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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.

* For identification purpose only

7. To authorise the Board to fix the remuneration of the directors and supervisors of the Company.
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*

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

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.