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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, 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 to the purchaser, the transferee or to the bank, licensed securities dealer or registered institution in securities 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)

- (1) PROPOSED CHANGE OF ACCOUNTING STANDARD**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (3) PROPOSED APPOINTMENT OF AUDITORS**
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover have the same meanings as those defined in this circular.

A notice convening the EGM to be held at the Conference Room, 907, Chuncheng Heating, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC on Wednesday, 24 February 2021 at 9:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form for the EGM has been posted to you on 15 January 2021. Whether or not you are able to attend the EGM in person, you are requested to complete and return the 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 office of the Board at the head office of the Company at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan 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 EGM (or any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so desire.

* For identification purpose only

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DEFINITIONS

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

“Articles” or “Articles of Association”	the articles of association adopted by the Company and as amended or supplemented from time to time
“Board” or “Board of Directors”	the board of Directors
“CASBE”	the China Accounting Standards for Business Enterprises (中國企業會計準則) issued by MOF
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	Jilin Province Chuncheng Heating Company Limited* (吉林省春城熱力股份有限公司), a joint stock company with limited liability incorporated in the PRC on 23 October 2017 and the H Shares of which are listed on the Main Board of the Stock Exchange
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Da Hua”	Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥))
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic Share(s), which are subscribed for in RMB and held by PRC nationals or PRC incorporated entities, and are not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM”	the extraordinary general meeting of the Company to be convened and held at the Conference Room, 907, Chuncheng Heating, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC on Wednesday, 24 February 2021 at 9:00 a.m. to consider, and if thought fit, approve, among others: (1) the Proposed Change of Accounting Standard; (2) the Proposed Amendments to the Articles of Association; and (3) the Proposed Appointment of Auditors
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Share(s)”	overseas listed foreign Share(s), which are subscribed for and traded in HK\$ and listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“IFRS”	International Financial Reporting Standards issued by the International Accounting Standards Board
“Latest Practicable Date”	10 January 2021, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing”	the listing of the H Shares of the Company on the Main Board of the Stock Exchange on 24 October 2019
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“Proposed A Share Listing”	the Company’s plan of the listing of, and the trading in RMB in, Shares on a recognised stock exchange within the PRC
“Proposed Amendments to the Articles of Association”	the proposed amendments to the Articles of Association, particulars of which are set out in the section headed “Letter from the Board – Proposed Amendments to the Articles of Association” in this circular
“Proposed Appointment of Auditors”	the proposed appointment of Da Hua as the auditors of the Company, particulars of which are set out in the section headed “Letter from the Board – Proposed Appointment of Auditors” in this circular
“Proposed Change of Accounting Standard”	the proposed change of accounting standard adopted by the Company from IFRS to CASBE for the preparation of its financial statements, particulars of which are set out in the section headed “Letter from the Board – Proposed Change of Accounting Standard” in this circular
“RMB”	renminbi yuan, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	ordinary share(s) in the capital of the Company with nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

* *For identification purpose only*

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

Registered office in the PRC:

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

Non-executive Director:

Mr. Liu Changchun (*Chairman*)

*Head office/Principal place of business
in the PRC:*

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

Independent non-executive Directors:

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

Principal place of business in Hong Kong:

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

15 January 2021

To the Shareholders

Dear Sir or Madam

(1) PROPOSED CHANGE OF ACCOUNTING STANDARD
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED APPOINTMENT OF AUDITORS

INTRODUCTION

Reference is made to the announcement of the Company dated 22 December 2020 in relation to, among others, the Proposed A Share Listing, the Proposed Change of Accounting Standard, the Proposed Amendments to the Articles of Association and the Proposed Appointment of Auditors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among others, (i) further details of the Proposed Change of Accounting Standard, the Proposed Amendments to the Articles of Association and the Proposed Appointment of Auditors; and (ii) further information required to be disclosed under the Listing Rules.

PROPOSED CHANGE OF ACCOUNTING STANDARD

The Board announced on 22 December 2020 that in order to facilitate the sustainable and stable development of the Company, optimize the Company's capital structure and achieve sustainable growth in the Company's revenue and shareholders' returns, the Board has resolved and approved to commence relevant work related to the Proposed A Share Listing.

As at the Latest Practicable Date, the Company had not formulated the offering plan and structure of the Proposed A Share Listing, and has not applied to any of the relevant regulatory authorities in the PRC for approval of the Proposed A Share Listing other than to Jilin Province CSRC for pre-listing tutoring.

Since the H Shares became listed on the Stock Exchange, the Company has been preparing its financial statements under both CASBE and IFRS.

In view of the Proposed A Share Listing, the Board passed a resolution on 22 December 2020 to prepare only one set of financial statements of the Company under CASBE (the "**Proposed Change of Accounting Standard**"), subject to the Shareholders' approval of the Proposed Change of Accounting Standard and the Proposed Amendments to the Articles of Association.

Subject to the approval of the Shareholders for the Proposed Change of Accounting Standard and the Proposed Amendments to the Articles of Association, it is expected that the financial statements of the Company for the year ending 31 December 2020 and the financial periods thereafter will be prepared in accordance with CASBE. The Board is of the view that the Proposed Change of Accounting Standard will improve the efficiency and reduce the cost of disclosure, and is in the best interest of the Company and the Shareholders as a whole.

The Company is of the view that the preparation of its financial statements in accordance with CASBE will not have a material effect on the financial position, operating results and cash flows of the Company in 2020 and in the future.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of, among others, the Proposed Change of Accounting Standard, the Board passed a resolution on 22 December 2020 in relation to the proposed amendments to the Articles of Association (the “**Proposed Amendments to the Articles of Association**”). The Proposed Amendments to the Articles of Association also encompasses, among others, the alignment with the relevant laws, rules and regulations of the notice period requirements for convening general meetings of the Company and the restriction on registration of transfer of Shares before general meetings of the Company imposed. The full text of the provisions of the Articles of Association proposed to be amended are set out in the appendix to this circular.

The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders by passing a special resolution at the EGM. The Proposed Amendments to the Articles of Association will become effective upon the approval by the Shareholders at the EGM.

PROPOSED APPOINTMENT OF AUDITORS

Reference is made to the announcement of the Company dated 2 December 2020 regarding the retirement of Ernst & Young as the auditors of the Company.

With the recommendation of the audit committee of the Board, the Board proposes to appoint Da Hua as the Company’s auditors to fill the vacancy arising from Ernst & Young’s retirement (the “**Proposed Appointment of Auditors**”), subject to the approval by the Shareholders at the EGM.

Da Hua is an eligible PRC audit firm approved by MOF and the CSRC to provide auditing services in accordance with the CASBE to PRC incorporated issuers. Upon approval of the Proposed Appointment of Auditors by the Shareholders at the EGM, Da Hua will undertake all such activities as required to be performed by the Company’s auditors under the Listing Rules.

EGM

A notice convening the EGM at which special resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among others, the Proposed Amendments to the Articles of Association and ordinary resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among others, the Proposed Change of Accounting Standard and the Proposed Appointment of Auditors to be held at the Conference Room, 907, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC on Wednesday, 24 February 2021 at 9:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Monday, 25 January 2021 to Wednesday, 24 February 2021 (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 EGM must lodge all transfer documents accompanied by the relevant share certificates to (in case of H Shareholders) the H Share registrar of the Company, 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 at 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, 22 January 2021.

A form of proxy for the EGM have been despatched to the Shareholders in accordance with the Listing Rules on 15 January 2021. Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the 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 of the Company, 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 EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Shareholders who have a material interest are required to abstain from voting in respect of the resolutions concerning the Proposed Change of Accounting Standard, the Proposed Amendments to the Articles of Association and the Proposed Appointment of Auditors at the EGM. As at the Latest Practicable Date, no Shareholder was required to abstain from voting on the resolutions to be proposed at the EGM concerning the Proposed Change of Accounting Standard, the Proposed Amendments to the Articles of Association and the Proposed Appointment of Auditors.

RECOMMENDATIONS

The Directors are of the view that each of the Proposed Change of Accounting Standard, the Proposed Amendments to the Articles of Association and the Proposed Appointment of Auditors is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Proposed Change of Accounting Standard, the Proposed Amendments to the Articles of Association and the Proposed Appointment of Auditors.

LETTER FROM THE BOARD

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.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendix to this circular.

Yours faithfully
On behalf of the Board
Jilin Province Chuncheng Heating Company Limited*
Liu Changchun
Chairman

* *For identification purpose only*

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original provisions	Amended provisions
<p>Article 49 No share transfer may be entered in the register of shareholders within 30 days prior to the date of a shareholders’ general meeting or within 5 days before the record date set by the Company for the purpose of distribution of dividends.</p>	<p>Article 49 Where the laws, administrative regulations, departmental rules and securities regulatory rules in the place where the Company’s shares are listed stipulate on the period of closure of the register of shareholders before the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>
<p>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.</p> <p>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.</p> <p>A general meeting shall not transact matters not stated in the two above-mentioned notices of meeting.</p>	<p>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.</p> <p>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.</p> <p>A general meeting shall not transact matters not stated in the two above-mentioned notices of meeting.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original provisions	Amended provisions
<p>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.</p>	<p>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.</p>
<p>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.</p>	<p>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. 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.</p>
<p>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.</p>	<p>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.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original provisions	Amended provisions
<p><i>Article 95</i></p> <p>In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 45 days prior to the date of the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve the written reply confirming his attendance at the class meeting to the Company 20 days prior to the date of the meeting. When calculating the time limit, the date of meeting shall not be included. The quorum for a class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the shareholders of at least one-third of the issued shares of that class.</p> <p>Where the number of shares carrying rights to vote at the meeting held by the shareholders intending to attend the meeting reaches half or more of the total number of shares of such class carrying rights to vote at the meeting, the Company may hold the class meeting based thereon. If it does not reach that percentage, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered at, and the date and place for, the meeting. Once an announcement has been so made, the Company may convene the class meeting.</p> <p>If the listing rules of the stock exchange(s) on which the Company’s shares are listed have specific provisions, such provisions shall be complied with.</p>	<p><i>Article 95</i></p> <p>In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class with reference to the notice period of convening an extraordinary general meeting as required by Article 67, specifying the date and place of the meeting and the matters proposed to be considered at the meeting.</p> <p>If the listing rules of the stock exchange(s) on which the Company’s shares are listed have specific provisions, such provisions shall be complied with.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original provisions	Amended provisions
<p>Article 164 The Company shall adopt the Gregorian calendar year for its accounting year, i.e. the accounting year shall be from 1 January to 31 December.</p> <p>At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.</p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with the PRC accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the place overseas where the Company’s shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be specifically stated in the financial statements.</p> <p>In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown in the different sets of financial statements shall be adopted.</p>	<p>Article 164 The Company shall adopt the Gregorian calendar year for its accounting year, i.e. the accounting year shall be from 1 January to 31 December.</p> <p>At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.</p> <p>The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations, unless the laws, administrative regulations, departmental rules and securities regulatory rules in the place where the Company’s shares are listed require that the financial statements of the Company shall also be prepared in accordance with either international accounting standards, or that of the place overseas where the Company’s shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be specifically stated in the financial statements.</p> <p>In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown in the different sets of financial statements shall be adopted.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original provisions	Amended provisions
<p>Article 168</p> <p>The Company shall publish its financial reports twice every financial year, that is, the interim financial report shall be published within 60 days after the end of the first six months of each accounting year and the annual financial report shall be published within 120 days after the end of each accounting year.</p> <p>The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as in accordance with either the international accounting standards or that of the place overseas where the Company’s shares are listed.</p>	<p>Article 168</p> <p>The Company shall publish its financial reports twice every financial year, that is, the interim financial report shall be published within 60 days after the end of the first six months of each accounting year and the annual financial report shall be published within 120 days after the end of each accounting year.</p> <p>The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, unless the laws, administrative regulations, departmental rules and securities regulatory rules in the place where the Company’s shares are listed require that the financial statements of the Company shall also be prepared in accordance with either international accounting standards, or that of the place overseas where the Company’s shares are listed.</p>
<p>Article 176</p> <p>Unless otherwise provided in the relevant or administrative regulations, if the cash dividends and other payments are to be paid in Hong Kong dollars, the Company shall adopt the average offer price of the relevant foreign exchange quoted by the People’s Bank of China prevailing a calendar week before the date on which the dividends and other payments are declared as the exchange rate therefor.</p>	<p>Article 176</p> <p>Unless otherwise provided in the relevant or administrative regulations, if the cash dividends and other payments are to be paid in Hong Kong dollars, the Company shall adopt the average mid-price of the relevant foreign exchange quoted by the People’s Bank of China prevailing a calendar week before the date on which the dividends and other payments are declared as the exchange rate therefor.</p>

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Jilin Province Chuncheng Heating Company Limited* (the “**Company**”) will be held at the Conference Room, 907, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC on Wednesday, 24 February 2021 at 9:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and approve the Proposed Change of Accounting Standard by the Company such that all the financial statements of the Company, together with the results of the Company for the year ending 31 December 2020 and the financial periods thereafter, shall be prepared under the China Accounting Standards for Business Enterprises.
2. To consider and approve the appointment of Da Hua Certified Public Accountants (Special General Partnership) as the Company’s external auditors for the year 2020 and to authorize the Board of the Company to determine its remuneration.

SPECIAL RESOLUTION

3. To consider and approve the Proposed Amendments to the Articles of Association of the Company and to authorize the Board and any executive Director of the Company to deal with the industrial and business registration and filing procedures in relation to the Proposed Amendments to the Articles of Association.

Note: Unless otherwise defined in this notice, capitalised terms defined in the circular of the Company dated 15 January 2021 have the same meaning when used in this notice.

By order of the board of directors
Jilin Province Chuncheng Heating Company Limited*
Liu Changchun
Chairman

Jilin, the PRC, 15 January 2021

NOTICE OF EGM

Notes:

1. The register of members of the Company will be closed from Monday, 25 January 2021 to Wednesday, 24 February 2021 (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 EGM must lodge all transfer documents accompanied by the relevant share certificates to (in case of H Shareholders) the H Share registrar of the Company, 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 at 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, 22 January 2021.
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy needs not to be a Shareholder.
3. In order to be valid, the proxy form of Shareholders for the EGM must be deposited by hand or by post to (in case of H Shareholders) the H Share registrar of the Company, 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 offices of the board of directors of the Company at 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 not less than 24 hours before the time for holding the EGM 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 EGM or any adjourned meetings thereof should they so wish.

* *For identification purpose only*