

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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 securities broker or other registered securities dealer, 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 and the accompanying form of proxy to the purchaser or transferee or to the bank, securities broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



### **Jilin Province Chuncheng Heating Company Limited\***

**吉林省春城热力股份有限公司**

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

**(Stock code: 1853)**

**WORK REPORT OF THE DIRECTORS FOR THE YEAR 2021,  
WORK REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021,  
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021,  
FINAL FINANCIAL REPORT FOR THE YEAR 2021,  
FINANCIAL BUDGET REPORT FOR THE YEAR 2022,  
ANNUAL REPORT FOR THE YEAR 2021,  
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2021,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021,  
REMUNERATION PLAN FOR DIRECTORS FOR THE YEAR 2022,  
REMUNERATION PLAN FOR SUPERVISORS FOR THE YEAR 2022,  
RE-APPOINTMENT OF THE COMPANY'S AUDITORS FOR  
THE YEAR 2022,  
PROPOSED AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION,  
GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF 2021 ANNUAL GENERAL MEETING**

---

The letter from the Board is set out on pages 4 to 13 of this circular.

A notice dated 19 April 2022 convening the AGM to be held at 9 a.m. on Friday, 20 May 2022 at the Conference Room 907, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC is set out on pages 30 to 33 of this circular.

The proxy form for the AGM has been posted to you on 19 April 2022. Whether or not you are able to attend the AGM in person, you are requested to complete and return the applicable 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 head office of the Company in the PRC at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nanguan 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 relevant meeting (or any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof if you so desire.

\* For identification purposes only

19 April 2022

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD .....</b>	<b>4</b>
<b>APPENDIX I — WORK REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021 .....</b>	<b>14</b>
<b>APPENDIX II — FINAL FINANCIAL REPORT FOR THE YEAR 2021 .....</b>	<b>19</b>
<b>APPENDIX III — FINANCIAL BUDGET REPORT FOR THE YEAR 2022 .....</b>	<b>26</b>
<b>APPENDIX IV — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION .....</b>	<b>27</b>
<b>NOTICE OF 2021 ANNUAL GENERAL MEETING .....</b>	<b>30</b>

---

## DEFINITIONS

---

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

“AGM” or “2021 AGM”	the 2021 annual general meeting to be held by the Company at the Conference Room 907, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC at 9 a.m. on Friday, 20 May 2022
“Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board”	the board of Directors
“Chuncheng Investment”	Changchun Chuncheng Investment Development Group Company Limited* (長春市春城投資發展集團有限公司) (formerly known as Changchun Heating Power (Group) Company Limited* (長春市熱力(集團)有限責任公司)), the controlling shareholder of the Company, and a state-owned company (wholly-owned by the Changchun SASAC) established in the PRC on 28 April 1998 which held approximately 69.75% of the total share capital of the Company as at the Latest Practicable Date
“Changchun SASAC”	the State-owned Assets Supervision and Administration Commission of Changchun (長春市人民政府國有資產監督管理委員會)
“Company”	Jilin Province Chuncheng Heating Company Limited* (吉林省春城熱力股份有限公司), a company incorporated in the PRC on 23 October 2017, is currently a joint stock company, and the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1853)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder Group”	Chuncheng Investment and its subsidiaries (other than the Group)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company

---

## DEFINITIONS

---

“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the Main Board of the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong dollar(s)” or “HKD”	the lawful currency of Hong Kong, Hong Kong dollars
“Issue Mandate”	a general mandate proposed to be granted to the Board by the Shareholders at the AGM to issue not more than 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the relevant special resolution of the Company, at any time during the period specified in the relevant special resolutions set out in the notice of the AGM, and make corresponding amendments to the Articles of Association as and when deemed appropriate
“Latest Practicable Date”	7 April 2022, being the latest practicable date prior to the printing 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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan)

---

## DEFINITIONS

---

“Prospectus”	the prospectus of the Company dated 27 September 2019 and issued in relation to the Listing
“RMB”	the lawful currency of the PRC, Renminbi, the basic unit of which is “yuan”
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	H Share(s) and Domestic Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Xixing Energy”	Jilin Province Xixing Energy Limited* (吉林省西興能源有限公司), previously known as Changchun FAW Sihuan Kinetic Company Limited* (長春一汽四環動能有限公司), a wholly-owned subsidiary of the Company
“%”	per cent.

\* *For identification purpose only*

---

LETTER FROM THE BOARD

---



**Jilin Province Chuncheng Heating Company Limited\***

**吉林省春城热力股份有限公司**

*(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

*Non-executive Director:*

Mr. Liu Changchun (*Chairman*)

*Independent non-executive Directors:*

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

*Registered office in the PRC:*

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

*Head office/Principal Place of*

*Business in the PRC:*

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

*Principal Place of*

*Business in Hong Kong:*

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

19 April 2022

*To the Shareholders,*

Dear Sir/Madam,

**WORK REPORT OF THE DIRECTORS FOR THE YEAR 2021,  
WORK REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021,  
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021,  
FINAL FINANCIAL REPORT FOR THE YEAR 2021,  
FINANCIAL BUDGET REPORT FOR THE YEAR 2022,  
ANNUAL REPORT FOR THE YEAR 2021,  
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2021,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021,  
REMUNERATION PLAN FOR DIRECTORS FOR THE YEAR 2022,  
REMUNERATION PLAN FOR SUPERVISORS FOR THE YEAR 2022,  
RE-APPOINTMENT OF THE COMPANY'S AUDITORS FOR THE YEAR 2022,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF 2021 ANNUAL GENERAL MEETING**

\* For identification purposes only

---

## LETTER FROM THE BOARD

---

### INTRODUCTION

The purposes of this circular are to give Shareholders the notice of the AGM and information on matters to be dealt with at the AGM, and to provide Shareholders with information in relation to, among others:

- (1) Work report of the Directors for the year 2021;
- (2) Work report of the Independent Directors for the year 2021;
- (3) Work report of the Supervisory Committee for the year 2021;
- (4) Final financial report for the year 2021;
- (5) Financial budget report for the year 2022;
- (6) Annual report for the year 2021;
- (7) Audited financial statements for the year 2021;
- (8) Profit distribution plan for the year 2021;
- (9) Remuneration plan for Directors for the year 2022;
- (10) Remuneration plan for Supervisors for the year 2022;
- (11) Re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the Company's auditors for the year 2022;
- (12) Proposed amendments to the Articles of Association; and
- (13) General mandate to the Board for allotting, issuing and dealing with additional Domestic and/or H Shares during the relevant period.

### ORDINARY RESOLUTIONS

#### **Work report of the Directors for the year 2021**

An ordinary resolution will be proposed at the AGM to consider and approve the work report of the Directors for the year 2021, the text of which is set out in the Company's annual report for the year 2021, which has been dispatched by the Company.

---

## LETTER FROM THE BOARD

---

### **Work report of the Independent Directors for the year 2021**

An ordinary resolution will be proposed at the AGM to consider and approve the work report of the Independent Directors for the year 2021, the text of which is set out in Appendix I to this circular.

### **Work report of the Supervisory Committee for the year 2021**

An ordinary resolution will be proposed at the AGM to consider and approve the work report of the Supervisory Committee for the year 2021, the text of which is set out in the Company's annual report for the year 2021, which has been dispatched by the Company.

### **Final financial report for the year 2021**

An ordinary resolution will be proposed at the AGM to consider and approve the final financial report for the year 2021, the text of which is set out in Appendix II to this circular.

### **Financial budget report for the year 2022**

An ordinary resolution will be proposed at the AGM to consider and approve the financial budget report for the year 2022, the text of which is set out in Appendix III to this circular.

### **The annual report for the year 2021**

An ordinary resolution will be proposed at the AGM to consider and approve the Company's annual report for the year 2021, which has been dispatched by the Company.

### **The audited financial statements of the Group as of, and for the year ended 31 December 2021**

An ordinary resolution will be proposed at the AGM to approve the Group's audited financial statements as of, and for the year ended 31 December 2021, the text of which is set out in the Company's annual report for the year 2021, which has been dispatched by the Company.

### **Profit distribution plan for the year 2021**

According to the Articles of Association, an ordinary resolution will be proposed by the Board at the AGM to approve the profit distribution plan for the year 2021 of the Company.

The Board resolved to propose to the Shareholders of the Company at the 2021 AGM to be held on 20 May 2022, for their consideration and approval of the payment of a final dividend of RMB0.115 per Share (tax inclusive) for the year ended 31 December 2021 (the “**2021 Final Dividends**”) payable to the Shareholders, whose names appear on the register of members of the Company on 8 June 2022, in an aggregate amount of approximately RMB53.67 million. The 2021 Final Dividends will be denominated and declared in RMB. Dividends on Domestic Shares will be paid in RMB and dividends on H Shares will be paid in Hong Kong dollars. The amounts distributed in Hong Kong dollar shall be calculated based on the average central parity rates of



---

## LETTER FROM THE BOARD

---

Hong Kong dollar to RMB as published by the PBOC in the calendar week before the date which the Company declares such dividends. Subject to the passing of the relevant resolution at the AGM, the 2021 Final Dividends are expected to be paid on or around 8 July 2022.

According to the Articles of Association, the Hong Kong dollars required for the Company to pay cash dividends and other payments to the individual H Shareholders shall be handled in accordance with the relevant foreign exchange administration regulations of the State.

The Company was not aware of any Shareholder who had waived or agreed to waive any dividend arrangement for the year ended 31 December 2021.

### **(1) Domestic Shareholders**

The register of members of the Company in respect of the Domestic Shares will be closed from Thursday, 2 June 2022 to Wednesday, 8 June 2022 (both days inclusive). In order to qualify for receiving the dividend, Domestic Shareholders must lodge the transfer documents accompanied by relevant share certificates with the head office of the Company in the PRC at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC no later than 4:30 p.m. on Wednesday, 1 June 2022.

According to the relevant regulations of the Individual Income Tax Law of the People's Republic of China, the Company will withhold and pay an individual income tax at the rate of 20% for natural person Shareholders whose names appear on the register of members of the Company for Domestic Shares on 8 June 2022.

The dividend for Domestic Shareholders without affirmed ownership will be kept temporarily by the Company and distributed upon the confirmation of the ownership.

### **(2) H Shareholders**

The register of members of the Company in respect of the H Shares will be closed from Thursday, 2 June 2022 to Wednesday, 8 June 2022 (both days inclusive). In order to qualify for receiving the dividend, H Shareholders must lodge the transfer documents accompanied by the relevant share certificates with 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 Wednesday, 1 June 2022.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Regulation on the Implementation of the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法實施條例》), both implemented in 2008, the Company shall be obliged to withhold and pay 10% enterprise income tax when it distributes the 2021 Final Dividends to non-resident enterprise Shareholders of overseas H shares (including HKSCC Nominees Limited, other corporate nominees or trustees, and other entities or organisations) whose names appear on the Company's H share register of members on 8 June 2022.

---

## LETTER FROM THE BOARD

---

According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual H Shareholders who are Hong Kong or Macau residents and those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders. If the individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, and judge by themselves that they meet the conditions for entitlement and are entitled to tax treaty treatment according to the announcement of the State Administration of Taxation (2019 No. 35), they are required to truthfully fill in the Information Reporting Form for Non-Resident Taxpayers Claiming Treaty Benefits (《非居民納稅人享受協定待遇信息報告表》), and submit it to the Company on their own initiative. Upon receipt of the information reporting form, if the information filled in by the non-resident taxpayers is confirmed to be complete, the Company shall withhold the tax according to the provisions of domestic tax laws and agreed requirements and faithfully submit the information reporting form to the competent tax authority as an annex for withholding declaration. If the shareholder fails to submit the information reporting form to the Company or reports incomplete information, the Company shall withhold the tax according to the provisions of domestic tax laws. If the individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders.

The Company will determine the country of domicile of the individual H Shareholder based on the registered address as recorded in the H share register of members of the Company on 8 June 2022 (the “**Registered Address**”). If the country of domicile of an individual H Shareholder is not the same as the Registered Address or if the individual H Shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual H Shareholder shall notify and provide relevant supporting documents to the Company on or before Wednesday, 1 June 2022. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding and payment provisions and arrangements. Individual H Shareholders may either personally attend or appoint a representative to attend to the procedures in accordance with the requirements under the tax treaties notice if they do not provide the relevant supporting documents to the Company within the time period stated above.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Shareholders or any disputes relating to the tax withholding and payment mechanism or arrangements.

---

## LETTER FROM THE BOARD

---

Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

### **Remuneration plan for Directors for the year 2022**

An ordinary resolution will be proposed at the AGM to authorise and approve the Board to determine the remuneration plan for the Directors for the year ending 31 December 2022 in accordance with the Company's internal policies and relevant regulatory requirements.

### **Remuneration plan for Supervisors for the year 2022**

An ordinary resolution will be proposed at the AGM to authorise and approve the Board to determine the remuneration plan for the Supervisors for the year ending 31 December 2022 in accordance with the Company's internal policies and relevant regulatory requirements.

### **Re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the Company's auditor for the year 2022**

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the Company's auditor for the year 2022 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

## **SPECIAL RESOLUTIONS**

### **Proposed amendments to the Articles of Association**

Reference is made to the announcement of the Company dated 30 March 2022, in relation to the proposed amendments to the Articles of Association. Given that (1) the name of the promoter in the Articles of Association needs to be amended since Changchun Heating Power (Group) Company Limited\* (長春市熱力(集團)有限責任公司), the controlling shareholder of the Company, has changed its name to "Changchun Chuncheng Investment Development Group Company Limited\* (長春市春城投資發展集團有限公司)"; and (2) the maximum tenure of an independent non-executive Director is proposed to be shortened to further enhance corporate governance, the Company will propose to the AGM for approval of the amendments to the Articles of Association.

The proposed amendments are set out in Appendix IV to this circular. Other than the proposed amendments as set out in Appendix IV, the remaining provisions of the Articles of Association remain unchanged.

The resolution in respect of the proposed amendments to the Articles of Association shall be subject to approval at the Company's AGM by way of a special resolution. The amended Articles of Association shall be effective on the date when the relevant resolution is passed at the AGM of the Company. The existing Articles of Association shall remain in effect until the relevant resolution is passed at the AGM.

---

## LETTER FROM THE BOARD

---

### **General mandate to the Board to issue additional Domestic Shares and/or H Shares**

A special resolution will be proposed at the AGM that the Board be granted the Issue Mandate to exercise the power of the Company to allot, issue or otherwise deal with new 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) not more than 20% of the respective number of Domestic Shares and/or H Shares in issue as of the date of passing this special resolution, and to authorize the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate.

The numbers of Domestic Shares and H Shares in issue of the Company as of the Latest Practicable Date were 350,000,000 Domestic Shares and 116,700,000 H Shares, respectively. Assuming that the number of Shares remains unchanged as at the date of passing this special resolution, the Board will be allowed under the Issue Mandate to issue a maximum of 70,000,000 Domestic Shares and 23,340,000 H Shares, subject to the passing of the special resolution approving the grant of the Issue Mandate to the Board. Meanwhile, the Board is authorized to make necessary amendments to the Articles of Association so as to reflect the new share capital structure upon the allotment or issue of additional Shares pursuant to such mandate.

The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Issue Mandate to the Board to issue new Shares. Whilst it is not possible to anticipate in advance any specific circumstances in which the Board might think it appropriate to issue Shares, the ability to do so would give the Directors the flexibility to capture the opportunity if it so arises.

The Issue Mandate would expire on the earliest of: (a) the conclusion of the next annual general meeting following the passing of this special resolution; (b) 12 months from the date of passing of this special resolution; or (c) the date on which the authorization set out in this special resolution are revoked or amended by a special resolution in a general meeting of the Company.

### **THE AGM**

The Company will convene the AGM at 9 a.m. on Friday, 20 May 2022 at the Conference Room 907, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. A form of proxy have been dispatched to the Shareholders in accordance with the Listing Rules on 19 April 2022. The notice of the AGM is set out on pages 30 to 33 of this circular.

Whether or not you intend to attend and/or vote at the AGM, 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 AGM, you are required to complete and return the accompanying 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, Computershare Hong

---

## LETTER FROM THE BOARD

---

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 AGM or any adjourned meeting thereof.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

### **PRECAUTIONARY MEASURES FOR THE AGM**

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 against the epidemic at the AGM 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 resolutions, instead of attending the AGM in person.

### **VOTING BY POLL AT THE AGM**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 78 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she has in the same manner.

---

## LETTER FROM THE BOARD

---

### CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the AGM, the register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022 (both days inclusive), during which period no transfer of Shares of the Company will be effected.

To be eligible to attend and vote at the AGM, all transfer documents must be lodged with 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 (for holders of H Shares), or 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 (for holders of Domestic Shares) no later than 4:30 p.m. on Monday, 16 May 2022.

In order to ascertain the entitlements of the Shareholders to receive the proposed 2021 Final Dividends, the register of members of the Company will be closed from Thursday, 2 June 2022 to Wednesday, 8 June 2022 (both days inclusive), during which period no transfer of shares of the Company will be effected.

To be eligible to receive the proposed 2021 Final Dividends, all transfer documents must be lodged with 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 (for holders of H Shares), or 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 (for holders of Domestic Shares) no later than 4:30 p.m. on Wednesday, 1 June 2022.

### RECOMMENDATION

The Board (including independent non-executive Directors) considers that each of the ordinary resolutions number (1) to (11) and special resolutions number (12) and (13) to be proposed at the AGM is in the interests of the Company and the Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favour of ordinary resolutions number (1) to (11) and special resolutions number (12) and (13) to be proposed at the AGM.

---

## 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.

Yours faithfully

On behalf of the Board of

**Jilin Province Chuncheng Heating Company Limited\***

**LIU Changchun**

*Chairman*

Jilin, the PRC, 19 April 2022

Dear Shareholders,

We, as the independent non-executive Directors of the 2nd Session of the Board of Jilin Province Chuncheng Heating Company Limited (the “Company”), have performed our duties as independent non-executive Directors in a sincere and diligent, loyal and conscientious manner, actively attended relevant meetings, considered carefully various resolutions of the Board, expressed independent, objective and fair judgments and opinions on the decisions of the Board based on our professional knowledge and ability when our opinions are needed, and effectively safeguarded the interests of the Company and minority shareholders in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other laws and regulations, as well as the provisions of the securities trading market and regulatory authorities and the provisions of the Articles of Association during our tenure in 2021. The particulars of the performance of duties by the independent non-executive Directors in 2021 are as follows:

## I. PARTICULARS OF ATTENDANCE OF MEETINGS

In 2021, the Company held a total of 9 Board meetings and 4 general meetings. The attendance records of each independent non-executive Director are as follows:

Name	Board meetings				General meetings			
	Requiring attendance	Attended in person	Attended through communication equipment	Absence	Requiring attendance	Attended in person	Attended through communication equipment	Absence
Wang Yuguo	9	9	0	0	4	4	0	0
Fu Yachen	9	9	0	0	4	4	0	0
Poon Pok Man	9	0	9	0	4	0	4	0

*Note:* Director Poon Pok Man is an independent non-executive Director of the Company in Hong Kong. Due to the epidemic, he was unable to attend the meetings of the Company in person, so he attended the meetings by video or telephone conference.

Independent Directors participated in all Board meetings in 2021 and carefully reviewed the resolutions and related materials, actively participated in the discussion of all resolutions and put forward reasonable suggestions. There was no objection to any resolution of the meetings or other matters of the Company. All relevant resolutions reviewed at all Board meetings were voted in favor. There was no absence from Board meetings.

Being accountable to the Company and all Shareholders, the Independent Directors carefully reviewed all resolutions and periodic reports that need to be submitted to the general meetings for consideration, as well as provided constructive opinions for the Company’s development and standardized operation, so as to effectively perform the duties of the Independent Directors of the Company.



**II. INFORMATION ON OUR INDEPENDENT OPINIONS**

During the year ended 31 December 2021 (the “Reporting Period”), we, as the Independent Directors of the Company, expressed our independent opinions after understanding the situation and inquiring about the relevant documents to perform our duties earnestly, diligently and conscientiously in accordance with the relevant system requirements. Details of our independent opinions are mainly as follows:

1. On 26 March 2021, at the twenty-fourth meeting of the first session of the Board of the Company, we expressed our independent opinions on the Company’s connected transactions in 2020 and the implementation of connected transaction management and the implementation of the Non-competition Agreement signed with major Shareholder. Moreover, we expressed our independent opinions on the Company’s internal control evaluation, the Company’s 2020 final dividend distribution plan, and the re-appointment of external auditors. In addition, we issued views of prior approval and independent opinions on the Company’s application for the annual caps of continuing connected transactions for 2021–2023. In addition, we provided independent opinions in the Company’s circular to the Shareholders dated 27 April 2021 on whether the Construction Framework Agreement for 2021 to 2023 (together with the proposed annual caps) and the terms of the transactions contemplated thereunder are fair and reasonable so far as the Independent Shareholders are concerned.
2. On 15 September 2021, we expressed independent opinions in relation to the increase in the number and amount of connected transactions between the Company and the Controlling Shareholder at the fifth extraordinary meeting of the second session of the Board of the Company, and provided our independent opinions in the Company’s circular to the Shareholders dated 15 October 2021 on whether the Heat Procurement Framework Agreement for 2021 to 2023 (together with the proposed annual caps for heat procurement) and the terms of the transactions contemplated thereunder are fair and reasonable so far as the Independent Shareholders are concerned.
3. On 18 November 2021, we expressed independent opinions in relation to the connected transactions of the Company during the Reporting Period at the seventh extraordinary meeting of the second session of the Board of the Company.

**III. WORK CONDUCTED DURING THE AUDIT OF THE ANNUAL REPORT**

In accordance with the relevant requirements of the China Securities Regulatory Commission and the Stock Exchange on annual reports and the relevant systems of the Company, we have paid due attention to the audit of the Company’s annual report. Before the audit by the external auditor, we listened to the management’s report on the annual operation of the Company, confirmed the audit plan together with the Finance Department of the Company, and made specific requests to the auditors and the Company. In the course of the audit, we urged the accounting firm to submit the audit report within the appointed time, communicated with the accountants on the issues identified

during the audit, reviewed the preliminary audit results, and confirmed the audited financial reports of the Company. As a result, we have duly performed our duties as independent directors in the audit of the annual report.

#### **IV. OTHER WORK CONDUCTED TO PROTECT THE RIGHTS AND INTERESTS OF PUBLIC INVESTORS**

##### **(i) Conscientiously performing the duties as members of special committees of the Board**

###### **1. *Performance of the Audit Committee***

As members of the Audit Committee, adhered to the principles of diligence, responsibility and seeking truth from facts, we actively promoted the implementation of the 2021 audit work of the Company, reviewed the audit plan and financial statements of the Company, specially reviewed the Company's 2020 annual report and internal control evaluation report and reviewed the Company's 2021 interim report, and fully communicated with the annual audit accountants, in accordance with relevant regulations, the Articles of Association, and the Terms of Reference and Rules of Procedure for Meeting of the Audit Committee under the Board of the Company.

###### **2. *Performance of the Strategy Committee***

As members of the Strategy Committee, we actively participated in discussions on major issues of the Company, carefully studied and put forward valuable suggestions on medium and long-term development strategies and major investment and acquisition plans of the Company, in accordance with relevant regulations, the Articles of Association, and the Terms of Reference and Rules of Procedure for Meeting of the Strategy Committee under the Board of the Company.

###### **3. *Performance of the Nomination Committee***

As members of the Nomination Committee, we actively performed our duties and effectively supervised the competence, expertise, performance of duties of members of the Board of the Company, as well as the structure, size, composition and diversity of the Board and the independence of independent directors, in accordance with relevant regulations, the Articles of Association, and the Terms of Reference and Rules of Procedure for Meeting of the Nomination Committee under the Board of the Company. Also, we have considered the nominations for the new session of the Board of Directors and the Supervisory Committee in 2021.

**4. *Performance of the Remuneration Committee***

As members of the Remuneration Committee, we actively understood the Company's remuneration system and reviewed the compensation, remuneration policy and structure of directors, supervisors and senior management, in accordance with relevant regulations, the Articles of Association, and the Terms of Reference and Rules of Procedure for Meeting of the Remuneration Committee under the Board of the Company.

**(ii) Visit and recommendation**

In 2021, we gained a thorough understanding on and continued to review the Company's production and operation, in particularly its financial position, and also heard reports on the Company's operating conditions and standard operation from the management of the Company. We recommended that the Company should continue to improve corporate governance, establish a sound internal control system in accordance with the latest laws and regulations, strictly implement internal control procedures, control investment risks and make adjustments in line with changes of the industry environment on a timely manner, in bid to improve the profitability of principle business and maintain its core competitiveness.

**(iii) Investigation on corporate governance structure and operational management**

In 2021, for each material resolution considered and approved by the Board meeting, we exercised our voting rights in an independent, objective and prudent manner and made various recommendations after having carefully review on the information provided by the Company in advance and gaining an understanding on the situations through proactively making enquiries to relevant personnel. On this basis, we probed deeply into the Company's production and operation, management and the improvement and implementation of systems such as internal control system; developed a picture of issues related to the Company's financial management, connected transactions, business development and progress of investment projects; and knew about the Company's production and operation and corporate governance. Therefore, we, through fully performed our duties as independent directors, promoted the scientific and objective decision-making of the Board and practically safeguarded the interests of the Company and shareholders.

**V. OTHER WORK**

1. There was no proposal of convening Board meeting during the Reporting Period.
2. There was no proposal of appointment or dismissal of accounting firms during the Reporting Period.
3. There was no appointment of external audit institutions and consulting institutions during the Reporting Period.

4. As members of the special committees of the Board, we have carried out corresponding work in accordance with relevant system requirements and achieved expected results. In 2022, we will continue to faithfully, diligently and conscientiously perform the duties of independent directors in accordance with the requirements of relevant laws and regulations and normative documents, strengthen communication with other directors, supervisors and senior management, continuously strengthen learning, in-depth understanding of the Company's production and operation, etc., provide more constructive suggestions for the development of the Company with our own professional knowledge and experience, provide reference opinions for the decision-making of the Board of Directors, and practically safeguard the legitimate rights and interests of the Company and the majority of investors, especially minority Shareholders.

Finally, we would like to express our sincere gratitude to the Company's management and relevant staff for their assistance and active cooperation in 2021, and hope that the Company will continue to operate steadily in a standardized manner and forge ahead in the new year based on technological innovation to strive for greater development, and reward the majority of investors with good performance.

**Jilin Province Chuncheng Heating Company Limited\***  
**Mr. Wang Yuguo Mr. Fu Yachen Mr. Poon Pok Man**  
*Independent non-executive Directors*

The financial statements of Jilin Province Chuncheng Heating Company Limited\* (吉林省春城熱力股份有限公司) (hereinafter “Chuncheng Heating” or the “Company”) for the year 2021 has been audited by Da Hua Certified Public Accountants (Special General Partnership) (hereinafter “Da Hua CPA”). In the opinion of Da Hua CPA, the financial statements of the Company, which was prepared in accordance with the requirements of ASBEs in all material aspects, give a true and fair view of the combined and parent company’s financial position of Chuncheng Heating as at 31 December 2021, and of the combined and parent company’s financial performance and cash flows for the year 2021. The final financial of the Company for the year 2021 is hereby reported as follows:

# 1. KEY FINANCIAL DATA OF THE COMPANY FOR THE YEAR 2021

The Group’s revenue decreased by 13.04% to RMB1,649.60 million in 2021 as compared with RMB1,896.99 million in 2020. This was mainly due to revenue from the Group’s construction, maintenance and design services business and others decreased by 67.95% to RMB152.56 million in 2021 as compared with RMB476.01 million in 2020, resulting from a decrease in revenue as a result of the completion of the “Three Supplies and Property Management (三供一業)” projects and the epidemic, which led to a decrease in the number of large projects we undertook. The effect of the aforesaid decrease in revenue was partially offset by an increase in revenue from the Group’s heat supply business in 2021 by 5.35% from RMB1,420.98 million in 2020 to RMB1,497.04 million in 2021. The increase in revenue from the heat supply business was mainly attributable to (i) an increase in revenue from heating fee and pipeline connection fee of RMB32.47 million due to the increase in heat supply area; and (ii) the consolidation of revenue of Xixing Energy for the entire year of 2021 whereas revenue of Xixing Energy was only consolidated since 11 June 2020 in the previous year, representing an increase of RMB41.02 million year-on-year.

## Major Financial Indicator Statements

Unit: RMB			
Item	2021	2020	Increase/decrease as compared to the last year
Operating revenue	1,649,598,271.19	1,896,987,849.97	-13.04%
Net profit attributable to owners of the parent company	122,757,996.65	170,506,409.94	-28.00%
Net cash flows from operating activities	124,001,889.37	415,865,851.32	-70.18%
Basic earnings per share (RMB/share)	0.26	0.37	-29.73%
Diluted earnings per share (RMB/share)	0.26	0.37	-29.73%
Item	As at the end of 2021	As at the end of 2020	Increase/decrease as compared to the last year
Total assets	2,894,441,069.40	3,227,105,056.88	-10.31%
Equity attributable to shareholders of the parent company	940,282,342.53	857,090,399.48	9.71%

**II. ANALYSIS ON FINANCIAL POSITION, OPERATING RESULTS AND CASH FLOWS****(I) Analysis of assets**

Total assets in 2021 decreased by 10.31% as compared to the corresponding period of last year, details of which are set out below:

1. The balance of held-for-trading financial assets decreased by 100.00%, which was mainly due to the recovery of structured deposits in the current period.
2. The balance of trade receivables financing decreased by 100.00%, which was mainly due to the maturity of trade receivables financing business in the engineering sector in the current period.
3. The closing balance of other receivables increased by 390.26%, which was mainly due to the outstanding service fee accounts from listing agencies at Chuncheng level in the current period.
4. The closing balance of inventories increased by 156.61%. The main reason was that the heat source of the subsidiary, Xixing Energy, during the year was primarily from the coal-fired boilers, while the source was primarily from purchasing heat from power plants for the corresponding period of the previous year. Therefore, coal reserves have increased compared with the previous year.
5. The closing balance of other current assets increased by 279.05%, mainly due to the increase in the input tax pending for deduction and withholding tax for the current period.
6. The closing balance of intangible assets increased by 277.51%, mainly due to the purchase of land by the subsidiary, Chuncheng Biomass Power Co., Ltd..

## Statement of assets for the year 2021

Unit: RMB

Asset	Closing balance	Opening balance	Change
Monetary funds	664,306,698.15	732,404,368.33	-9.30%
Financial assets held for trading	—	50,069,375.00	-100.00%
Bills receivable	—	222,510.02	-100.00%
Trade receivable	223,060,999.01	259,473,894.16	-14.03%
Accounts receivable financing	—	125,254,548.10	-100.00%
Prepayment	508,937,790.32	449,625,930.69	13.19%
Other receivables	6,941,347.08	1,415,844.56	390.26%
Inventories	30,384,096.14	11,840,378.51	156.61%
Contract assets	133,161,280.32	232,321,629.47	-42.68%
Other current assets	17,232,911.07	4,546,311.94	279.05%
Investment properties	7,513,710.41	7,870,252.37	-4.53%
Fixed assets	1,045,874,487.44	1,093,225,431.69	-4.33%
Construction in progress	14,321,966.26	34,512,027.00	-58.50%
Right-of-use assets	1,650,591.05	2,865,635.17	-42.40%
Intangible assets	14,962,280.55	3,963,386.97	277.51%
Goodwill	167,112,355.37	167,112,355.37	0.00%
Long-term deferred expenditures	1,356,755.20	6,072,387.29	-77.66%
Deferred income tax assets	57,623,801.03	44,308,790.24	30.05%
Total assets	2,894,441,069.40	3,227,105,056.88	-10.31%

## (II) Analysis of liabilities

Total liabilities for the year of 2021 decreased by 17.55% compared with the previous year. Details are as follow:

1. The closing balance of advances increased by 275.00%, mainly due to the increase in advances from design institutes;
2. The closing balance of other payables decreased by 88.50%, mainly due to the payment of non-trading current accounts for the current period;
3. The closing balance of other non-current liabilities decreased by 42.49%, primarily due to a decrease in the amount of lease liabilities reclassified to items in the statements during the current period;
4. The closing balance of other current liabilities decreased by 99.88%, primarily due to a decrease in sales tax to be transferred during the current period;
5. The closing balance of lease liabilities decreased by 74.10%, primarily due to the decrease in lease liabilities as a result of lease payments and the reclassification of non-current liabilities due within one year.

## Statement of liabilities for the year 2021

Unit: RMB

Liability	31 December 2021	31 December 2020	Change
Trade payables	232,178,489.39	364,528,927.01	-36.31%
Advances	100,000.00	26,666.67	275.00%
Contract liabilities	1,411,336,830.54	1,452,997,663.41	-2.87%
Salaries payable	116,033,845.98	175,557,524.87	-33.91%
Tax payable	43,412,130.75	75,135,340.00	-42.22%
Other payables	17,429,924.15	151,527,222.02	-88.50%
Non-current liabilities due within one year	975,251.76	1,209,451.00	-19.36%
Other current liabilities	1,760.92	1,414,928.68	-99.88%
Lease liabilities	476,190.47	1,838,833.74	-74.10%
Long-term payables	2,775,074.00	2,775,074.00	0.00%
Long-term salaries payable	28,834,324.48	27,710,000.00	4.06%
Estimated liabilities	350,000.00	350,000.00	0.00%
Deferred income	48,604,047.04	53,019,310.68	-8.33%
Deferred income tax liabilities	49,166,204.34	57,603,528.33	-14.65%
Other non-current liabilities	2,484,653.05	4,320,186.99	-42.49%
Total Liabilities	1,954,158,726.87	2,370,014,657.40	-17.55%

## (III) Analysis of shareholders' equity

Shareholders' equity has increased by 9.71% in 2021 as compared with the previous year, primarily due to an increase of the net profit.

## Statement of shareholders' equity for the year 2021

Unit: RMB

Shareholders' equity	31 December 2021	31 December 2020	Change
Share capital	466,700,000.00	466,700,000.00	0.00%
Capital reserve	68,370,342.51	68,370,342.51	0.00%
Other comprehensive income	-1,629,142.82	-294,142.82	453.86%
Special reserves	22,600,130.11	12,761,083.71	77.10%
Surplus reserve	43,789,845.52	30,719,797.91	42.55%
Undistributed profits	340,451,167.21	278,833,318.17	22.10%
Total shareholders' equity	940,282,342.53	857,090,399.48	9.71%



**(IV) Analysis of operating conditions**

In 2021, the operating income amounted to RMB1,649.60 million, a year-on-year decrease of 13.04%; the net profit amounted to RMB122.76 million, a year-on-year decrease of 28%. The details are as follows:

1. Operating income decreased by 13.04% year-on-year, mainly due to the significant decrease in construction, maintenance and design business and others in the current period.
2. Operating costs decreased by 16.69% year-on-year, mainly due to the same reason as the decrease in operating income.
3. Taxes and surcharges decreased by 19.09% year-on-year, mainly due to: firstly, the substantial reduction in construction, maintenance and design business and others in the current period resulted in a decrease in taxes and surcharges; secondly, the subsidiary Changchun Yatai Heating Co., Ltd.\* (長春亞泰熱力有限責任公司) transferred its land and boiler assets to Chungheng Investment, resulting in a decrease in land value-added tax, property tax and environmental protection tax.
4. The research and development expenses decreased by 69.64% year-on-year, mainly due to a decrease in research and development activities of the Company during the period.
5. Administrative expenses decreased by 4.58% year-on-year, mainly due to a decrease in management personnel of the subsidiary, Changchun Yatai Heating Co., Ltd.\* (長春亞泰熱力有限責任公司).
6. Finance costs increased by 71.19% year-on-year, mainly due to the finance costs incurred for the transfer of the trade receivables of the Group's construction business.
7. Other income decreased by 69.56% year-on-year, mainly due to the end of the amortisation of some small boiler subsidy and the reduction of job stabilisation subsidy in the current period.

8. Gains or losses on changes in fair value increased by 227.33% year-on-year, mainly due to firstly, gains arising from the increase in the trading financial assets of Chuncheng Heating in the current period; secondly, the decrease in fair value loss with the expiration of asset securitisation of the subsidiary Changchun Yatai Heating Co., Ltd.\* (長春亞泰熱力有限責任公司).
9. Credit impairment loss increased by 378.97% year-over-year, mainly due to the increase in bad debt provision for receivables from construction and maintenance business during the period.
10. Impairment loss on assets increased by 323.00% year-over-year, mainly due to the increase in bad debt provision for assets in the construction and maintenance business at the end of the period.
11. Gain on disposal of assets increased by 100% year-over-year, mainly due to the gain of compensation payment from the expropriation of Chuncheng Heating's house during the period.

### Income statement for 2021

Unit: RMB

Item	31 December 2021	31 December 2020	Change
Operating income	1,649,598,271.19	1,896,987,849.97	-13.04%
Operating costs	1,324,281,691.80	1,589,507,098.69	-16.69%
Taxes and surcharges	4,625,554.34	5,716,584.01	-19.09%
Selling expenses	1,740,127.00	1,788,837.06	-2.72%
Administrative expenses	114,967,206.26	120,488,353.08	-4.58%
Research and development expenses	2,064,373.18	6,798,931.42	-69.64%
Finance costs	-1,193,946.47	-4,144,429.76	71.19%
Other income	7,100,071.92	23,327,899.19	-69.56%
Investment income	296,104.45	7,639,756.71	-96.12%
Gain on changes in fair value	227,083.33	69,375.00	227.33%
Credit impairment loss	-30,066,857.34	-6,277,334.90	378.97%
Impairment loss on assets	-22,594,470.82	-5,341,493.12	323.00%
Gain on disposal of assets	5,951,536.93		100.00%
Operating profit	164,026,733.55	196,250,678.35	-16.42%
Non-operating income	4,600,246.69	12,152,056.48	-62.14%
Non-operating expenses	1,543,292.67	760,181.78	103.02%
Total profit	167,083,687.57	207,642,553.05	-19.53%
Income tax expenses	44,325,690.92	37,136,143.11	19.36%
Net profit	122,757,996.65	170,506,409.94	-28.00%

**(V) Analysis of cash flows**

In 2021, net decrease in balances of cash and cash equivalents was RMB68.10 million, of which net cash flows from operating activities decreased by 70.18% year-over-year, mainly due to the decrease in net cash flow from operating activities of Xixing Energy, Changchun Yatai Heating Co., Ltd.\* (長春亞泰熱力有限責任公司) and Maintenance Service; net cash flows from investing activities increased by 53.42% year-over-year, mainly due to the increase in cash received from returns on investments and the decrease in cash paid to acquire investments; and net cash flows from financing activities increased by 39.83% year-over-year, mainly due to the increase in borrowings during the period.

**Statement of cash flows for 2021**

Unit: RMB

Item	2021	2020	Change
Net cash flows from operating activities	124,001,889.37	415,865,851.32	-70.18%
Net cash flows from investing activities	-139,143,567.46	-298,734,916.62	53.42%
Net cash flows from financing activities	-52,938,325.26	-87,975,581.33	39.83%

This budget report was prepared by the Company under the guidance of production directives issued by the central government and a demand-driven market approach after taking into consideration of the condition of heat supply industry and the practical circumstances of the Company, while making reference to the Company's operating results in recent years to further optimize the allocation of resources and improve economic efficiency based on the principle of solidity and cautiousness.

## I. ASSUMPTIONS UNDER WHICH THE PREPARATION OF BUDGET IS BASED

1. No material changes in the applicable current national and local laws, regulations and rules to which the Company is required to comply with.
2. No material changes in social and economic environment of the place of principal operations of the Company and relevant regions of businesses.
3. No material changes in the Company's industry circumstances and market conditions.
4. No material changes in the market prices, and demand and supply relations of the main products and raw materials of the Company.
5. Fluctuation of the taxation policy regarding production and operation of the Company are within normal scope.
6. No material changes in the existing production organization structure of the Company and completion and commencement for production of the planned investment projects will take place on schedule.
7. No material adverse impacts on the Company due to other force majeure and unpredictable factors.

## II. BUDGET GOALS

The Company's 2022 comprehensive budget includes budget for production and operation, budget for investment, budget for labor cost, budget for informationization etc. The Company's overall major business objectives are as follows:

No.	Major business objectives	Unit	Budget for 2022
1	Operating income	RMB0'000	171,647
2	Total profit	RMB0'000	11,900

The above financial budget does not represent the Company's performance forecast or for 2022. As the implementation of it depends on various factors such as the changes in market situation, there are considerable uncertainties.

The proposed amendments to the Articles of Association are as follows:

Original provisions	Amended provisions
<p><b>Article 1</b></p> <p>Jilin Province Chuncheng Heating Company Limited* (the “Company”) is a joint stock company with limited liability established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant laws, administrative regulations of the PRC.</p> <p>The Company was established by the way of promotion on May 30, 2018 with the approval by the State-owned Assets Supervision and Administration Commission of Changchun Municipal People’s Government of Jilin Province and was registered with Changchun Administration Bureau for Industry and Commerce and obtained the business license on the same date.</p> <p>The Unified Social Credit Code of the Company is 91220101MA14W03575.</p> <p>The promoters of the Company are Changchun Heating Power (Group) Company Limited (長春市熱力(集團)有限責任公司) and Changchun State-owned Capital Investment Operation (Group) Co., Ltd. (長春市國有資本投資運營(集團)有限公司).</p>	<p><b>Article 1</b></p> <p>Jilin Province Chuncheng Heating Company Limited* (the “Company”) is a joint stock company with limited liability established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant laws, administrative regulations of the PRC.</p> <p>The Company was established by the way of promotion on May 30, 2018 with the approval by the State-owned Assets Supervision and Administration Commission of Changchun Municipal People’s Government of Jilin Province and was registered with Changchun Administration Bureau for Industry and Commerce and obtained the business license on the same date.</p> <p>The Unified Social Credit Code of the Company is 91220101MA14W03575.</p> <p>The promoters of the Company are <b><u>Changchun Chuncheng Investment Development Group Company Limited</u></b> (長春市春城投資發展集團有限公司) and Changchun State-owned Capital Investment Operation (Group) Co., Ltd. (長春市國有資本投資運營(集團)有限公司).</p>

Original provisions	Amended provisions
<p><b>Article 19</b></p> <p>The Company, at the time of its establishment, issued 350,000,000 ordinary shares to its promoters, all of which are subscribed and held by the promoters of the Company, among which:</p> <p>Changchun Heating Power (Group) Company Limited subscribed and held 325,500,000 shares, representing 93% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Changchun State-owned Capital Investment Operation (Group) Co., Ltd. subscribed and held 24,500,000 shares, representing 7% of the total number of ordinary shares issued by the Company at the time of its establishment;</p>	<p><b>Article 19</b></p> <p>The Company, at the time of its establishment, issued 350,000,000 ordinary shares to promoters, all of which are subscribed and held by the promoters of the Company, among which:</p> <p><b><u>Changchun      Chuncheng      Investment Development Group Company Limited (長春市春城投資發展集團有限公司)</u></b> subscribed and held 325,500,000 shares, representing 93% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Changchun State-owned Capital Investment Operation (Group) Co., Ltd. subscribed and held 24,500,000 shares, representing 7% of the total number of ordinary shares issued by the Company at the time of its establishment.</p>
<p><b>Article 20</b></p> <p>Subject to the approval of the securities regulatory authority of the State Council, the Company publicly issued 116,700,000 overseaslisted foreign shares to overseas investors. These ordinary shares are all H shares.</p> <p>Upon the completion of the above issuance of overseas-listed foreign shares, the total number of the Company's shares shall be 466,700,000 shares. The shareholding structure of the Company shall be as follows: 466,700,000 ordinary shares, among which 325,500,000 shares shall be held by Changchun Heating Power (Group) Company Limited, our promoter, representing 69.75% of our total ordinary shares capital; 24,500,000 shares shall be held by Changchun State-owned Capital Investment Operation (Group) Co., Ltd., our promoter, representing 5.25% of our total ordinary shares capital; 116,700,000 shares shall be held by H shareholders, representing 25% of our total ordinary shares capital.</p>	<p><b>Article 20</b></p> <p>Subject to the approval of the securities regulatory authority of the State Council, the Company publicly issued 116,700,000 overseaslisted foreign shares to overseas investors. These ordinary shares are all H shares.</p> <p>Upon the completion of the above issuance of overseas-listed foreign shares, the total number of the Company's shares shall be 466,700,000 shares. The shareholding structure of the Company shall be as follows: 466,700,000 ordinary shares, among which 325,500,000 shares shall be held by <b><u>Changchun      Chuncheng      Investment Development Group Company Limited (長春市春城投資發展集團有限公司)</u></b>, our promoter, representing 69.75% of our total ordinary shares capital; 24,500,000 shares shall be held by Changchun State-owned Capital Investment Operation (Group) Co., Ltd., our promoter, representing 5.25% of our total ordinary shares capital; 116,700,000 shares shall be held by H shareholders, representing 25% of our total ordinary shares capital.</p>

Original provisions	Amended provisions
<p><b>Article 114</b></p> <p>The Company shall have a board of directors which shall consists of 6 to 9 directors, the number of independent non-executive directors shall not be less than 3 and shall be more than one-third of the actual number of the board of directors.</p> <p>Independent non-executive directors may report to the shareholders' general meeting, the securities regulatory authorities of the State Council and other related departments directly.</p> <p>General manager and other senior management may also concurrently act as director, the number of general manager and other senior management who hold the offices of director shall not be more than half of the total number of directors of the Company.</p> <p>The board of directors shall have one chairman, one vice chairman who shall be elected and removed by a majority of directors. The term of office of the chairman, the vice chairman shall be three years, renewable upon re-election.</p> <p>Number of controlling shareholders' senior management who concurrently hold the offices of the chairman or the executive director of the Company shall not be more than two. Directors are not required to hold shares of the Company.</p> <p>Save as otherwise required by the laws, regulations and the listing rules of the stock exchange of the place where the shares of the Company are listed, the terms of office of independent non-executive directors shall be three years, renewable upon re-election, but shall not exceed nine years.</p>	<p><b>Article 114</b></p> <p>The Company shall have a board of directors which shall consists of 6 to 9 directors, the number of independent non-executive directors shall not be less than 3 and shall be more than one-third of the actual number of the board of directors.</p> <p>Independent non-executive directors may report to the shareholders' general meeting, the securities regulatory authorities of the State Council and other related departments directly.</p> <p>General manager and other senior management may also concurrently act as director, the number of general manager and other senior management who hold the offices of director shall not be more than half of the total number of directors of the Company.</p> <p>The board of directors shall have one chairman, one vice chairman who shall be elected and removed by a majority of directors. The term of office of the chairman, the vice chairman shall be three years, renewable upon re-election.</p> <p>Number of controlling shareholders' senior management who concurrently hold the offices of the chairman or the executive director of the Company shall not be more than two. Directors are not required to hold shares of the Company.</p> <p>Save as otherwise required by the laws, regulations and the listing rules of the stock exchange of the place where the shares of the Company are listed, the terms of office of independent non-executive directors shall be three years, renewable upon re-election, but shall not exceed <b>six</b> years.</p>

## NOTICE OF 2021 ANNUAL GENERAL MEETING



### Jilin Province Chuncheng Heating Company Limited\*

### 吉林省春城热力股份有限公司

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

**(Stock code: 1853)**

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting (the “AGM”) of Jilin Province Chuncheng Heating Company Limited\* (the “Company”) will be held at 9 a.m. on Friday, 20 May 2022 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 work report of the Directors for the year 2021.
2. To consider and approve the adoption of the work report of the Independent Directors for the year 2021.
3. To consider and approve the adoption of the work report of the Supervisory Committee for the year 2021.
4. To consider and approve the final financial report for the year 2021.
5. To consider and approve the financial budget report for the year 2022.
6. To consider and approve the adoption of the annual report for the year 2021.
7. To consider and approve the adoption of the Group's audited financial statements as of, and for the year ended 31 December 2021.
8. To consider and approve the Company's profit distribution plan for the year ended 31 December 2021.
9. To authorise and approve the Board to determine the remuneration plan for the Directors for the year ending 31 December 2022 in accordance with the Company's internal policies and relevant regulatory requirements.

\* For identification purposes only



## NOTICE OF 2021 ANNUAL GENERAL MEETING

10. To authorise and approve the Board to determine the remuneration plan for the Supervisors for the year ending 31 December 2022 in accordance with the Company's internal policies and relevant regulatory requirements.
11. To consider and approve the re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the Company's auditors for the year 2022 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

### SPECIAL RESOLUTIONS

12. To consider and approve the proposed amendments to the Articles of Association and to authorize the Board to revise the wording of such amendments as appropriate (no approval from the Shareholders is required for such amendments), and execute relevant documents and/or take all relevant actions as it considers necessary or appropriate and in the interest of the Company to effect to proposed amendments, comply with the PRC laws and regulations and meeting the requirements of the relevant regulatory authorities of the PRC (if any), and deal with other relevant matters arising from the amendments to the Articles of Association.
13. (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 of the Company 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.

## NOTICE OF 2021 ANNUAL GENERAL MEETING

- (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 relevant 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 PRC, Hong Kong and other relevant authorities.

By order of the Board  
**Jilin Province Chuncheng Heating Company Limited\***  
**LIU Changchun**  
*Chairman*

Jilin, the PRC, 19 April 2022

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022 (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 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, 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, 16 May 2022.

## NOTICE OF 2021 ANNUAL GENERAL MEETING

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalfs. A proxy need not 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 COVID-19, 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.
9. Unless otherwise defined, capitalized terms used in this notice shall have the same meaning as those defined in the Company's circular dated 19 April 2022.

*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.*