

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JiaXing Gas Group Co., Ltd.\* (嘉興市燃氣集團股份有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**JiaXing Gas Group Co., Ltd.\***  
**嘉興市燃氣集團股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 9908)**

**PROPOSED ELECTION OF DIRECTORS**  
**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the AGM of JiaXing Gas Group Co., Ltd.\* (嘉興市燃氣集團股份有限公司) to be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the PRC on Friday, 4 June 2021 at 10:00 a.m. is set out on pages 13 to 16 this circular.

A form of proxy for use at the AGM are enclosed herewith and also published on both the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jxrqgs.com>). If you intend to appoint a proxy to attend the AGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Thursday, 3 June 2021 (Hong Kong time)) or the adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the PRC on Friday, 4 June 2021 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 16 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of Directors
“Chairman”	the chairman of the Board of Directors
“Company”	JiaXing Gas Group Co., Ltd.*(嘉興市燃氣集團股份有限公司), a joint stock limited liability company incorporated in the PRC whose issued H Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic invested ordinary share(s) in the capital of the Company, with a nominal value of RMB1.0 each, which are subscribed for and paid up in RMB, and are unlisted Shares which are currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“H Shares”	overseas listed foreign invested ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.0 each, which are listed on the Stock Exchange and traded in Hong Kong dollars

\* For identification purpose only

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## DEFINITIONS

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“H Shareholder(s)”	holder(s) of the H Share(s)
“Latest Practicable Date”	19 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the second session of the Board of Directors
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of RMB1.0 each in the capital of the Company, comprising Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of Share(s), comprising Domestic Shareholder(s) and H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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**JiaXing Gas Group Co., Ltd.\***

**嘉興市燃氣集團股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 9908)**

*Executive Directors:*

Mr. Sun Lianqing (*Chairman and Chief Executive Officer*)

Mr. Xu Songqiang

*Non-executive Directors:*

Mr. He Yujian

Mr. Zheng Huanli

Mr. Fu Songquan

*Independent non-executive Directors:*

Mr. Xu Linde

Mr. Yu Youda

Mr. Cheng Hok Kai Frederick

*Registered office and headquarter  
in the PRC:*

5th Floor, Building 3

Hualong Plaza

Economic and Technological  
Development Zone

Jiaxing

Zhejiang Province

PRC

*Principal place of business  
in Hong Kong:*

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

27 April 2021

*To the Shareholders*

Dear Sir or Madam

**PROPOSED ELECTION OF DIRECTORS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions relating to, among other matters, (i) proposed election of Directors; and (ii) the proposed amendments to the Articles of Association will be proposed at the AGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 2. PROPOSED ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 30 December 2020 in relation to, among others, the resignation of Mr. Xu Linde (“**Mr. Xu**”) as an independent non-executive Director, a member of each of the audit committee and Nomination Committee of the Company with effect from the conclusion of the AGM and the proposed election of Directors.

Mr. Xu has confirmed that he has no disagreement with the Board or the committees that he has served on, nor is there any other matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board is pleased to announce that Mr. Ruan Hongliang (“**Mr. Ruan**”) has been nominated by the Nomination Committee and the Board as a candidate for the position of non-executive Director for election by the Shareholders at the AGM. In addition, in order to fill the vacancy following the resignation of Mr. Xu, Mr. Zhou Xinfu (“**Mr. Zhou**”) has been nominated by the Nomination Committee and the Board as a candidate for the position of independent non-executive Director, a member of the audit committee and a member of the Nomination Committee of the Company for election by the Shareholders at the AGM.

Biographical information of Mr. Ruan and Mr. Zhou is set out in the Appendix I to this circular. An ordinary resolution to approve the appointment of each of Mr. Ruan and Mr. Zhou as a non-executive Director and an independent non-executive Director, respectively, of the second session of the Board will be proposed at the AGM for the Shareholders’ consideration and approval.

For the proposed appointment of Mr. Zhou as an independent non-executive Director, the Nomination Committee and the Board have complied with the board diversity policy, director nomination policy and corporate strategy of the Company. The Nomination Committee nominated Mr. Zhou as an independent non-executive Director candidate taking into account factors such as his professional experience, skills and knowledge as well as corporate operations and management as shown in his biographical details set out in Appendix I to this circular, the potential for him to help enhance the operation efficiency of the Board as an independent non-executive Director, and his potential commitment to the business of the Company. The Board believes that Mr. Zhou will provide subjective, independent and sufficient opinions and analysis on significant matters relating to the operations and management of the Company through his rich experience and knowledge, and that he will also, together with other independent non-executive Directors, promote the diversity of the Board structure in various aspects including culture, professional skills and qualifications.

Mr. Zhou has confirmed that he has fulfilled the independent factors as stipulated in Rule 3.13 of the Listing Rules. The Company considered that Mr. Zhou is independent pursuant to the guidelines on independence under the Listing Rules.

Mr. Ruan and Mr. Zhou, if elected at the AGM, shall hold office as a non-executive Director and an independent non-executive Director, respectively, of the second session of

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## LETTER FROM THE BOARD

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the Board from the conclusion of the AGM until the expiration of the term of office of the second session of the Board, i.e. until 10 January 2023. Each of Mr. Ruan and Mr. Zhou will enter into a service contract with the Company, subject to approval by the Shareholders of the same at the AGM.

### **3. SERVICE CONTRACTS OF DIRECTORS**

A resolution will be proposed at the AGM for the Shareholders to approve the service contract which the Company shall enter into with each of Mr. Ruan and Mr. Zhou as a non-executive Director and an independent non-executive Director, respectively, of the second session of the Board, subject to approval of their election by the Shareholders at the AGM.

Pursuant to the service contracts to be entered into with the Company, Mr. Ruan is not entitled to any director's fee for acting as a non-executive Director, but he will be reimbursed for all reasonable out-of-pocket expenses incurred in discharging his duties. Mr. Zhou is entitled to a Director's fee of RMB100,000 per annum. The Director's fee payable to Mr. Zhou was recommended by the remuneration committee of the Company and confirmed by the Board with reference to his duties, responsibilities and performance and results of the Company, and shall be reviewed by the remuneration committee from time to time.

### **4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

As disclosed in the announcement of the Company dated 30 December 2020, in order to reflect the changes in the number of Board members following the change of Directors to be approved by the Shareholders at the AGM mentioned above, the Board proposes to make amendments to the Articles of Association in relation to the Board composition. Accordingly, it is intended that specific amendments should be made to Article 112 of the Articles of Association.

For the specific amendments, please refer to the details of the proposed amendments as set out in Appendix II to this circular. Notwithstanding the proposed amendments to the Articles of Association, the contents of the other chapters and articles of the Articles of Association shall remain unchanged.

The English translations of the original text and the text after amendment of the articles subject to amendment are included in this circular. The original language version i.e. the Chinese version, of the same is set forth in the Chinese version of this circular. The English translations are included for reference only and in the event of any inconsistency, the Chinese version of the articles shall prevail.

A special resolution will be proposed at the AGM for the Shareholders to, among other, consider and, if thought fit, approve the proposed amendments to the Articles of Association. The proposed amendments to Article 112 will be put forward for approval by the Shareholders by way of a special resolution at the AGM.

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## LETTER FROM THE BOARD

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The filings with the relevant authorities in the PRC in respect of the proposed amendments to the Articles of Association will be made after the passing of the relevant special resolution by the Shareholders at the AGM.

The amendments to the Articles of Association will take effect on the date on which the proposed amendments are approved at the AGM.

### 5. AGM AND PROXY ARRANGEMENT

The notice of the AGM to be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the PRC on Friday, 4 June 2021 at 10:00 a.m. is set out on pages 13 to 16 this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

No Shareholder is required to abstain from voting with respect to each of the resolutions put to vote at the AGM.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jxrqgs.com>). To be valid, for H Shareholders, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authorisation documents (if any) under which it is signed or a notarised letter of authority at the Company's H Shares registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. For Domestic Shareholders, the form of proxy should be returned to the Company's registered office in the PRC at 5th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, PRC by personal delivery or by post not less than 24 hours before the time fixed for holding the AGM (i.e. at or before 10:00 a.m. on Thursday, 3 June 2021 (Hong Kong time)) or any adjournment thereof (as the case maybe).

Completion, signing and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case maybe) if you so wish.



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## LETTER FROM THE BOARD

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### 6. CLOSURE OF H SHARE REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 31 May 2021 to Friday, 4 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, H Shareholders whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 28 May 2021 (Hong Kong time).

In order to determine the entitlement to the proposed final dividend of the Company for the year ended 31 December 2020, the register of members of the Company will be closed from Thursday, 10 June 2021 to Thursday, 17 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, H Shareholders whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 9 June 2021 (Hong Kong time). Subject to the approval by the Shareholders at the AGM, the final dividend is expected to be paid on or before Wednesday, 30 June 2021 to the Shareholders whose names appear on the register of members of the Company on Thursday, 17 June 2021.

### 7. RECOMMENDATIONS

The Board of Directors consider that the (i) proposed election of Directors; and (ii) proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 8. 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 of the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### 9. MISCELLANEOUS

The Chinese text of this circular shall prevail over the English text for the purpose of interpretation in case of any inconsistency.

Yours faithfully,  
For and on behalf of the Board  
**JiaXing Gas Group Co., Ltd.\***  
**Sun Lianqing**  
*Chairman and Executive Director*

\* *For identification purpose only*

## NON-EXECUTIVE DIRECTOR

**Mr. Ruan Hongliang (阮洪良)**, aged 59, graduated from Jiaxing No. 1 Middle School\* (嘉興市第一中學) in July 1978. Mr. Ruan has over 34 years' experience in the glass industry. Mr. Ruan is currently an executive director, chairman of the board of directors and general manager of Flat Glass Group Co., Ltd. ("Flat Glass Group"), a company listed on the Stock Exchange (Stock code: 06865.HK) and Shanghai Stock Exchange (Stock code: 601865.SH). Mr. Ruan served in Flat Glass Group's predecessor as a director from June 1998 to December 2005, the deputy chairman of the its board of directors from June 1998 to February 1999 and as the chairman of its board of directors from March 1999 to May 2000 and from September 2003 to December 2005, respectively. Mr. Ruan also served as the general manager of the Flat Glass Group's predecessor from May 2000 to September 2003. Mr. Ruan has served in Flat Glass Group as the chairman of the board of directors and the general manager since December 2005. Mr. Ruan also serves in Flat Glass Group's subsidiaries. He has been an executive director and general manager of Shanghai Flat Glass Co., Ltd.\* (上海福萊特玻璃有限公司) since June 2006, a chairman of the board of directors and general manager of Zhejiang Jiafu Glass Co., Ltd.\* (浙江嘉福玻璃有限公司) from August 2007 to March 2014, of Anhui Flat Solar Materials Co., Ltd.\* (安徽福萊特光伏材料有限公司) and Anhui Flat Solar Glass Co., Ltd.\* (安徽福萊特光伏玻璃有限公司) from January 2011 to March 2014, an executive director and general manager of Zhejiang Jiafu Glass Co., Ltd.\* (浙江嘉福玻璃有限公司), Anhui Flat Solar Materials Co., Ltd.\* (安徽福萊特光伏材料有限公司), Anhui Flat Solar Glass Co., Ltd.\* (安徽福萊特光伏玻璃有限公司) and Jiaxing Flat New Energy Technology Co., Ltd.\* (嘉興福萊特新能源科技有限公司) since March 2014, and an executive director and general manager of Zhejiang Flat Glass Co., Ltd.\* (浙江福萊特玻璃有限公司) since February 2011. He has also been a director of Flat (Hong Kong) Co., Limited\* (福萊特(香港)有限公司) since January 2013 and of Flat (Hong Kong) Investment Co., Limited\* (福萊特(香港)投資有限公司) since July 2017 and the chairman of Flat (Vietnam) Co., Ltd.\* (福萊特(越南)有限公司) since July 2016. Mr. Ruan has served as the general manager of the research and development centre of Flat Glass Group since 2019, as an executive director and general manager of Flat (Jiaying) Trading Import and Export Co., Ltd.\* (福萊特(嘉興)貿易進出口有限公司) since June 2019 and as a director of Fengyang Petro China Kunlun Gas Co., Ltd.\* (鳳陽中石油崑崙燃氣有限公司) since April 2020.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Zhou Xinfu (周鑫發)**, aged 65, graduated from Zhejiang University\* (浙江大學) and obtained a master's degree in engineering in January 1992 and a professor-level senior engineer qualification in 2006. From June 1979 to July 1988, Mr. Zhou worked as an engineer at Zhejiang University of Traditional Chinese Medicine\* (浙江中醫藥大學). After obtaining a master's degree in engineering, Mr. Zhou worked in China Optoelectronics Development Center\* (中國光電發展中心) as a senior engineer from January 1992 to May 2003. From June 2003 to December 2015, Mr. Zhou worked at Zhejiang Energy Research Institute\* (浙江省能源研究所) as a professor-level senior engineer. From January 2016 to October 2020, Mr. Zhou worked at Zhejiang Energy Technology Research Institute\* (浙能技術研究院) as a professor-level senior engineer.

As at the Latest Practicable Date, save as disclosed above, each of Mr. Ruan and Mr. Zhou (1) does not hold any interests in any Shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; (2) does not hold any other position with the Company or other members of the Group; (3) does not have any relationship with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the Listing Rules); and (4) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Save as disclosed above, there is no other information in relation to the proposed election of Mr. Ruan or Mr. Zhou which is required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor, is there any other matter that needs to be brought to the attention of the Shareholders.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original article	Article after amendment
<p><b>Article 112</b></p> <p>The Company has a board of directors, which consists of 8 directors, including 3 independent non-executive directors. The number of independent non-executive directors at any time shall not be less than three and shall constitute more than one third of the total number of members of the board of directors. The independent non-executive directors shall meet the requirements of the rules of the stock exchange where the Company is listed.</p> <p>Independent non-executive directors may directly report to the general meeting, the securities regulatory body under the State Council and other relevant departments.</p> <p>A director may be the general manager or other senior officer concurrently, provided that the number of directors who serve as general manager or other senior officers concurrently shall not exceed one half of the number of directors of the Company.</p> <p>The board of directors has 1 chairman. The chairman shall be elected and removed by a majority of all the directors. The chairman shall serve a term of office of three years and may be reelected.</p> <p>No more than 2 senior officers (chairman and executive director) of the controlling shareholder shall concurrently hold the position of chairman and executive director of the Company, and they make a clear distinction between the duties of their respective posts, assume the legal responsibilities of the respective posts and exercise the legal rights of the respective posts, and ensure that they have enough time and the necessary knowledge and ability to undertake the work of the Company.</p>	<p><b>Article 112</b></p> <p>The Company has a board of directors, which consists of 9 directors, including 3 independent non-executive directors. The number of independent non-executive directors at any time shall not be less than three and shall constitute at least one third of the total number of members of the board of directors. The independent non-executive directors shall meet the requirements of the rules of the stock exchange where the Company is listed.</p> <p>Independent non-executive directors may directly report to the general meeting, the securities regulatory body under the State Council and other relevant departments.</p> <p>A director may be the general manager or other senior officer concurrently, provided that the number of directors who serve as general manager or other senior officers concurrently shall not exceed one half of the number of directors of the Company.</p> <p>The board of directors has 1 chairman. The chairman shall be elected and removed by a majority of all the directors. The chairman shall serve a term of office of three years and may be re-elected.</p> <p>No more than 2 senior officers (chairman and executive director) of the controlling shareholder shall concurrently hold the position of chairman and executive director of the Company, and they make a clear distinction between the duties of their respective posts, assume the legal responsibilities of the respective posts and exercise the legal rights of the respective posts, and ensure that they have enough time and the necessary knowledge and ability to undertake the work of the Company.</p>

Original article	Article after amendment
<p data-bbox="240 257 786 325">Directors are not required to hold shares in the Company.</p> <p data-bbox="240 363 786 846">An independent non-executive director shall have a term of office of three years and may be re-elected for a maximum period of not more than nine years (if more than nine years, such independent non-executive director's re-election shall be approved by the shareholders by means of separate resolution), unless the term of office of the independent non-executive director is otherwise stipulated by the relevant laws and regulations and the listing rules of the stock exchange where the Company is listed.</p>	<p data-bbox="815 257 1361 325">Directors are not required to hold shares in the Company.</p> <p data-bbox="815 363 1361 846">An independent non-executive director shall have a term of office of three years and may be re-elected for a maximum period of not more than nine years (if more than nine years, such independent non-executive director's re-election shall be approved by the shareholders by means of separate resolution), unless the term of office of the independent non-executive director is otherwise stipulated by the relevant laws and regulations and the listing rules of the stock exchange where the Company is listed.</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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**JiaXing Gas Group Co., Ltd.\***

**嘉興市燃氣集團股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 9908)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“**AGM**”) of JiaXing Gas Group Co., Ltd.\* (嘉興市燃氣集團股份有限公司) (the “**Company**”) will be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the People's Republic of China (“**PRC**”) on Friday, 4 June 2021 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Board**”) of the Company for the year ended 31 December 2020.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2020.
3. To consider and approve the audited consolidated financial statements and the report of the auditor of the Company for the year ended 31 December 2020.
4. To consider and approve the financial report of the Company for the year ended 31 December 2020 and the budget report of the Company for the year ending 31 December 2021.
5. To consider and approve the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2020 and to authorise the Board to distribute such final dividend to the shareholders of the Company.
6. To consider and approve the re-appointment of Ernst & Young as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remuneration.
7. To authorise the Board to fix the remuneration of the directors and supervisors of the Company.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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8. To consider and approve the election of Mr. Ruan Hongliang as a non-executive director of the Company.
9. To consider and approve the election of Mr. Zhou Xinfa as an independent non-executive director of the Company.
10. Conditional upon resolutions numbered 8 and 9 above being passed, to consider and approve the service contract to be entered into between the Company and each of Mr. Ruan Hongliang and Mr. Zhou Xinfa as a non-executive director and independent non-executive director of the Company, respectively, of the second session of the Board, and to authorise any one of the directors of the Company to execute the foregoing service contracts on behalf of the Company as and when appropriate after the passing of this resolution at the AGM.

### SPECIAL RESOLUTION

11. To consider and approve the proposed amendments to the articles of association of the Company (“**Articles**”) set out in the Appendix II to the circular of the Company dated 27 April 2021, and to authorise any one of the directors of the Company to do all such acts and things, sign all such documents and generally take all such steps as he, in his absolute discretion, considers necessary, desirable or expedient for the purpose of implementing and/or giving effect to the proposed amendments to the Articles.

By Order of the Board  
**JiaXing Gas Group Co., Ltd.\***  
**Sun Lianqing**  
*Chairman and Executive Director*

JiaXing, the PRC  
27 April 2021

#### *Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jxrqgs.com>) in accordance with the Listing Rules.
2. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll. In view of the development of the coronavirus disease 2019 (COVID-19) pandemic, shareholders may consider appointing the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending AGM in person.

\* For identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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3. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised executive officer(s) or duly authorised attorney(ies). If that instrument is signed by an attorney of a shareholder, the power of attorney or other document authorising that attorney to sign must be notarised.
4. In order to be valid, the form of proxy together with the notarised power of attorney or other authorization document, if any, must be deposited at the Company's registered office in the PRC (for domestic shareholders) or at the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) not less than 24 hours before the time fixed for the meeting (i.e. not later than 10:00 a.m. on Thursday, 3 June 2021 (Hong Kong time)).
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 31 May 2021 to Friday, 4 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, holders of H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 28 May 2021 (Hong Kong time).
6. For determining the entitlement to the proposed final dividend of the Company for the year ended 31 December 2020, the register of members of the Company will be closed from Thursday, 10 June 2021 to Thursday, 17 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 9 June 2021 (Hong Kong time). Subject to the approval by the shareholders of the Company at the AGM, the final dividend is expected to be paid on or before Wednesday, 30 June 2021 to the shareholders whose names appear on the register of members of the Company on Thursday, 17 June 2021.
7. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the form of proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.
8. The address and contact details of the Company's H share registrar, Tricor Investor Services Limited, are as follows:

As to the transfer documents:

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

As to the form of proxy:

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Telephone No.: +852 2980 1333

Facsimile No.: +852 2810 8185

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## NOTICE OF ANNUAL GENERAL MEETING

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9. The address of the Company's registered office in the PRC and the contact details of the regular contact person for the meeting are as follows:

5th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, PRC

Telephone No.: +86 (573) 8221 6881

Facsimile No.: +86 (573) 8222 7685

Name: Lu Chen Jia

10. In accordance with the Company's Articles, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, and this notice, when served on such person, shall be deemed to have been given to all joint holders of such share.
11. The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.
12. Shareholders or their proxies shall produce their identification documents for inspection when attending the AGM.

*As at the date of this notice, our executive Directors are Mr. Sun Lianqing and Mr. Xu Songqiang, our non-executive Directors are Mr. He Yujian, Mr. Zheng Huanli and Mr. Fu Songquan and our independent non-executive Directors are Mr. Xu Linde, Mr. Yu Youda and Mr. Cheng Hok Kai Frederick.*