meeting of Hans Energy Company Limited 漢思能源有限公司 (the “Company”) is set out on Pages 22 to 26 of this circular. Whether or not you intend to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company’s branch share registrars in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 11:00 a.m. on Monday, 31 May 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

**PRECAUTIONARY MEASURES FOR THE AGM**

In view of the ongoing novel coronavirus (COVID-19) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of the Shareholders, staff and stakeholders, the **Company encourages Shareholders, instead of attending the AGM in person, to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM**, by completing and returning the form of proxy accompanying the Annual Report 2020 in accordance with the instructions printed thereon. Shareholders and other persons attending the AGM should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement the following precautionary measures at the AGM to protect the Shareholders and participants attending the AGM from the risk of COVID-19 infection:

- (i) At the entrance of the AGM, a compulsory body temperature check will be conducted on every person attending the AGM. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be admitted to the AGM;
- (ii) Seating at the AGM will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for the Shareholders and participants to attend the AGM. The Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding;
- (iii) Every attendee is required to wear surgical facial mask at any time within the AGM;
- (iv) No corporate gifts will be distributed and no refreshments will be served at the AGM; and
- (v) Any person who does not comply with any of the above precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue.

**The Company hereby reminds the Shareholders not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.**

**For non-registered holders whose Shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.**

28 April 2021

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 201, 2/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 2 June 2021 at 11:00 a.m. and any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Hans Energy Company Limited 漢思能源有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Connected Person”	has the meaning ascribed to it under the Listing Rules
“core connected persons”	has the meaning ascribed to it under the Listing Rules
“Date of Grant”	the date on which an offer of the grant of the Options was made to Mr. An and Mr. Woo, respectively
“Director(s)”	the director(s) of the Company, and in relation to the Share Option Scheme, any person who is a director (including non-executive director and independent non-executive director) of the Company, any Subsidiary or any company in which the Company owns any equity interest
“Employee”	a person who is in the full-time or part-time employment of the Company, any Subsidiary or any company in which the Company owns any equity interest
“Grantees”	Mr. An and Mr. Woo
“Group”	the Company and its subsidiaries

## DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	The Shareholders other than Mr. An and his associates and all core connected persons of the Company
“Issue Mandate”	a general and unconditional mandate granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	22 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. An”	Mr. David An, the chairman of the Board, an executive Director and a substantial shareholder of the Company
“Mr. Woo”	Mr. Woo King Hang, an independent non-executive Director
“Option(s)”	as the context may require, in relation to the Share Option Scheme, a right granted by the Company under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“PRC”	The People’s Republic of China
“Proposed Grant”	the proposed grant of the 392,663,800 Options carrying rights to subscribe for 392,663,800 Shares to Mr. An

## DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate granted to the Directors to exercise all powers of the Company to purchase Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed, up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option scheme of the Company and must not, in aggregate, exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 28 December 2012
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (as such term is defined in the Listing Rules) of the Company, whether incorporated in Hong Kong or elsewhere
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



**HANS ENERGY COMPANY LIMITED**

**漢思能源有限公司**

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

**(Stock Code: 00554)**

*Executive Directors:*

Mr. David An (*Chairman*)  
Mr. Yang Dong (*Chief Executive Officer*)  
Ms. Liu Zhijun  
Mr. Zhang Lei

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Independent Non-Executive Directors:*

Mr. Li Wai Keung  
Mr. Chan Chun Wai, Tony  
Mr. Woo King Hang

*Principal Place of Business*

*in Hong Kong:*  
Unit 2608, 26/F, Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

28 April 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
GRANT OF SHARE OPTIONS,  
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include ordinary resolutions relating to (i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; (ii) the re-election of each of the retiring Directors; (iii) the Proposed Grant; (iv) the refreshment of the Scheme Mandate Limit; and (v) the AGM notice.

## LETTER FROM THE BOARD

### THE REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by ordinary resolutions at the annual general meeting held on 21 May 2020. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to purchase Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the proposed granting of the Repurchase Mandate at the AGM.

### THE ISSUE MANDATE

The Company's existing mandate to issue Shares was approved by ordinary resolutions at the annual general meeting held on 21 May 2020. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 3,956,638,000 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 791,327,600 Shares.

In addition, an ordinary resolution will further be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

## LETTER FROM THE BOARD

### EXTENSION OF ISSUE MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of shares representing the aggregate nominal value of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Repurchase Mandate.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 116 of the Articles of Association, Mr. Yang Dong, Ms. Liu Zhijun and Mr. Li Wai Keung (“**Mr. Li**”) shall retire by rotation at the AGM.

The Company has in place a nomination policy which sets out, inter alia, the selection criteria (the “**Criteria**”) and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of Mr. Yang Dong, Ms. Liu Zhijun and Mr. Li was recommended by the nomination committee of the Company (the “**Nomination Committee**”), and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meeting, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

Further, pursuant to Appendix 14 to the Listing Rules, it is recommended that serving more than nine years could be relevant to the determination of a non-executive Director’s independence. If an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by Shareholders.

Mr. Li has served on the Board for more than nine years but he has not held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group. The Nomination Committee had reviewed the independence of Mr. Li, and Mr. Li also submitted annual confirmation to the Company on his fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed by the selection criteria and the evaluation procedures set out in the nomination policy of the Company and is satisfied with the independence of Mr. Li. Moreover, based on the biographical information



## LETTER FROM THE BOARD

disclosed to the Company, Mr. Li does not hold 7 or more listed company directorships and he continues to demonstrate his commitment to his role with the Company. The Directors noted the positive contributions of Mr. Li to the development of the Company's strategy and policies through independent, constructive and informed contributions supported by his skill, expertise and qualification and from his active participation at meetings. Hence, the Board considers that the long service of Mr. Li would not affect his exercise of independent judgment, and therefore considers Mr. Li to be independent and recommends Mr. Li to be re-elected. Mr. Li had abstained from deliberation and decision in respect of assessment of his own independence.

### GRANT OF OPTIONS

Reference is made to the announcement dated 14 April 2021 issued by the Company in relation to the grant of 395,663,800 Options carrying the rights to subscribe for a total of 395,663,800 Shares to the Grantees under the Share Option Scheme. Among the Options granted, 392,663,800 Options carrying the rights to subscribe for 392,663,800 Shares were granted to Mr. An, subject to acceptance by Mr. An and the approval by the Independent Shareholders at the AGM.

Details of the Proposed Grant are as follows:

Date of Grant	:	14 April 2021
Exercise price of Options granted	:	HK\$0.340 per Share, which is the higher of: (1) the closing price of HK\$0.340 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant; (2) the average closing price of HK\$0.340 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (3) the nominal value of HK\$0.10 per Share
Number of Shares issuable under the Options granted	:	392,663,800 Shares
Closing price of the Shares on the Date of Grant	:	HK\$0.340
Validity period of the Options	:	From the date upon obtaining the Independent Shareholders' approval at the AGM to 13 April 2027 (both dates inclusive).

## LETTER FROM THE BOARD

- Exercise period of the Options : The Options shall be vested and exercisable from 14 April 2022 (i.e. one year after the Date of Grant) to 13 April 2027 (both dates inclusive).
- Additional terms and conditions : The number of Options to be exercised by Mr. An for each year shall not exceed one-third of the number of Options granted to him in a particular grant under the Share Option Scheme (the “**One-third Limit**”), except for (i) approval by the Board to waive the One-third Limit to Mr. An; (ii) subject to the compliance of the applicable laws, rules and regulations, repurchase of the Shares by the Company from Mr. An at market price upon exercise by Mr. An of the Options granted; and (iii) exercise of Options within the first anniversary of the death of Mr. An or within three months after Mr. An ceases to be an Employee in the circumstances as set out in the rules of the Share Option Scheme. If Mr. An attains the age of 65-year old or above and is no longer a Director, he shall tender his resignation from his position with the Group when he delivers the notice to exercise the Options to the Company except that he has already resigned from his position with the Group before he delivers the notice to exercise the Options to the Company.

In respect of the Options granted to Mr. An, the Options may be exercised by Mr. An if such exercise will not result in the Company not in compliance with the public float requirement under the Listing Rules.

As at the Latest Practicable Date, the Company had 3,956,638,000 Shares in issue, and the Proposed Grant represents approximately 9.92% of the Shares in issue.

The Shares to be issued and allotted upon the exercise of the Options will rank *pari passu* in all respects with the Shares in issue as of the date when the name of Mr. An is registered on the register of members of the Company and accordingly will entitle the holder the same rights in relation to voting, dividends, transfers and other rights (including those arising on liquidation of the Company) as attached to the fully-paid Shares in issue in accordance with the Articles of Association.

As at the Latest Practicable Date, the Company had granted 379,263,800 Options carrying the rights to subscribe for an aggregate of 379,263,800 Shares (including the grant of Options to Mr. Woo on 14 April 2021), representing approximately 9.59% of the Shares in issue as at the Latest Practicable Date. Among these Options, 3,000,000 Options had lapsed, 2,000,000 Options had been forfeited, a total of 49,000,000 Options granted have been exercised and 325,263,800 Options remain outstanding. Other than the Share Option Scheme, the Company had no other share option scheme as at the Latest Practicable Date.

## LETTER FROM THE BOARD

Upon exercise of the 392,663,800 Options granted to Mr. An under the Share Option Scheme, 392,663,800 new Shares will be issued by the Company, representing approximately 9.92% of the Shares in issue and having an aggregate value, based on the closing price of the Shares at the Date of Grant, of HK\$133,505,692.

None of the Directors is a trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee(s) of the Share Option Scheme.

### **Reasons for the Grant of Options to Mr. An**

The Proposed Grant is to recognise the contributions of Mr. An to the business performance of the Group and as incentives for his continuing commitment and contribution to the Group in the future.

Mr. An has been appointed as the chairman of the Board and executive Director since July 2002. He has many years of experience in China business particularly in the provision and trading of petroleum products and petrochemicals, properties investments and developments in China. He is responsible for the overall strategic planning and business development of the Group.

The Group is principally engaged in providing integrated facilities of jetties, storage tanks, warehousing and logistic services in south China for petroleum and liquid chemicals products, offering value-added services in its own ports and storage tank farms, trading of oil and petrochemical products and operating a filling station business. As disclosed in the Company's annual results announcement dated 29 March 2021 for the year ended 31 December 2020, the Group's operating revenue has substantially increased by nearly 7 times in 2020 as compared to that of 2019, with the gross profit increased by nearly 60%. The results are primarily attributable to continuing performance in its traditional terminal storage business with expansion in the trading of oil and petrochemical products and filling station businesses that the Company embarked on under Mr. An's decision and leadership as the chairman of the Board. Mr. An has promptly established business relationship with major domestic and foreign business acquaintance by leveraging his accumulated clientele and market reputation through his years of experience in petroleum trading business, which has brought about domestic sales volume of oil and petrochemical products of approximately 500,000 metric tons from January 2020 to March 2021 as contributed by the PRC Subsidiary and overseas sales volume of oil and petrochemical products of approximately 150,000 metric tons for the 5-month period from November 2020 to March 2021 as contributed by the Hong Kong-based Subsidiary. The Directors are of the view that Mr. An is the main contributor for the Company being able to achieve remarkable results while the global economy suffered a severe blow from COVID-19, and therefore propose to grant the Options to Mr. An in recognition of his contribution and to encourage Mr. An to continue making contribution to the Company's business and financial performance. The Board considers that given Mr. An's expertise and management skills, his continued contribution to the Group will be of critical importance to the development and growth of the Group, and therefore it is appropriate to grant the Options as proposed as a reward in recognition of his significant efforts and contribution to the development of the Company.

## LETTER FROM THE BOARD

Having considered all the above factors, the Directors (including independent non-executive Directors) are of the view that the conditional grant of 392,663,800 Options to Mr. An is fair and reasonable so far as the Independent Shareholders is concerned and is in the interests of the Company and its Shareholders as a whole.

### **Listing Rules Implications**

Pursuant to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, where the total number of Shares issued and to be issued upon exercise of the Options granted to a person (including exercised and outstanding Options) in any 12-month period exceeds 1% of the relevant class of Shares in issue, such grant must be approved by shareholders in general meeting. The grantee and his associates must abstain from voting at the general meeting.

In addition, pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, any grant of Options to a substantial shareholder of the Company would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) under the Share Option Scheme or any other schemes of the Company to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of options must be approved by Shareholders in general meeting.

As at the Latest Practicable Date, Mr. An personally held 218,390,000 Shares, representing approximately 5.52% of the issued share capital of the Company, and was the holder of 243,763,800 Options carrying rights to subscribe for 243,763,800 Shares, representing approximately 6.16% of the issued share capital of the Company. Also, Mr. An was deemed to be interested in 2,548,203,980 Shares, representing approximately 64.4% of the issued share capital of the Company, by virtue of being a founder of a discretionary trust under the SFO. The trustee of such discretionary trust is Julius Baer Family Office & Trust Ltd. which wholly owns Extreme Wise Investments Ltd. and Vand Petro-Chemicals (BVI) Company Ltd. Extreme Wise Investments Ltd. held 209,773,980 Shares and Vand Petro-Chemicals (BVI) Company Ltd. held 2,338,430,000 Shares as at the Latest Practicable Date.

As (i) the total number of Shares issued and to be issued upon exercise of the Options proposed to be granted to Mr. An would in a 12-month period exceed 1% of the Shares in issue, and (ii) such grant would in a 12-month period represent over 0.1% of the Shares in issue, and has an aggregate value, based on the closing price of the Shares on 14 April 2021, in excess of HK\$5 million, the Proposed Grant is subject to the approval by the Independent Shareholders where Mr. An and his associates and all core connected persons of the Company shall abstain from voting in favour of such resolution at the AGM pursuant to the Listing Rules. The Proposed Grant shall not take effect or be exercisable until such approval is obtained in proper compliance with applicable laws and regulations.

On 14 April 2021, the grant of Options to Mr. An was approved by the independent non-executive Directors, in accordance with Rule 17.04(1) of the Listing Rules.

## LETTER FROM THE BOARD

### REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was approved and adopted by the Company on 28 December 2012. The purpose of the Share Option Scheme is, among other things, to attract, retain and motivate the Directors, the employees and senior management of the Group, to provide a means of compensating them through the grant of Options for their contribution to the benefit and success of the Group, and to allow them to participate in the growth and profitability of the Group. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Pursuant to Chapter 17 of the Listing Rules and the Share Option Scheme, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

On 30 August 2018, the Company had granted 127,500,000 Options carrying the rights to subscribe for an aggregate of 127,500,000 Shares, of which 3,000,000 Options had lapsed, 2,000,000 Options had been forfeited, 49,000,000 Options have been exercised by the relevant grantees on 30 October 2020 respectively, with remaining balance of 73,500,000 Options remain outstanding. On 23 December 2020, the Company had granted 248,763,800 Options carrying the rights to subscribe for an aggregate of 248,763,800 Shares to Mr. An and Mr. Zhang Lei, an executive Director.

Subsequent to the adoption of the Share Option Scheme, the Scheme Mandate Limit was refreshed by an ordinary resolution passed on 25 January 2021 (the “**Last Refreshment**”). As at 25 January 2021, the total number of issued Shares was 3,956,638,000 Shares. The total number of Shares which may fall to be issued upon exercise of all Options to be granted under the Share Option Scheme was 395,663,800 Shares, representing 10% of the then total number of issued Shares as at 25 January 2021. For details of the Last Refreshment, please refer to the Company’s circular dated 6 January 2021.

On 14 April 2021, the Company granted 3,000,000 Options carrying the rights to subscribe for 3,000,000 Shares to Mr. Woo, and 392,663,800 Options carrying the rights to subscribe for 392,663,800 Shares to Mr. An. Such grant of Options to Mr. An is subject to the conditions as set out in this circular, including the Independent Shareholders’ approval. Upon completion of the Proposed Grant, the Company had utilised 100% of the existing maximum number of Shares which may be allotted and issued upon exercise of all share options granted and to be granted under the Share Option Scheme.

## LETTER FROM THE BOARD

The Directors therefore consider that the refreshment of the existing Scheme Mandate Limit is in the interest of the Company and the Shareholders as a whole as this will enable the Company to grant further share options to relevant participants to the Share Option Scheme, including Directors, employees and senior management of the Group.

### Proposal

It is therefore proposed that subject to (i) the approval of the Shareholders at the AGM and (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any Options that may be granted under the refreshed Scheme Mandate Limit, the limit on the grant of Options under the Share Option Scheme will be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the AGM, and the Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised share options) will not be counted for the purpose of calculating the Scheme Mandate Limit.

As at the Latest Practicable Date, there were 3,956,638,000 Shares in issue. Assuming that no further Shares will be issued prior to the AGM and the said refreshment is approved at the AGM, then the maximum number of Shares that can be allotted and issued upon the exercise of Options which may be granted by the Company pursuant to the Share Option Scheme under the refreshed Scheme Mandate Limit would be 395,663,800, being 10% of the total number of issued Shares as at the date of passing the resolution approving the said refreshment at the AGM.

As at the Latest Practicable Date, the total number of Shares which might be issued upon exercise of all outstanding Options granted and yet to be exercised (taking no account of the Proposed Grant ) was 325,263,800 Shares (including the exercise of the Options granted to Mr. Woo on 14 April 2021), representing approximately 8.22% of the issued share capital of the Company as at the Latest Practicable Date. Assuming that the Proposed Grant is approved by the Independent Shareholders at the AGM and that no Options granted under the Share Option Scheme are exercised from the Latest Practicable Date to the date of the AGM, immediately after the AGM, the Company will have 717,927,600 Options outstanding carrying the rights to subscribe for 717,927,600 Shares, representing approximately 18.14% of the issued share capital of the Company as at the Latest Practicable Date.

Accordingly, the grant of the Options to the Grantees will not exceed the overall limit of 30% of the Shares in issue from time to time as required under the Listing Rules.

### Conditions

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit. The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the AGM to approve the said refreshment; and



## LETTER FROM THE BOARD

- (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any Options that may be granted under the refreshed Scheme Mandate Limit up to 10% of the issued Shares as at the date of passing the relevant ordinary resolution at the AGM.

### **Application for Listing**

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in the new Shares which may fall to be allotted and issued upon exercise of any Options that may be granted under the refreshed Scheme Mandate Limit.

### **RE-APPOINTMENT OF AUDITORS**

KPMG will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the audit committee of the Company (the “**Audit Committee**”), the Board proposed to re-appoint KPMG as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **CLOSURE OF REGISTER OF MEMBERS**

The forthcoming AGM is scheduled to be held on Wednesday, 2 June 2021. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 28 May 2021 to Wednesday, 2 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, all duly completed share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 27 May 2021.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

Notice of the AGM is set out on pages 22 to 26 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must 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. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.hansenergy.com](http://www.hansenergy.com)). To be valid, the form of

## LETTER FROM THE BOARD

proxy must be completed and signed in accordance with the instructions stated thereon and return it to the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM (not later than 11:00 a.m. on Monday, 31 May 2021) or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must 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. Therefore, all resolutions as set out in the notice convening the AGM will be voted by way of a poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and the Issue Mandate to the Directors and the re-election of the retiring Directors, the Proposed Grant and the refreshment of Scheme Mandate Limit are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders and the Independent Shareholders (where applicable) to vote in favour of the relevant resolutions as set out in the notice of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Hans Energy Company Limited**  
漢思能源有限公司  
**David An**  
*Chairman*



The following is as an explanatory statement, as required by the Listing Rules, to provide certain information to the Shareholders for their consideration of the Repurchase Mandate.

#### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,956,638,000 Shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 395,663,800 Shares, being 10% of the total number of issued Shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

#### **2. REASONS FOR REPURCHASES**

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

#### **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

#### **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

**5. MARKET PRICES OF SHARES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date:

	Share Price Per Share	
	Highest HK\$	Lowest HK\$
<b>2020</b>		
April	0.229	0.190
May	0.270	0.209
June	0.275	0.230
July	0.330	0.245
August	0.465	0.310
September	0.445	0.400
October	0.415	0.375
November	0.440	0.380
December	0.430	0.380
<b>2021</b>		
January	0.425	0.350
February	0.400	0.355
March	0.400	0.305
April (up to and including the Latest Practicable Date)	0.380	0.320

**6. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

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

The Company has not been notified by any core connected person of the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

**7. TAKEOVERS CODE**

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. An, chairman of the Company, was interested in 2,766,593,980 Shares representing approximately 69.92% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interest of Mr. An in the Company would be increased to approximately 77.69% of the total issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on Mr. An to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

**8. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON**

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person of the Company (i) has notified the Company that he/she/it has a present intention to sell any Shares; (ii) has undertaken to the Company that he/she/it will not sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

**9. MATERIAL ADVERSE CHANGE**

As compared with the financial position of the Company as at 31 December 2020 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

**10. REPURCHASE OF SHARES MADE BY THE COMPANY**

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

The following are the biographical details of the Directors proposed for re-election at the AGM:

**1. MR. YANG DONG**

**Mr. Yang Dong (“Mr. Yang”)**, aged 60, has been an executive Director and the Chief Executive Officer of the Company since July 2016. Mr. Yang joined the Company in 2012. Prior to that, he held various senior key positions in the subsidiaries of China Petroleum & Chemical Corporation such as the deputy general manager in China Petrochemical International Co. Ltd. and deputy chairman and executive director in Sinopec Kantons Holdings Limited (Stock code: 934), the securities of which is listed on the Stock Exchange. He has extensive experience in international trade of petroleum and chemical commodities. Mr. Yang graduated from Beijing Normal University with a degree in Economics. He also holds a Master’s degree in Project Management from University of Management and Technology.

Mr. Yang has entered into a service contract with the Company for a term of 12 months, renewable automatically for successive terms of 12 months upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service contract and he is subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles of Association.

Mr. Yang received Director’s salary and allowance of approximately HK\$2,125,000 for the financial year ended 31 December 2020, plus other Director’s emoluments such as discretionary bonus and other benefits, which was determined by the Board with the recommendation of the remuneration committee of the Board by reference to his performance and responsibilities, the market rates for the position and the Company’s performance and profitability.

Mr. Yang does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor does he hold any other positions in the Group. He does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas. As at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

**2. MS. LIU ZHIJUN**

**Ms. Liu Zhijun (“Ms. Liu”)**, aged 53, has been an executive Director since April 2006. Ms. Liu currently holds as the financial controller, PRC of the Company, the deputy chairlady and financial controller of Guangdong Petro-Chemicals Company Limited (“**GD Petro-Chemicals**”) and Guangzhou Hans Energy Investment Ltd. and the deputy chairlady of Dongguan Dongzhou International Petrochemical Storage Limited. Ms. Liu joined GD Petro-Chemicals in 1997. Prior to that, she had worked in various government departments and large State-owned

enterprises, including the Audit Office of Guangdong Province, China Travel Service (Holdings) Hong Kong Limited, etc. She has more than 30 years of experience in financial management. Ms. Liu graduated from Sun Yat-sen University in 1989 with a Bachelor's degree in Economics. Ms. Liu also holds the auditor qualification certificate of speciality and technology issued by the Ministry of Personnel and National Audit Office of the PRC.

Ms. Liu has entered into a service contract with the Company for a term of 12 months, renewable automatically for successive terms of 12 months upon expiry of the then current term of her appointment, unless terminated in accordance with the terms of the service contract and she is subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles of Association.

Ms. Liu received Director's salary and allowance of approximately HK\$1,390,000 for the financial year ended 31 December 2020, plus other Director's emoluments such as discretionary bonus and other benefits, which was determined by the Board with the recommendation of the remuneration committee of the Board by reference to her performance and responsibilities, the market rates for the position and the Company's performance and profitability.

Ms. Liu does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor does she hold any other positions in the Group. She does not, at present, nor did she in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas. As at the Latest Practicable Date, she does not have any interests in the Shares within the meaning of Part XV of the SFO.

### 3. MR. LI WAI KEUNG

**Mr. Li Wai Keung ("Mr. Li")**, aged 64, has been an independent non-executive Director since July 2002. He is also the Chairman of the Audit Committee and the remuneration committee of the Company, and a member of the Nomination Committee. Mr. Li graduated from The Hong Kong Polytechnic and holds a Master's degree in Business Administration from The University of East Asia. He is a fellow member of The Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Li had worked for Henderson Land Development Company Limited. He was a chief financial officer of GDH Limited and Guangdong Holdings Limited until 31 December 2019, an executive director and company secretary of Guangdong Land Holdings Limited (stock code: 124) until 20 February 2020 and a non-executive director of Guangdong Investment Limited (stock code: 270) until 28 March 2020, the securities of which are listed on the Stock Exchange. Mr. Li is currently an independent non-executive director of Shenzhen Investment Limited (stock code: 604), China South City Holdings Limited (stock code: 1668) and Centenary United Holdings Limited (stock code: 1959), the securities of which are listed on the Stock Exchange. Apart from the abovementioned, Mr. Li is the standing committee member of Chinese People's Political Consultative Conference Guangdong Provincial Committee.

Mr. Li has entered into an appointment letter with the Company for a term of three years, unless terminated in accordance with the terms of the appointment letter and he is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Li is entitled to receive a Director's fee of HK\$120,000 per annum which was determined by the Board with the recommendation of the remuneration committee of the Board by reference to the market practices.

Mr. Li does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor does he hold any other positions in the Group. As at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

#### 4. GENERAL

Each of the above retiring Directors proposed for re-election has confirmed that there is no information which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning him/her that need to be brought to the attention of the Shareholders.

# NOTICE OF 2021 ANNUAL GENERAL MEETING



## 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 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 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 201, 2/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 2 June 2021 at 11:00 a.m. for the following purposes:

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 2020.
2. To re-elect Mr. Yang Dong as director of the Company (the “**Director**”).
3. To re-elect Ms. Liu Zhijun as Director.
4. To re-elect Mr. Li Wai Keung as 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;



## NOTICE OF 2021 ANNUAL GENERAL MEETING

- (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:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) 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
    - (iii) 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:
  - (i) a rights issue;
  - (ii) the exercise of options granted or to be granted under the share option scheme of the Company;

## NOTICE OF 2021 ANNUAL GENERAL MEETING

- (iii) 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;
  - (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
  - (v) 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:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) 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
  - (iii) 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 of the Company 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.”

## NOTICE OF 2021 ANNUAL GENERAL MEETING

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

“**THAT** the grant of 392,663,800 share options (the “**Options**”) carrying the rights to subscribe for a total of 392,663,800 ordinary shares (the “**Shares**”) of the Company to Mr. David An, a substantial shareholder of the Company and an executive Director at an exercise price of HK\$0.340 per Share under the share option scheme adopted by the Company on 28 December 2012 (the “**Share Option Scheme**”) be and is hereby approved and any one of the Directors be and is hereby authorised to do all such further acts or things, to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient for the purposes of, or in connection with, implementing and/or giving full effect to such grant and exercise of the Options.”

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

“**THAT**

- (a) the existing share option scheme mandate limit in respect of granting of share options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) must not exceed 10% of the Shares in issue as at the date on which this resolution is passed (the “**Refreshed Scheme Mandate Limit**”); and
- (b) any one of the Directors be authorised (i) to do all such acts and execute all such documents to effect the Refreshed Scheme Mandate Limit; (ii) subject to compliance with the Listing Rules, to grant share options to subscribe for Shares within the Refreshed Scheme Mandate Limit pursuant to the Share Option Scheme; and (iii) to exercise all powers to allot, issue and deal with Shares pursuant to the exercise of share options granted under the Share Option Scheme within the Refreshed Scheme Mandate Limit.”

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 2021

## NOTICE OF 2021 ANNUAL GENERAL MEETING

*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 Level 54, Hopewell Centre, 183 Queen’s Road East, 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, 31 May 2021) 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 Friday, 28 May 2021 to Wednesday, 2 June 2021, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 27 May 2021.

*As at the date of this notice, the board of Directors comprises four executive Directors, namely Mr. David An (Chairman), Mr. Yang Dong, Ms. Liu Zhijun and Mr. Zhang Lei and three independent non-executive Directors, namely Mr. Li Wai Keung, Mr. Chan Chun Wai, Tony and Mr. Woo King Hang.*