
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Jilin Province Chuncheng Heating Company Limited***, you should at once hand this circular, the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, securities broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Jilin Province Chuncheng Heating Company Limited*
吉林省春城熱力股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)
(Stock code: 1853)

**REPORT OF THE DIRECTORS FOR THE YEAR 2019,
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019,
ANNUAL REPORT FOR THE YEAR 2019,
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2019,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019,
REMUNERATION PLAN FOR DIRECTORS FOR THE YEAR 2020,
REMUNERATION PLAN FOR SUPERVISORS FOR THE YEAR 2020,
RE-APPOINTMENT OF THE COMPANY'S AUDITORS FOR THE YEAR 2020,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF 2019 ANNUAL GENERAL MEETING**

The letter from the Board is set out on pages 3 to 11 of this circular.

A notice dated 9 April 2020 convening the AGM to be held at 9 a.m. on Wednesday, 27 May 2020 at the Conference Room 907, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC is set out on pages 17 to 20 of this circular.

The proxy form for the AGM has been posted to you on 9 April 2020. Whether or not you are able to attend the AGM in person, you are requested to complete and return the applicable proxy form in accordance with the instructions printed thereon. In case of H Shareholders, the proxy form must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible; in case of Domestic Shareholders, the proxy form must be lodged with the head office of the Company at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC as soon as possible; but in any event, not less than 24 hours before the time scheduled for holding the relevant meeting (or any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof if you so desire.

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the same to (in case of H Shareholders) the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC on or before Wednesday, 6 May 2020 in accordance with the instructions printed thereon.

* *For identification purposes only*

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DEFINITIONS

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

“AGM”	the 2019 annual general meeting to be held by the Company at the Conference Room 907, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC at 9 a.m. on Wednesday, 27 May 2020
“Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board”	the board of Directors
“Company”	Jilin Province Chuncheng Heating Company Limited* (吉林省春城熱力股份有限公司), a company incorporated in the PRC on 23 October 2017, is currently a joint stock company, and the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1853)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the Main Board of the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong dollar(s)” or “HKD”	the lawful currency of Hong Kong, Hong Kong dollars

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Board by the Shareholders at the AGM to issue not more than 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the relevant special resolution of the Company, at any time during the period specified in the relevant special resolutions set out in the notice of the AGM, and make corresponding amendments to the Article of Association as and when deemed appropriate
“Latest Practicable Date”	31 March 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“RMB”	the lawful currency of the PRC, Renminbi, the basic unit of which is “yuan”
“Share(s)”	H Share(s) and Domestic Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the Supervisory Committee of the Company

LETTER FROM THE BOARD



Jilin Province Chuncheng Heating Company Limited* **吉林省春城熱力股份有限公司**

(A joint stock limited liability company incorporated in the People's Republic of China)
(Stock code: 1853)

Executive Directors:

Mr. Yang Zhongshi
Mr. Shi Mingjun
Mr. Xu Chungang
Mr. Li Yeji

Non-executive Director:

Liu Changchun (*Chairman*)

Independent non-executive Directors:

Mr. Wang Yuguo
Mr. Fu Yachen
Mr. Poon Pok Man

Registered office in the PRC:

No. 28, Block B Nanhu Road Community
No. 998 Nanhu Road, Nangan District,
Changchun City, Jilin Province
PRC

*Head office/Principal Place of Business
in the PRC:*

No. 28, Block B Nanhu Road Community
No. 998 Nanhu Road, Nangan District
Changchun City, Jilin Province
PRC

*Principal Place of Business
in Hong Kong:*

46/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

9 April 2020

To the Shareholders,

Dear Sir/Madam,

**REPORT OF THE DIRECTORS FOR THE YEAR 2019,
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019,
ANNUAL REPORT FOR THE YEAR 2019,
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2019,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019,
REMUNERATION PLAN FOR DIRECTORS FOR THE YEAR 2020,
REMUNERATION PLAN FOR SUPERVISORS FOR THE YEAR 2020,
RE-APPOINTMENT OF THE COMPANY'S AUDITORS FOR THE YEAR 2020,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF 2019 ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to give Shareholders the notice of the AGM and information on matters to be dealt with at the AGM, and to provide Shareholders with information in relation to, among others:

* For identification purpose only

LETTER FROM THE BOARD

- (1) Report of the Directors for the year 2019;
- (2) Report of the Supervisory Committee for the year 2019;
- (3) The annual report of the Company for the year 2019;
- (4) The audited financial statements of the Group as of, and for the year ended 31 December 2019;
- (5) Profit distribution plan for the year 2019;
- (6) Remuneration plan for Directors for the year 2020;
- (7) Remuneration plan for Supervisors for the year 2020;
- (8) Re-appointment of Ernst & Young as the Company's auditors for the year 2020;
- (9) Proposed amendments to the Articles of Association; and
- (10) General mandate to the Board for allotting, issuing and dealing with additional Domestic and/or H Shares during the relevant period.

ORDINARY RESOLUTIONS

Report of the Directors for the year 2019

An ordinary resolution will be proposed at the AGM to consider and approve the Report of the Directors for 2019, the text of which is set out in the Company's annual report for the year 2019 dispatched by the Company.

Report of the Supervisory Committee for the year 2019

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for 2019, the text of which is set out in the Company's annual report for the year 2019 dispatched by the Company.

The annual report for the year 2019

An ordinary resolution will be proposed at the AGM to consider and approve the Company's annual report for the year 2019, which has been dispatched by the Company.

LETTER FROM THE BOARD

The audited financial statements of the Group as of, and for the year ended 31 December 2019

An ordinary resolution will be proposed at the AGM to approve the Group's audited financial statements as of, and for the year ended 31 December 2019, the text of which is set out in the Company's annual report for the year 2019 dispatched by the Company.

Profit distribution plan for the year 2019

According to the Articles of Association, an ordinary resolution will be proposed by the Board at the AGM to approve the profit distribution plan of the Company.

The Board resolved to propose to the Shareholders of the Company at the 2019 AGM to be held on 27 May 2020, for their consideration and approval of the payment of a final dividend of RMB0.17 per Share (tax inclusive) for the year ended 31 December 2019 (the "2019 Final Dividends") payable to the Shareholders, whose names are listed in the register of members of the Company on 8 June 2020, in an aggregate amount of approximately RMB79.34 million. The 2019 Final Dividends will be denominated and declared in RMB. Dividends on Domestic Shares will be paid in RMB and dividends on H Shares will be paid in Hong Kong dollars. The amounts distributed in Hong Kong dollar shall be calculated based on the average selling price of exchange rates of Hong Kong dollar to RMB as published by the PBOC in the calendar week before the date which the Company declares such dividends. Subject to the passing of the relevant resolution at the AGM, the 2019 Final Dividends are expected to be paid on or around 7 July 2020.

According to the Articles of Association, the Hong Kong dollars required for the Company to pay cash dividends and other payments to the individual H Shareholders shall be handled in accordance with the relevant foreign exchange administration regulations of the State.

The Company was not aware of any Shareholder who had waived or agreed to waive any dividend arrangement for the year ended 31 December 2019.

(1) Holders of Domestic Shares

The register of members of the Company in respect of the Domestic Shares will be closed from 2 June 2020 to 8 June 2020 (both days inclusive). In order to qualify for receiving the dividend, holders of Domestic Shares must lodge the transfer documents accompanied by relevant share certificates with the head office of the Company in the PRC at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC no later than 4:30 p.m. on 1 June 2020.

According to the relevant regulations of the Individual Income Tax Law of the People's Republic of China, the Company will withhold an individual income tax at the rate of 20% for natural person shareholders whose names appear on the register of members of the Company for holders of Domestic Shares on 8 June 2020.

The dividend for holders of Domestic Shares without affirmed ownership will be kept temporarily by the Company and distributed upon the confirmation of the ownership.

LETTER FROM THE BOARD

(2) *Holder of H Shares*

The register of members of the Company in respect of the H Shares will be closed from 2 June 2020 to 8 June 2020 (both days inclusive). In order to qualify for receiving the dividend, holders of H Shares must lodge the transfer documents accompanied by the relevant share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 1 June 2020.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Regulation on the Implementation of the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法實施條例》), both implemented in 2008, the Company shall be obliged to withhold and pay 10% enterprise income tax when it distributes the 2019 Final Dividends to non-resident enterprise Shareholders of overseas H shares (including HKSCC Nominees Limited, other corporate nominees or trustees, and other entities or organisations) whose names appear on the Company's H share register of members on 8 June 2020.

According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual H Shareholders who are Hong Kong or Macau residents and those whose country of domicile is a country which has entered into a tax treaty with PRC stipulating a dividend tax rate of 10%, the Company will finally withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders. If the individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with PRC stipulating a dividend tax rate of less than 10%, and judge by themselves that they meet the conditions for entitlement and are entitled to tax treaty treatment according to the announcement of the State Administration of Taxation (2019 No. 35), they are required to truthfully fill in the Information Reporting Form for Non-Resident Taxpayers Claiming Treaty Benefits (《非居民納稅人享受協定待遇信息報告表》), and submit it to the Company on their own initiative. Upon receipt of the information reporting form, if the information filled in by the shareholder is confirmed to be complete, the Company shall withhold the tax according to the provisions of domestic tax laws and faithfully submit the information reporting form to the competent tax authority as an annex for withholding declaration. If the shareholder fails to submit the information reporting form to the Company or reports incomplete information, the Company shall withhold the tax according to the provisions of domestic tax laws. If the individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders.

LETTER FROM THE BOARD

The Company will determine the country of domicile of the individual H Shareholder based on the registered address as recorded in the H share register of members of the Company on 8 June 2020 (the “Registered Address”). If the country of domicile of an individual H Shareholder is not the same as the Registered Address or if the individual H Shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual H Shareholder shall notify and provide relevant supporting documents to the Company on or before Monday, 1 June 2020. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding and payment provisions and arrangements. Individual H Shareholders may either personally attend or appoint a representative to attend to the procedures in accordance with the requirements under the tax treaties notice if they do not provide the relevant supporting documents to the Company within the time period stated above.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Shareholders or any disputes relating to the tax withholding and payment mechanism or arrangements.

Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

Remuneration plan for Directors for the year 2020

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Directors for the year ending 31 December 2020 formulated in accordance with the Company’s internal policies and relevant regulatory requirements.

Remuneration plan for Supervisors for the year 2020

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Supervisors for the year ending 31 December 2020 formulated in accordance with the Company’s internal policies and relevant regulatory requirements.

Re-appointment of Ernst & Young as the Company’s auditors for the year 2020

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Ernst & Young as the Company’s auditors for 2020 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

LETTER FROM THE BOARD

SPECIAL RESOLUTIONS

Proposed amendments to the Articles of Association

Reference is made to the announcement of the Company dated 30 March 2020, in relation to the proposed amendments to the Articles of Association. In order to (1) timely adjust the period within which the general meeting of companies listed overseas will be held, as required by the State Council; (2) make necessary amendments according to actual situation as certain provisions are inapplicable after the Company become listed; and (3) further improve corporate governance, the Company will propose to the AGM for approval of the amendments to the Articles of Association.

The proposed amendments are set out in Appendix I. Except for the proposed amendments as set out in Appendix I, other articles in the Articles of Association remain unchanged.

As a result of the proposed amendments to the Articles of Association as set out in Appendix I, the numbering of the relevant clauses in the Article of Association will also be amended, with corresponding amendments of cross references to relevant clause numbers in the Article of Association accordingly.

The proposed amendments to the Articles of Association are subject to the shareholders' consideration and approval at the AGM of the Company by way of a special resolution. The revised Articles of Association shall become effective on the date of passing the relevant resolution at the AGM of the Company. Prior to the passing of the relevant resolution at the AGM, the prevailing Articles of Association of the Company shall remain valid.

General mandate to the Board to issue additional Domestic Shares and/or H Shares

A special resolution will be proposed at the AGM that the Board be granted the Issue Mandate to exercise the power of the Company to allot, issue or otherwise deal with new Shares (apart from the issue of Shares by conversion of the surplus reserve into the share capital in accordance with the PRC Company Law and the Articles of Association) not more than 20% of the respective number of Domestic Shares and/or H Shares in issue as of the date of passing this special resolution, and to authorize the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate.

The numbers of Domestic Shares and H Shares in issue of the Company as of the Latest Practicable Date were 350,000,000 Domestic Shares and 116,700,000 H Shares, respectively. Assuming that the number of Shares remains unchanged as at the date of passing this special resolution, the Board will be allowed under the Issue Mandate to issue a maximum of 70,000,000 Domestic Shares and 23,340,000 H Shares, subject to the passing of the special resolution approving the grant of the Issue Mandate to the Board. Meanwhile, the Board is authorized to make necessary amendments to the Articles of Association so as to reflect the new share capital structure upon the allotment or issue of additional Shares pursuant to such mandate.

LETTER FROM THE BOARD

The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Issue Mandate to the Board to issue new Shares. Whilst it is not possible to anticipate in advance any specific circumstances in which the Board might think it appropriate to issue Shares, the ability to do so would give the Directors the flexibility to capture the opportunity if it so arises.

The Issue Mandate would expire on the earlier of: (a) the conclusion of the next annual general meeting following the passing of this special resolution; (b) 12 months from the date of passing of this special resolution; or (c) the date on which the authorization set out in this special resolution are revoked or amended by a special resolution in a general meeting of the Company.

THE AGM

The Company will convene the AGM at 9 a.m. on Wednesday, 27 May 2020 at the Conference Room 907, Chuncheng Heating, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. A form of proxy and a reply slip have been dispatched to the Shareholders in accordance with the Listing Rules on 9 April 2020. The notice of the AGM is set out on pages 17 to 20 of this circular.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon.

If you intend to attend the AGM (in person or by proxy), you are required to complete and return the accompanying reply slip to the H Share Registrar (for holders of H Shares) or the head office of the Company in the PRC (for holders of Domestic Shares) on or before Wednesday, 6 May 2020. If the number of voting Shares represented by the Shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company's voting Shares, the Company may hold the general meeting. If not, the Company shall within five days inform the Shareholders again, by announcement or otherwise required in the Articles of Association, of the matters to be considered as well as the date and place of the meeting. Upon such notification, the Company may hold the general meeting.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the H Share Registrar, Computershare Hong Kong Investor Services Limited, and for Domestic Shareholders, the form of proxy should be returned to the office of the Board at the head office of the Company in the PRC in person or by post as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the respective meeting.

LETTER FROM THE BOARD

Precautionary Measures for the AGM

Taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the Shareholders from the risk of infection:

- (i) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
- (ii) Every Shareholder or proxy is required to wear surgical face mask throughout the meeting; and
- (iii) No refreshment will be served.

Furthermore, the Company wishes to advise the Shareholders, particularly Shareholders who are subject to quarantine in relation to novel coronavirus pneumonia, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolution, instead of attending the AGM in person.

Voting by poll at the AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 80 of the original Articles of Association.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she has in the same manner.

Closure of register of members

In order to ascertain the entitlements of the Shareholders to attend the AGM, the register of members of the Company will be closed from Saturday, 25 April 2020 to Wednesday, 27 May 2020 (both days inclusive), during which period no transfer of Shares of the Company will be effected.

To be eligible to attend and vote at the AGM, all transfer documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the head office of the Company in the PRC at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on Friday, 24 April 2020.

LETTER FROM THE BOARD

In order to ascertain the entitlements of the Shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Tuesday, 2 June 2020 to Monday, 8 June 2020 (both days inclusive), during which period no transfer of shares of the Company will be effected.

To be eligible to receive the proposed final dividend, all transfer documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the head office of the Company in the PRC at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on Monday, 1 June 2020.

RECOMMENDATION

The Board (including independent non-executive Directors) considers that each ordinary resolution and special resolution to be proposed at the AGM is in the interests of the Company and the Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favour of all the resolutions to be proposed at 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
On behalf of the Board of
Jilin Province Chuncheng Heating Company Limited*
LIU Changchun
Chairman

Jilin, the PRC, 9 April 2020

This appendix contains a summary of proposed amendments to the Articles of Association:

Articles Before Amendments

Article 7

The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management officers of the Company; all of whom are entitled, according to the Articles of Association, to make claims in respect of rights concerning the matters of the Company.

Without prejudice to the provisions of Article 207 of the Articles of Association, pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders; shareholders may institute legal proceedings against shareholders; and shareholders may institute legal proceedings against directors, supervisors and senior management officers of the Company.

“Legal proceedings” referred to in the preceding paragraph includes any legal action brought before a court and any arbitration application submitted to an arbitration institution.

Articles After Amendments

Article 7

The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management officers of the Company; all of whom are entitled, according to the Articles of Association, to make claims in respect of rights concerning the matters of the Company.

Without prejudice to the provisions of Article 205 of the Articles of Association, pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders; shareholders may institute legal proceedings against shareholders; and shareholders may institute legal proceedings against directors, supervisors and senior management officers of the Company.

“Legal proceedings” referred to in the preceding paragraph refers to any arbitration application submitted to the China International Economic and Trade Arbitration Commission.

Articles Before Amendments**Article 20**

Subject to the approval of the securities regulatory authority of the State Council, the Company may publicly issue 116,700,000 overseas-listed foreign shares (excluding over-allotment of 17,500,000 shares) to overseas investors for the first time. These ordinary shares are all H shares. Upon the completion of the above issuance of overseas-listed foreign shares, where the over-allotment option is not exercised, the shareholding structure of the Company shall be as follows: 466,700,000 ordinary shares, among which 325,500,000 shares shall be held by Changchun Heating Power (Group) Company Limited, our promoter, representing 69.75% of our total ordinary shares capital, 24,500,000 shares shall be held by Changchun State-owned Capital Investment Operation (Group) Co., Ltd., our promoter, representing 5.25% of our total ordinary shares capital; 116,700,000 shares shall be held by H shareholders, representing 25% of our total ordinary shares capital. In the event of the over-allotment option is exercised in full, the shareholding structure of the Company shall be as follows: 466,700,000 ordinary shares, among which 325,500,000 shares shall be held by Changchun Heating Power (Group) Company Limited, our promoter, representing 67.22% of our total ordinary shares capital, 24,500,000 shares shall be held by Changchun State-owned Capital Investment Operation (Group) Co., Ltd., our promoter, representing 5.06% of our total ordinary shares capital; 134,200,000 shares shall be held by H shareholders, representing 27.72% of our total ordinary shares capital.

Article 23

The registered capital of the Company upon its establishment, was RMB350,000,000. If the over-allotment option is not exercised, the registered capital of the Company shall be RMB466,700,000. If the over-allotment option is exercised, the registered capital of the Company shall be RMB484,200,000.

Articles After Amendments**Article 20**

Subject to the approval of the securities regulatory authority of the State Council, the Company publicly issued 116,700,000 overseas-listed foreign shares to overseas investors. These ordinary shares are all H shares.

Upon the completion of the above issuance of overseas-listed foreign shares, the total number of the Company's shares shall be 466,700,000 shares. The shareholding structure of the Company shall be as follows: 466,700,000 ordinary shares, among which 325,500,000 shares shall be held by Changchun Heating Power (Group) Company Limited, our promoter, representing 69.75% of our total ordinary shares capital; 24,500,000 shares shall be held by Changchun State-owned Capital Investment Operation (Group) Co., Ltd., our promoter, representing 5.25% of our total ordinary shares capital; 116,700,000 shares shall be held by H shareholders, representing 25% of our total ordinary shares capital.

Article 23

The registered capital of the Company is RMB466,700,000.

Articles Before Amendments**Article 67**

When the Company convenes an annual general meeting, shareholders individually or jointly holding 5% or more of the total voting shares of the Company shall be entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting to other shareholders within 2 days after the receipt of such proposal and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.

Article 68

To convene a shareholders' general meeting, the Company shall give written notices 45 days before the date of meeting (including the date of meeting), informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who will attend the meeting shall return the written replies of attendance to the Company 20 days before the date of the meeting. The day of the issue of the notice in accordance with this article shall be the day on which the Company or the share registrar appointed by the Company deliver such notice to the post office. Unless otherwise provided in the Articles of Association, the notice of the shareholders' general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council during 45 days to 50 days prior to the date of the meeting. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. The notice of a shareholders' general meeting served on the holders of overseas-listed foreign shares may be published through the designated websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

Articles After Amendments**Article 67**

To convene a shareholders' general meeting, the Company shall notify all shareholders of the time, place and matters to be considered at the meeting 20 days before the date of meeting; an extraordinary general meeting shall be notified to all shareholders 15 days before the date of meeting.

Shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting; the Board of Directors shall notify other shareholders within 2 days after the receipt of such proposal and table the provisional motion to the general meeting for consideration. The contents of the provisional motion shall fall within the scope of duties of the general meeting, with clear topics and specific resolutions.

A general meeting shall not transact matters not stated in the two above-mentioned notices of meeting.

Unless otherwise provided in the Articles of Association, the notice of the shareholders' general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.

Articles Before Amendments**Article 69**

The Company shall, based on the written replies received 20 days before the date of the shareholders' general meeting, calculate the number of shares with voting right represented by the shareholders who intend to attend the meeting. If the number of shares with voting rights represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total shares with voting rights, the Company may hold the shareholders' general meeting. Otherwise, the Company shall within 5 days notify the shareholders, again by way of a public announcement, of the matters to be considered at, and the date and place of, the meeting. Once an announcement has been so made, the Company may then proceed to convene the general the meeting. An extraordinary general meeting shall not transact matters not stated in the notice of meeting.

Article 71

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions passed at the meeting.

Articles After Amendments

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council during 20 days to 25 days prior to the date of the meeting. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

The notice of a shareholders' general meeting served on the holders of overseas-listed foreign shares may be published through the designated websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

Article 69

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions passed at the meeting, if the resolution has been passed by more than one-half of the votes represented by the shareholders present at the meeting; or two-thirds or more of the votes represented by the shareholders present at the meeting for resolution on amendment to the Articles of Association, increase in or reduction of the Company's share capital and resolution on merger, demerger, dissolution or change of corporate form of the Company.

Articles Before Amendments**Article 115**

No director shall act on behalf of the Company or the Board of Directors without the requirement of the Articles of Association or the lawful authorization of the Board of Directors. In the event that a director is acting in his own name, which may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such director shall state his stance and identity in advance.

Article 207 (2)

The claimant may refer the arbitration to either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.

If the claimant refers the arbitration to the Hong Kong International Arbitration Centre, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.

Articles After Amendments**Article 113**

No director shall act on behalf of the Company or the Board of Directors without the requirement of the Articles of Association or the lawful authorization of the Board of Directors, otherwise the directors shall be liable personally for the consequences and compensation arising therefrom. In the event that a director is acting in his own name, which may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such director shall state his stance and identity in advance.

Article 205 (2)

The claimant shall refer the arbitration to the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.

NOTICE OF 2019 ANNUAL GENERAL MEETING



Jilin Province Chuncheng Heating Company Limited* **吉林省春城熱力股份有限公司**

(A joint stock limited liability company incorporated in the People's Republic of China)
(Stock code: 1853)

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “AGM”) of Jilin Province Chuncheng Heating Company Limited* (the “Company”) will be held at 9 a.m. on Wednesday, 27 May 2020 at the Conference Room 907, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the adoption of the Report of the Directors for the year ended 31 December 2019.
2. To consider and approve the adoption of the report of the Supervisory Committee for the year ended 31 December 2019.
3. To consider and approve the annual report of the Company for the year 2019.
4. To consider and approve the adoption of the Group’s audited financial statements as of, and for the year ended 31 December 2019.
5. To consider and approve the Company’s profit distribution plan for the year ended 31 December 2019.
6. To consider and approve the remuneration plan for the Directors for the year ending 31 December 2020.
7. To consider and approve the remuneration plan for the Supervisors for the year ending 31 December 2020.
8. To consider and approve the re-appointment of Ernst & Young as the Company’s auditors for 2020 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

* *For identification purpose only*

NOTICE OF 2019 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

9. To consider and approve the proposed amendments to the Articles of Association, and to authorize the Board to revise the wordings of such amendments as appropriate (no approval from the Shareholders is required for such amendments), and execute relevant documents and/or take all relevant actions as it considers necessary or appropriate and in the interest of the Company to effect the proposed amendments, comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any), and deal with other relevant matters arising from the amendments to the Articles of Association.
10. (I) To consider and approve the grant of a general mandate to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares during the relevant period. The Board may, independently or simultaneously, allot, issue and deal with additional Domestic Shares and/or H Shares (apart from the issue of shares by conversion of the surplus reserve into the share capital in accordance with the PRC Company Law and the Articles of Association of the Company) not more than 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the resolution. The exercise of the general mandate shall comply with the conditions below:
- (a) The Board may make or grant Share sales proposal and agreements which would or might require the exercise of such power after the expiry of the relevant period:
- For the purpose of this resolution, the “relevant period” means the period from the date of passing this resolution until the earliest of either:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at the AGM;
- (ii) 12 months from the date of the passing of this resolution at the AGM; and
- (iii) the date on which the authorization set out in this resolution is revoked or amended by a special resolution in a general meeting of the Company.
- (b) The number of Domestic Shares and/or H Shares to be allotted, issued or dealt with or conditionally or unconditionally agreed to be allotted, issued or dealt with (whether pursuant to the exercise of options or otherwise by the Board) shall not exceed 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the resolution.
- (c) The Board will exercise the power under such mandate in accordance with the PRC Company Law, other applicable laws and regulations of the PRC and the Listing Rules as amended from time to time and upon the necessary approval from the CSRC and other relevant authorities.

NOTICE OF 2019 ANNUAL GENERAL MEETING

- (II) The Board be and is hereby authorized to make such amendments to the Articles of Association of the Company as it thinks fit so as to increase the registered share capital and reflect the new capital structure of the Company upon the allotment, issuance of and dealing with shares as contemplated in the above paragraph (I) of this resolution in accordance with the PRC Company Law, other applicable laws and regulations in the PRC and the Listing Rules; and
- (III) Contingent on the Board resolving to allot, issue and deal with shares of the Company pursuant to paragraph (I) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be approved, executed and done, all such documents, deeds and things as it may consider necessary in connection with the issuance, allotment of and dealing with such shares including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the target of the issue and the place and time of the issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities.

By order of the Board
Jilin Province Chuncheng Heating Company Limited*
LIU Changchun
Chairman

Jilin, the PRC, 9 April 2020

Notes:

1. The register of members of the Company will be closed from Saturday, 25 April 2020 to Wednesday, 27 May 2020 (both days inclusive), during which period no transfer of Shares of the Company can be registered. Shareholders who wish to attend and vote at the AGM must lodge all transfer documents accompanied by the relevant share certificates to (in case of H Shareholders) the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC no later than 4:30 p.m. on Friday, 24 April 2020.
2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalfs. A proxy needs not to be a Shareholder.
3. In order to be valid, the proxy form of Shareholders for the AGM must be deposited by hand or by post to (in case of H Shareholders) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC not less than 24 hours before the time for holding the AGM or any adjournment thereof for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings thereof should they so wish.

NOTICE OF 2019 ANNUAL GENERAL MEETING

4. Shareholders or their proxies shall provide their identification documents when attending the AGM. In case of a corporate Shareholder, its proxy or other person authorized to attend the meeting with a resolution passed by the board of directors or other decision-making authorities of which the Shareholder is a member, should provide a copy of such resolution.
5. In case of joint holders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.
6. Shareholders who intend to attend the AGM should complete the reply slip for the AGM and return it by hand or by post to (in case of H Shareholders) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC on or before Wednesday, 6 May 2020.
7. The on-site AGM is expected to take less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The address of the head office of the Company in the PRC is No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC.
9. Taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the Shareholders from the risk of infection:
 - i. Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
 - ii. Every Shareholder or proxy is required to wear surgical face mask throughout the meeting; and
 - iii. No refreshment will be served.

Furthermore, the Company wishes to advise the Shareholders, particularly Shareholders who are subject to quarantine in relation to novel coronavirus pneumonia, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolution, instead of attending the AGM in person.

As at the date of this notice, the non-executive Director of the Company is Mr. Liu Changchun (Chairman); the executive Directors are Mr. Yang Zhongshi, Mr. Shi Mingjun, Mr. Xu Chungang and Mr. Li Yeji; and the independent non-executive Directors are Mr. Wang Yuguo, Mr. Fu Yachen and Mr. Poon Pok Man.