

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 or 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 (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange 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.



HANS ENERGY COMPANY LIMITED

漢思能源有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00554)

**(I) PROPOSED CHANGE OF COMPANY NAME;
(II) PROPOSED ADOPTION OF THE AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

The letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at The Function Room (Room 1-2), 2nd Floor, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 21 November 2024 at 2:00 p.m. is set out on pages 17 to 19 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hansenergy.com). Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. by 2:00 p.m. on Tuesday, 19 November 2024) before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the English and Chinese versions, the English version shall prevail.

31 October 2024

CONTENTS

	<i>Page</i>
Definitions	1-2
Letter from the Board	3-7
Appendix I : Proposed Amendments to the Existing Memorandum and Articles of Association	8-16
Notice of Extraordinary General Meeting	17-19

DEFINITIONS

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

“Amended and Restated Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating the changes set out in Appendix I to this circular proposed to be approved by the Shareholders at the EGM
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Hans Energy Company Limited” to “Hans Group Holdings Limited” and adoption of the Chinese name “漢思集團控股有限公司” as its new dual foreign name to replace its existing Chinese name “漢思能源有限公司”
“Company”	Hans Energy Company Limited, a company duly incorporated in the Cayman Islands with limited liability, whose Shares are listed and traded on the Main Board of the Stock Exchange
“Completion”	the completion of the acquisition of 54.44% of the total issued shares of Bravo Transport Holdings Limited by Glorify Group Limited, a wholly-owned subsidiary of the Company, on 31 July 2024
“Director(s)”	director(s) of the Company
“Existing Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company currently in force as adopted on 31 May 2023
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be convened at The Function Room (Room 1-2), 2nd Floor, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 21 November 2024 at 2:00 p.m. by the Company to approve the resolutions contained in the Notice of Extraordinary General Meeting which is set out on pages 17 to 19 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	28 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association to (i) reflect the Change of Company Name, (ii) reflect and align the Company’s memorandum and articles of association with the requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules, and (iii) incorporate certain housekeeping changes, as set out in Appendix I to this circular
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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*)
Mr. ZHANG Lei
Mr. LI Wai Keung

Registered Office:

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

Non-Executive Directors:

Mr. Nicolas Charles Philippe
DE MASCAREL DE LA CORBIERE
Mr. James Anthony WILLIAMSON

Principal Place of Business

in Hong Kong:
Unit 2608, 26th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Independent Non-Executive Directors:

Mr. CHAN Chun Wai, Tony
Mr. CHUNG Chak Man, William

31 October 2024

To the Shareholders

Dear Sir/Madam,

**(I) PROPOSED CHANGE OF COMPANY NAME;
(II) PROPOSED ADOPTION OF THE AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 21 October 2024 in respect of the Change of Company Name and the proposed adoption of the Amended and Restated Memorandum and Articles of Association.

The purpose of this circular is to provide you with details of (i) the Change of Company Name; (ii) the proposed adoption of the Amended and Restated Memorandum and Articles of Association; and (iii) the notice of the Extraordinary General Meeting.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Hans Energy Company Limited” to “Hans Group Holdings Limited” and adopt the Chinese name “漢思集團控股有限公司” as its new dual foreign name to replace its existing Chinese name “漢思能源有限公司”.

Reasons for the Change of Company Name

As disclosed in the Company’s announcement dated 31 July 2024, upon Completion, Bravo Transport Holdings Limited was owned as to 70% by Glorify Group Limited, a wholly-owned subsidiary of the Company, and has become a non-wholly owned subsidiary of the Company. Accordingly, the Group’s principal business has broadened from terminal storage and trading of oil and petrochemical products to encompass public bus services in Hong Kong and advertising services, enhancing the Group’s business with more diversified sectors.

In light of the diversification of the Group’s business sectors, the Board considers that the Change of Company Name will better reflect the nature of the Group’s existing business and future development of the Group’s business as a whole. The Board also considers that the proposed new English name and the dual foreign name in Chinese of the Company will provide the Group with a new corporate image and enhance the Company’s brand identity for its future business development. Therefore, the Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Conditions of the Change of Company Name

The Change of Company Name is subject to satisfaction of the following conditions:

1. the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
2. the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and issues a certificate of incorporation on change of name. The Company will then carry out the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders or the Company’s daily operations or its financial position. Once the Change of Company Name has become effective, any new share certificates of the Company issued thereafter will bear the new name of the Company.

LETTER FROM THE BOARD

All the existing share certificates in issue bearing the present name of the Company will, after the Change of Company Name having become effective, continue to be effective and valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to amend and restate the Existing Memorandum and Articles of Association to (i) reflect the Change of Company Name, (ii) reflect and align the Company's memorandum and articles of association with the requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules, and (iii) incorporate certain housekeeping changes.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to adopt the Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association. The Proposed Amendments are subject to the passing of a special resolution at the EGM and the Change of Company Name taking effect, and will take immediate effect following the Change of Company Name.

The Proposed Amendments are set out in Appendix I to this circular. The Proposed Amendments and the Amended and Restated Memorandum and Articles of Association are prepared in the English language. The Chinese translation thereof is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisers to the Company as to Hong Kong law have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments are not inconsistent with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

Notice of the Extraordinary General Meeting is set out on pages 17 to 19 of this circular.

As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, as no Shareholders had a material interest in the Change of Company Name nor the proposed adoption of the Amended and Restated Memorandum and Articles of Association, no Shareholders will be required to abstain from voting on the resolutions to approve the Change of Company Name and the proposed adoption of the Amended and Restated Memorandum and Articles of Association.

Pursuant to Rule 13.39(4) of the Listing Rules and the Existing Memorandum and Articles of Association, 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 EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM 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) and of the Company (www.hansenergy.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 2:00 p.m. on Tuesday, 19 November 2024) or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the poll results of the EGM, the effective date of the Change of Company Name, the adoption of the Amended and Restated Memorandum and Articles of Association and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Change of Company Name and the proposed adoption of the Amended and Restated Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
Hans Energy Company Limited
漢思能源有限公司
Yang Dong
Chief Executive Officer and Executive Director

The details of the proposed amendments to the Existing Memorandum and Articles of Association are set out below:

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
Memorandum of Association	
<p style="text-align: center;">AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">HANS ENERGY COMPANY LIMITED 漢思能源有限公司</p> <p style="text-align: center;">(adopted by a Special Resolution passed on 31 May 2023)</p>	<p style="text-align: center;">AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">HANS ENERGY COMPANY LIMITED 漢思能源有限公司</p> <p style="text-align: center;"><u>HANS GROUP HOLDINGS LIMITED</u> 漢思集團控股有限公司</p> <p style="text-align: center;">(adopted by a Special Resolution passed on 31 May 2023[●] 2024)</p>
<p>1. The name of the Company is Hans Energy Company Limited 漢思能源有限公司.</p>	<p>1. The name of the Company is Hans Energy Company Limited 漢思能源有限公司 <u>Hans Group Holdings Limited</u> 漢思集團控股有限公司.</p>
Articles of Association	
<p style="text-align: center;">AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">HANS ENERGY COMPANY LIMITED 漢思能源有限公司</p> <p style="text-align: center;">(adopted by a Special Resolution dated 31 May 2023)</p>	<p style="text-align: center;">AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">HANS ENERGY COMPANY LIMITED 漢思能源有限公司</p> <p style="text-align: center;"><u>HANS GROUP HOLDINGS LIMITED</u> 漢思集團控股有限公司</p> <p style="text-align: center;">(adopted by a Special Resolution dated passed on 31 May 2023[●] 2024)</p>

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
<p style="text-align: center;"><u>Interpretation</u></p> <p>Interpretation</p> <p>2. The marginal notes to these Articles shall not affect the interpretation hereof. In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>the Company “the Company” or “this Company” shall mean Hans Energy Company Limited 漢思能源有限公司;</p>	<p style="text-align: center;"><u>Interpretation</u></p> <p>Interpretation</p> <p>2. The marginal notes to these Articles shall not affect the interpretation hereof. In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>the Company “the Company” or “this Company” shall mean Hans Energy Company Limited 漢思能源有限公司 <u>Hans Group Holdings Limited</u> 漢思集團控股有限公司;</p>
<p style="text-align: center;"><u>Calls on Shares</u></p> <p>Copy of notice to be sent</p> <p>26. A copy of the notice referred to in Article 25 shall be sent in the manner in which notices may be sent to members by the Company as herein provided.</p>	<p style="text-align: center;"><u>Calls on Shares</u></p> <p>Copy of notice to be sent</p> <p>26. A copy of the notice referred to in Article 25 shall be sent in the manner in which notices may be sent to members by the Company as herein provided <u>in Article 167</u>.</p>

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
<p style="text-align: center;"><u>Notices</u></p> <p>Service of notice</p> <p>167.(a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website or the Exchange's website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent in the manner specified in the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p style="text-align: center;"><u>Notices</u></p> <p>Service of notice</p> <p>167.(a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member <u>either in any of the following manners:</u></p> <p>(i) <u>personally by leaving it at the registered address of such member as appearing in the register of members; or</u></p> <p>(ii) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail where the notice or document is posted from one country to another); or;</u></p> <p>(iii) <u>to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company, without the need for any additional consent or notification; or</u></p>

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
	<p>(iv) by placing it on the Company's Website and/or the Exchange's website in compliance with the requirements of the Listing Rules without the need for any additional consent or notification; or provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent in the manner specified in the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or</p> <p>(v) (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules; <u>or</u></p> <p>(vi) <u>by sending or otherwise making it available to such member through such other means to the extent permitted by and in accordance with the Act and other applicable laws, rules and regulations.</u></p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
<p>Members out of Hong Kong</p> <p>168. A member shall be entitled to have notice served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for the space of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	<p>Members out of Hong Kong <u>[Intentionally deleted]</u></p> <p>168. A member shall be entitled to have notice served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for the space of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong. <u>[Intentionally deleted]</u></p>

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
<p>When notice by post deemed to be served</p> <p>169. Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates). Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient. Any notice served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules.</p>	<p>When notice by post deemed to be served</p> <p>169. Any notice or document:</p> <p>(i) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(ii) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p>

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
	<p>(iii) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p>(iv) <u>served by being made available on the Company's Website and/or the Exchange's website shall be deemed to be served on the day the notice first appears on the Company's Website and/or the Exchange's website, or such later time or as may be prescribed by the Listing Rules; and</u></p>

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
	<p>(v) Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates). Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient. Any notice served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules.</p>

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
<p data-bbox="240 368 775 470">Service of notice to persons entitled on death, mental disorder or bankruptcy of a member</p> <p data-bbox="240 517 775 1253">170. A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p data-bbox="809 368 1343 470">Service of notice to persons entitled on death, mental disorder or bankruptcy of a member</p> <p data-bbox="809 517 1343 1253">170. A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hans Energy Company Limited 漢思能源有限公司 (the “**Company**”) will be held at The Function Room (Room 1-2), 2nd Floor, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 21 November 2024 at 2:00 p.m. for the purpose of considering, and if thought fit, passing the following resolutions with or without amendments, as special resolutions of the Company.

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Hans Energy Company Limited” to “Hans Group Holdings Limited”, and the Chinese name “漢思集團控股有限公司” be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name “漢思能源有限公司” (the “**Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT**
 - (a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix I to the circular of the Company dated 31 October 2024, be and are hereby approved;
 - (b) the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of

NOTICE OF EXTRAORDINARY GENERAL MEETING

identification, be and is hereby approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect following the Change of Company Name; and

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

By order of the Board
Hans Energy Company Limited
漢思能源有限公司
Yang Dong
Chief Executive Officer and Executive Director

Hong Kong, 31 October 2024

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

Principal Place of Business in Hong Kong:
Unit 2608, 26th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Notes:

1. The resolutions at the EGM 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 of Hong Kong Limited (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 EGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the EGM to represent the member. If more than one proxy is so appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. 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 registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. by 2:00 p.m. on Tuesday, 19 November 2024) 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 EGM and, in such event, the said form of proxy shall be deemed to be revoked.
5. For determining the qualification as members of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 18 November 2024 to Thursday, 21 November 2024, 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 EGM, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 November 2024.
6. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" is announced by the Government of Hong Kong or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the EGM, the EGM will be postponed or adjourned. The Company will post an announcement on the websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and place of the rescheduled EGM.
7. The EGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the Board comprises four executive Directors, namely Mr. David An (Chairman), Mr. Yang Dong, Mr. Zhang Lei and Mr. Li Wai Keung, two non-executive Directors, namely Mr. Nicolas Charles Philippe de Mascarel de la Corbiere and Mr. James Anthony Williamson and two independent non-executive Directors, namely Mr. Chan Chun Wai, Tony and Mr. Chung Chak Man, William.