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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 FIRST H SHAREHOLDERS' CLASS MEETING OF 2021**

**NOTICE IS HEREBY GIVEN** that the first H shareholders' class meeting of 2021 (the "**H Shareholders' Class Meeting**") of Jilin Province Chuncheng Heating Company Limited\* (the "**Company**") will be held at Conference Room 907, Chuncheng Heating, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC, immediately following the conclusion of the EGM or any adjournment thereof (whichever is the later) on Friday, 17 December 2021, for the purposes of considering and, if thought fit, passing the following resolutions:

#### **SPECIAL RESOLUTIONS**

1. To consider and pass each of the sub-resolutions under the resolution regarding application for initial public offering and listing of the A Shares on the main board of the Shenzhen Stock Exchange by the Company:
  - 1.1 Type and par value of the Shares to be issued;
  - 1.2 Offering size;
  - 1.3 Target subscribers of the Offering;
  - 1.4 Method of issuance;
  - 1.5 Method of pricing;
  - 1.6 Method of underwriting;
  - 1.7 Proposed place of listing;
  - 1.8 Timing for the Offering and listing; and
  - 1.9 Effective period of the resolution;

2. To consider and pass the resolution regarding investment projects to be financed by the initial public offering of the A Shares by the Company and its feasibility;
3. To consider and pass the resolution regarding proposal for distribution of accumulated profits prior to the initial public offering and listing of the A Shares by the Company;
4. To consider and pass the resolution regarding share price stabilisation plan for the A Shares within three years after the initial public offering and listing of the A Shares by the Company;
5. To consider and pass the resolution regarding dividend distribution plan for the Shareholders for the next three years after the initial public offering and listing of the A Shares by the Company;
6. To consider and pass the resolution regarding analysis of dilution impact on immediate returns and the relevant measures to recover such returns in relation to the initial public offering of the A Shares by the Company;
7. To consider and pass the resolution regarding report on the use of funds raised from previous fund raising activities of the Company;
8. To consider and pass the resolution regarding grant of authorisation to the Board and its authorised persons at the general meeting of the Company to deal, at their full discretion, with matters relating to the initial public offering and listing of A Shares on the main board of the Shenzhen Stock Exchange by the Company;
9. To consider and pass the resolution regarding formulation of Articles of Association (draft) which are applicable after the initial public offering and listing of the A Shares by the Company;

#### **ORDINARY RESOLUTIONS**

10. To consider and pass the resolution regarding provision of relevant undertakings by the Company for the initial public offering and listing of the A Shares; and
11. To consider and pass the resolution regarding formulation of rules of procedure for general meeting (draft) which are applicable after the initial public offering and listing of the A Shares by the Company.

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

Jilin, the PRC, 2 December 2021

*As at the date of this notice, the non-executive Director 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.*

\* *For identification purpose only*

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 14 December 2021 to Friday, 17 December 2021 (both days inclusive), during which period no transfer of shares of the Company can be registered. H Shareholders who wish to attend and vote at the H Shareholders' Class Meeting must lodge all transfer documents accompanied by the relevant share certificates to 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 Monday, 13 December 2021.
2. H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalf. A proxy needs not to be an H Shareholder.
3. In order to be valid, the H Shareholders' form of proxy for the H Shareholders' Class Meeting must be deposited by hand or by post to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the H Shareholders' Class Meeting or any adjournment thereof. If the form of proxy 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 form of proxy. Completion and return of the form of proxy will not preclude the H Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings thereof should they so wish.
4. H Shareholders or their proxies must produce proof of identity when attending the H Shareholders' Class Meeting. In case of a corporate H Shareholder, its proxy or other person authorised by a resolution passed by the board of directors or other decision-making bodies of which he/she is a member, should provide a copy of such resolution appointing him/her to attend the meeting.
5. In case of joint holders, the vote of the senior joint H Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint Shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. The H Shareholders' Class Meeting is expected to take less than half a day. H Shareholders attending the H Shareholders' Class Meeting 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 novel coronavirus pneumonia (COVID-19) epidemic, the Company will implement the following epidemic prevention and control measures at the H Shareholders' Class Meeting to protect the H Shareholders from risk of infection: (i) compulsory body temperature check will be conducted for every H 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 H 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 H Shareholders, particularly those who are subject to quarantine in relation to novel coronavirus pneumonia, that they may appoint any person or the chairman of the H Shareholders' Class Meeting as a proxy to vote on the resolutions instead of attending the H Shareholders' Class Meeting in person.

9. Unless otherwise defined, all capitalised terms in this notice shall have the same meaning as defined in the circular of the Company dated 2 December 2021.