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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)**

### **NOTICE OF THE 2020 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 annual general meeting (the “AGM”) of Jilin Province Chuncheng Heating Company Limited\* (the “**Company**”) will be held at 9 a.m. on Friday, 28 May 2021 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 2020.
2. To consider and approve the adoption of the report of the Supervisory Committee for the year ended 31 December 2020.
3. To consider and approve the annual report of the Company for the year 2020.
4. To consider and approve the adoption of the Group's audited financial statements as of, and for the year ended 31 December 2020.
5. To consider and approve the Company's profit distribution plan for the year ended 31 December 2020.
6. To authorise and approve the Board to determine the remuneration plan for the Directors for the year ending 31 December 2021 in accordance with the Company's internal policies and relevant regulatory requirements.

7. To authorise and approve the Board to determine the remuneration plan for the Supervisors for the year ending 31 December 2021 in accordance with the Company's internal policies and relevant regulatory requirements.
8. To consider and approve the re-appointment of Da Hua Certified Public Accountants (special general partnership) as the Company's auditors for 2021 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.
9.
  - (i) To re-elect Mr. LIU Changchun as a non-executive Director;
  - (ii) To re-elect Mr. YANG Zhongshi as an executive Director;
  - (iii) To re-elect Mr. SHI Mingjun as an executive Director;
  - (iv) To re-elect Mr. XU Chungang as an executive Director;
  - (v) To re-elect Mr. LI Yeji as an executive Director;
  - (vi) To re-elect Mr. WANG Yuguo as an independent non-executive Director;
  - (vii) To re-elect Mr. FU Yachen as an independent non-executive Director; and
  - (viii) To re-elect Mr. POON Pok Man as an independent non-executive Director.
10.
  - (i) To elect Mr. QIU Jianhua as a Supervisor of the Company; and
  - (ii) To re-elect Ms. ZHANG Wei as a Supervisor of the Company.
11. To consider and approve the 2021-2023 Construction Framework Agreement entered into between the Company (for itself and on behalf of its subsidiaries) and Changchun Heating Group (for itself and on behalf of its subsidiaries other than the Group), the continuing connected transactions contemplated thereunder and the amount of annual caps.

## SPECIAL RESOLUTION

12. (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.

- (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, 27 April 2021

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 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 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 Monday, 24 May 2021.
2. Shareholders who are entitled to attend and vote at the AGM 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 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, Nanguan 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.
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. 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.
7. The address of the head office of the Company in the PRC is No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC.
8. 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.*