
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 **Jilin Province Chuncheng Heating Company Limited***, you should at once hand this circular with the form of proxy and reply slip(s) to the purchaser(s) or the transferee(s), or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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)

**EXTENSION OF THE VALIDITY PERIOD FOR
THE RESOLUTION RELATING TO THE A SHARE OFFERING;
EXTENSION OF THE VALIDITY PERIOD
FOR THE AUTHORISATION TO THE BOARD TO DEAL WITH
MATTERS RELATING TO THE A SHARE OFFERING;
NOTICE OF THE EGM;
NOTICE OF THE H SHAREHOLDERS' CLASS MEETING; AND
NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING**

The letter from the Board is set out on pages 4 to 11 of this circular.

The Company will convene the EGM at 9 a.m. on Friday, 2 December 2022, the H Shareholders' Class Meeting immediately following the conclusion of the EGM or any adjournment thereof (whichever is the later), and the Domestic Shareholders' Class Meeting immediately following the conclusion of the H Shareholders' Class Meeting or any adjournment thereof (whichever is the later) at Conference Room 711, Chuncheng Heating, No. 998 Nanguan Road, Nangan District, Changchun City, Jilin Province, the PRC. The notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are set out in **Appendices III, IV and V** to this circular, respectively.

If you intend to appoint a proxy to attend the EGM, the H Shareholders' Class Meeting and/or the Domestic Shareholders' Class Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar (in the case of H Shareholders) or to the head office of the Company in the PRC (in the case of Domestic Shareholders) not less than 24 hours before the time fixed for holding the EGM, the H Shareholders' Class Meeting and/or the Domestic Shareholders' Class Meeting, or any 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 EGM, the H Shareholders' Class Meeting and/or the Domestic Shareholders' Class Meeting, or any adjournment thereof.

* *For identification purposes only*

17 November 2022

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I — EXTENDED PROPOSAL FOR A SHARE OFFERING	I-1
APPENDIX II — EXTENDED PROPOSAL FOR AUTHORISATION FOR THE A SHARE OFFERING	II-1
APPENDIX III — NOTICE OF THE SECOND EGM OF 2022	III-1
APPENDIX IV — NOTICE OF THE SECOND H SHAREHOLDERS’ CLASS MEETING OF 2022	IV-1
APPENDIX V — NOTICE OF THE SECOND DOMESTIC SHAREHOLDERS’ CLASS MEETING OF 2022	V-1

DEFINITIONS

In this circular, unless the context otherwise requires, terms used herein shall have the following meanings:

“2021 Shareholders’ Meetings”	collectively, the third extraordinary general meeting of 2021, the first H Shareholders’ Class Meeting of 2021 and the first Domestic Shareholders’ Class Meeting of 2021 held on 21 December 2021
“A Share(s)”	ordinary share(s) proposed to be issued by the Company pursuant to the A Share Offering and subscribed for in RMB
“A Share Offering” or “Offering”	the proposed public offering by the Company of not more than 155.5666 million A Shares, which will be listed on the Shenzhen Stock Exchange
“Board”	the board of Directors of the Company
“Class Meetings”	collectively, the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Company”	Jilin Province Chuncheng Heating Company Limited* (吉林省春城熱力股份有限公司), presently a joint stock company with limited liability which was incorporated in the PRC on 23 October 2017 and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic Share(s), which are subscribed for in RMB and held by PRC nationals or PRC incorporated entities, and are not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“Domestic Shareholders’ Class Meeting”	the second Domestic Shareholders’ Class Meeting of 2022 to be held by the Company on Friday, 2 December 2022 for consideration and approval of the Resolutions
“EGM”	the second extraordinary general meeting of 2022 to be held by the Company on Friday, 2 December 2022 for consideration and approval of the Resolutions

DEFINITIONS

“H Share(s)”	overseas listed foreign Share(s), which are subscribed for and traded in HK\$ and listed on the Main Board of the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shareholder(s)”	holder(s) of the H Share(s)
“H Shareholders’ Class Meeting”	the second H Shareholders’ class meeting of 2022 to be held by the Company on Friday, 2 December 2022 for the consideration and approval of the Resolutions
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	11 November 2022, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Resolution Relating to the A Share Offering”	has the meaning ascribed to it in the section headed “Letter from the Board — II. Resolution to extend the validity period of the Resolution Relating to the A Share Offering” of this circular
“Resolution Relating to the Authorisation for the A Share Offering”	has the meaning ascribed to it in the section headed “Letter from the Board — III. Resolution to extend the authorisation to the Board and its authorised persons granted at the general meeting of the Company to deal, at their full discretion, with matters relating to the initial public offering and listing of the A shares of the Company on the main board of the Shenzhen Stock Exchange” of this circular

DEFINITIONS

“Resolutions”	collectively, (1) the “Resolution to extend the validity period of the resolution relating to the A Share Offering”; and (2) the “Resolution to extend the authorisation to the Board and its authorised persons granted at the general meeting of the Company to deal, at their full discretion, with matters relating to the initial public offering and listing of the A shares of the Company on the main board of the Shenzhen Stock Exchange”
“Share(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	the shareholder(s) of the Company

In case of any discrepancy between the Chinese version and the English version of this circular (including its appendices), the Chinese version shall prevail.



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
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
PRC

*Principal place of business
in Hong Kong:*

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

Dear Shareholders,

**EXTENSION OF THE VALIDITY PERIOD FOR
THE RESOLUTION RELATING TO THE A SHARE OFFERING;
EXTENSION OF THE VALIDITY PERIOD
FOR THE AUTHORISATION TO THE BOARD TO DEAL WITH
MATTERS RELATING TO THE A SHARE OFFERING;
NOTICE OF THE EGM;
NOTICE OF THE H SHAREHOLDERS' CLASS MEETING; AND
NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING**

I. INTRODUCTION

The Board of the Company considered and passed, among other things, the following Resolutions at the Board meeting held on 28 October 2022: (1) the "Resolution to extend the validity period of the resolution relating to the A Share Offering"; and (2) the "Resolution to

* For identification purposes only

LETTER FROM THE BOARD

extend the authorisation to the Board and its authorised persons granted at the general meeting of the Company to deal, at their full discretion, with matters relating to the initial public offering and listing of the A shares of the Company on the main board of the Shenzhen Stock Exchange”.

The above Resolutions will be submitted to the EGM, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting for consideration and approval. The above Resolutions are subject to the passing of special resolutions. A summary of the contents of the Resolutions is set out below.

In addition, the A Share Offering is subject to the approval of the CSRC and other relevant regulatory authorities and is subject to certain factors including market conditions.

The purpose of this circular is to provide you with information on the Resolutions to be proposed at the EGM, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting so that you can make an informed decision on whether to vote for or against such Resolutions at the EGM, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting.

II. RESOLUTION TO EXTEND THE VALIDITY PERIOD OF THE RESOLUTION RELATING TO THE A SHARE OFFERING

Reference is made to (1) the circulars of the Company dated 2 December 2021 and 13 July 2022 in relation to, among other things, the resolution regarding application for initial public offering and listing of the A Shares on the main board of the Shenzhen Stock Exchange by the Company (the “**Resolution Relating to the A Share Offering**”); (2) the announcement of the Company dated 21 December 2021 in relation to the poll results of the 2021 Shareholders’ Meetings at which the Shareholders considered and approved, among other things, the Resolution Relating to the A Share Offering; and (3) the announcement of the Company dated 29 July 2022 in relation to the poll result of the first extraordinary general meeting of 2022, the first H Shareholders’ class meeting of 2022 and the first Domestic Shareholders’ class meeting of 2022 of the Company, in relation to, among other things, the consideration and approval of the resolution regarding adjustment to investment projects to be financed by the offering of the A Shares.

The Resolution Relating to the A Share Offering was approved at the 2021 Shareholders’ Meetings held on 21 December 2021 and will be valid for a period of 12 months from 21 December 2021.

As the validity period for the Resolution Relating to the A Share Offering will expire on 20 December 2022 and the relevant work of the A Share Offering is still in progress, the Company intends to extend the validity period for the Resolution Relating to the A Share Offering in order to ensure the effective and smooth commencement of the A Share Offering. The Board considers that the extension of the validity period for the Resolution Relating to the A Share Offering is a necessary procedure for the application for the extension of the A Share Offering and is in the interests of the Company and the Shareholders, and therefore approved, among other things, the extension of the validity period for the Resolution Relating to the A Share Offering on 28 October

LETTER FROM THE BOARD

2022. The Resolution Relating to the A Share Offering, as extended, will be valid for a period of twelve months from the date of consideration and approval of the resolution to extend the validity period for the Resolution Relating to the A Share Offering at the EGM, H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting. In the next twelve months, the Company plans to continue to update the documents for application and facilitate the approval of the relevant regulatory authorities in relation to the A Share Offering. The resolution has been submitted to the Board for consideration and approval, and is being submitted to the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting for consideration and approval respectively.

The Company has submitted an application for the A Share Offering to the CSRC in December 2021, received the acceptance letter (受理函) from the CSRC on 28 December 2021 and received feedback from the CSRC in relation to the A Share Offering on 14 February 2022. The Company submitted to the CSRC the relevant reply in response to its comments on 14 August 2022. Currently, the Company is updating the reporting documents and information relating to the application for A Share Offering in accordance with the relevant regulations and requirements of the CSRC. As at the Latest Practicable Date, the Company has not yet obtained the approval of the CSRC in respect of the A Share Offering. The review cycle of the Company's A Share Offering by the CSRC depends on factors such as the number of applications for A share offering submitted by other companies and the internal processing time of the CSRC, and is beyond the control of the Company. The Company will disclose the material progress of the Company's application for A Share Offering in a timely manner in the future.

Save for the validity period as stated above, the proposal for the A Share Offering, as extended, remains unchanged. For more details, please refer to **Appendix I** to this circular.

In order to comply with the Listing Rules and applicable PRC laws and regulations, the Company will make further announcement(s) on the proposed A Share Offering in due course, in particular when the detailed terms of the proposed A Share Offering (such as the offer price and the offer size) are confirmed.

III. RESOLUTION TO EXTEND THE AUTHORISATION TO THE BOARD AND ITS AUTHORISED PERSONS GRANTED AT THE GENERAL MEETING OF THE COMPANY TO DEAL, AT THEIR FULL DISCRETION, WITH MATTERS RELATING TO THE INITIAL PUBLIC OFFERING AND LISTING OF THE A SHARES OF THE COMPANY ON THE MAIN BOARD OF THE SHENZHEN STOCK EXCHANGE

Reference is made to (1) the circulars of the Company dated 2 December 2021 and 13 July 2022 in relation to, among other things, the Resolution Relating to the A Share Offering and the resolution regarding grant of authorisation to the Board and its authorised persons at the general meeting of the Company to deal, at their full discretion, with matters relating to the initial public offering and listing of A Shares on the main board of the Shenzhen Stock Exchange by the Company (the "**Resolution Relating to the Authorisation for the A Share Offering**"); (2) the announcement of the Company dated 21 December 2021 in relation to the poll results of the 2021

LETTER FROM THE BOARD

Shareholders' Meetings at which the Shareholders considered and approved, among other things, the Resolution Relating to the Authorisation for the A Share Offering; and (3) the announcement of the Company dated 29 July 2022 in relation to the poll result of the first extraordinary general meeting of 2022, the first H Shareholders' class meeting of 2022 and the first Domestic Shareholders' class meeting of 2022 of the Company, in relation to, among other things, the consideration and approval of the resolution regarding adjustment to investment projects to be financed by the offering of the A Shares.

The grant of authorisation to the Board and its authorised persons to deal, at their full discretion, with matters relating to the initial public offering of the A shares by the Company was approved at the 2021 Shareholders' Meetings held on 21 December 2021 and will be valid for a period of 12 months from 21 December 2021.

As the validity period for the authorisation to the Board and its authorised persons to deal, at their full discretion, with matters relating to the initial public offering of the A Shares of the Company will expire on 20 December 2022 and the relevant work of the A Share Offering is still in progress, in order to ensure the effective and smooth commencement of the A Share Offering, the Company intends to extend the validity period for the proposal for authorisation for the A Share Offering. The extended validity will be effective for 12 months from the date of consideration and approval of the resolution to extend the authorisation of the Board and its authorised persons granted at the general meeting to deal with matters relating to the A Share Offering at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting. The resolution has been submitted to the Board for consideration and approval, and is being submitted to the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting for consideration and approval respectively.

Save for the validity period as stated above, the authorisation to the Board and its authorised persons to deal, at their full discretion, with matters relating to the initial public offering of A Shares of the Company, as extended, remains unchanged.

Other than the Resolution Relating to the A Share Offering and the Resolution Relating to the Authorisation for the A Share Offering, the other resolutions in relation to A Share Offering approved at the 2021 Shareholders' Meetings held on 21 December 2021, as amended by resolutions relating to the A Share Offering approved at the first EGM of 2022, the first H Shareholders' Class Meeting of 2022 and the first Domestic Shareholders' Class Meeting of 2022, all held on 29 July 2022, will remain unchanged and will not be proposed to the EGM and the Class Meetings. For details of such resolutions, please refer to the circulars of the Company dated 2 December 2021 and 13 July 2022.

LETTER FROM THE BOARD

IV. EFFECTS OF THE A SHARE OFFERING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, assuming that the entire 155.5666 million A Shares under the A Share Offering are permitted to be issued and there are no changes to the share capital of the Company prior to the completion of the A Share Offering, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the A Share Offering is as follows:

Shareholder	As at the Latest Practicable Date		Immediately after the completion of the A Share Offering	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Domestic Shares <i>(Note 1)</i>				
— Domestic Shares in issue held by non-public Shareholders <i>(Note 2)</i>	325,500,000	69.75%	—	—
— Domestic Shares in issue held by public Shareholders	24,500,000	5.25%	—	—
A Shares <i>(Note 1)</i>				
— A Shares in issue held by non-public Shareholders <i>(Note 2)</i>	—	—	325,500,000	52.31%
— New A Shares issued under the A Share Offering <i>(Note 3)</i>	—	—	155,566,600	25.00%
— A Shares in issue held by public Shareholders	—	—	24,500,000	3.94%
H Shares	<u>116,700,000</u>	<u>25.00%</u>	<u>116,700,000</u>	<u>18.75%</u>
Total	<u>466,700,000</u>	<u>100%</u>	<u>622,266,600</u>	<u>100%</u>

LETTER FROM THE BOARD

Note 1: Subject to the approval of the Resolutions at the EGM and the granting of all approvals relating to the A Share Offering by the competent PRC regulatory authorities, the Domestic Shares in issue will be converted into domestically listed RMB ordinary shares (A Shares) upon the completion of the A Share Offering and listing.

Note 2: These Shares are held by Changchun Chuncheng Investment Development Group Company Limited* (長春市春城投資發展集團有限公司), the controlling shareholder of the Company.

Note 3: Upon completion of the A Share Offering, the 155,566,600 newly A Shares in issue (representing approximately 25.00% of the total share capital of the Company after the offering) will be included in the public float.

As at the Latest Practicable Date, the Company had, to the best of the Directors' knowledge and in accordance to the information available to the public, sufficient public float to satisfy the minimum public float requirement under Rule 8.08 of the Listing Rules. Assuming that 155.5666 million A Shares are approved for issue under the A Share Offering and all of which are offered to non-core connected persons of the Company, the percentage of H Shares held by the public to the total number of Shares after the offering is expected to be approximately 18.75% and the percentage of the number of Shares held by the public (A Shares and H Shares in aggregate) to the total number of Shares after the offering is expected to be approximately 47.69%. The Company undertakes to continue to comply with the public float requirement under Rule 8.08 of the Listing Rules during the application process of the A Share Offering and upon completion of the A Share Offering.

V. THE EGM AND THE CLASS MEETINGS

NOTICE IS HEREBY GIVEN that the EGM and the Class Meetings will be held at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC, at 9 a.m. on Friday, 2 December 2022, for the purpose of considering and, if thought fit, passing the matters as set out in this circular. The notices of the EGM and the H Shareholders' Class Meeting and the forms of proxy have been despatched to the Shareholders and are enclosed with this circular. The notices of the EGM and the H Shareholders' Class Meeting are set out in **Appendices III and IV** to this circular respectively.

The forms of proxy for the EGM and the Class Meetings were despatched to the Shareholders on 17 November 2022 in accordance with the Listing Rules. Whether or not you wish to attend or vote at the EGM and/or the Class Meetings, you must complete and return the form of proxy in accordance with the instructions printed thereon. If you wish to appoint a proxy to attend the EGM and/or the Class Meetings, you must complete and return the form of proxy in accordance with the instructions printed thereon. In case of H Shareholders, the form of proxy shall be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, and in case of Domestic Shareholders, the form of proxy shall be lodged with the Company's head office in the PRC as soon as possible and in any event not later than 24 hours before the time fixed for holding the EGM and/or the Class Meetings or any adjournment thereof, by hand delivery or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and/or the Class Meetings if you so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

VI. VOTING AT THE EGM, THE H SHAREHOLDERS' CLASS MEETING AND THE DOMESTIC SHAREHOLDERS' CLASS MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting shall be taken by poll.

VII. CLOSURE OF REGISTER OF MEMBERS, AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM, THE H SHAREHOLDERS' CLASS MEETING AND THE DOMESTIC SHAREHOLDERS' CLASS MEETING

In order to ascertain the entitlement of the Shareholders to attend and vote at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, the register of members of the Company will be closed from Tuesday, 29 November 2022 to Friday, 2 December 2022 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 2 December 2022 shall be entitled to attend and vote at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting. In order to be eligible to attend and vote at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, all transfer documents together with relevant share certificates and other appropriate documents must be lodged for registration with 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 (in the case of Domestic Shareholders), or 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 (in the case of H Shareholders) no later than 4:30 p.m. on Monday, 28 November 2022.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company 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 matters the omission of which would make this circular or any statement herein misleading.

LETTER FROM THE BOARD

IX. RECOMMENDATIONS

The Board (including independent non-executive Directors) is of the opinion that all the special resolutions to be proposed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are in the interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

X. ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in **Appendices I to V** to this circular.

As the A Share Offering is subject to the approval of the CSRC and other relevant regulatory authorities and accordingly, may or may not proceed to completion, Shareholders and investors are advised to exercise caution when dealing in the H Shares of the Company. The Company will make further announcement(s) regarding any material updates and progress with respect to the A Share Offering in accordance with the Listing Rules and other applicable laws and regulations.

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

Jilin, the PRC, 17 November 2022

* *For identification purposes only*

EXTENDED PROPOSAL FOR A SHARE OFFERING**1. TYPE AND PAR VALUE OF SHARES TO BE ISSUED**

Domestically listed RMB ordinary Shares (A Shares), with a par value of RMB1.00.

2. OFFERING SIZE

The Company intends to make an initial public offering of RMB ordinary shares of not more than 155.5666 million RMB ordinary Shares to the public. The actual number of Shares to be issued will be determined based on the capital requirements of the Company and the specific situation of the securities market at the time of the Offering, by the Board and its authorised persons under the authorisation granted at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in accordance with the requirements of the laws and regulations, the approval of the securities regulatory authorities and the market conditions.

3. TARGET SUBSCRIBERS OF THE OFFERING

The target subscribers of the Offering shall be inquired investors who are qualified and natural persons, legal persons and other institutions which have maintained RMB ordinary share (A share) securities accounts with the Shenzhen Stock Exchange (except for those prohibited by national laws, regulations, other applicable regulatory documents and other regulatory requirements applicable to the Company), unless otherwise provided by the CSRC or the Shenzhen Stock Exchange.

To the best knowledge of the Directors, they do not envisage any of the target subscribers to be related parties or connected persons (as defined under the Listing Rules) of the Company. If any of the A Share Offering's target subscriber is a related/connected person of the Company, the Company will take all reasonable measures to comply with the relevant requirements of the CSRC and other regulatory authorities as well as the listing rules of the places where the Company's Shares are listed (including Chapter 14A of the Listing Rules).

4. METHOD OF ISSUANCE

- (a) Offline allotment to inquired investors;
- (b) Online subscription offering to public investors at market price;
- (c) Other methods permitted by the CSRC and the Shenzhen Stock Exchange.

5. METHOD OF PRICING

The pricing will be determined by a combination of offline allotment to inquired investors and online subscription offering to public investors at market price, or other methods permitted by the CSRC.

The lead underwriter(s) shall carry out book-building in respect of the quotations of offline investors, and record the subscription prices and subscription number of offline investors, and shall determine the issue price according to the result of book-building. Once the final issue price is determined, all subscribers for the A Shares will subscribe for such number of A Shares allocated to them at the final issue price.

According to the “PRC Company Law”(《中華人民共和國公司法》), the final issue price shall not be lower than the par value of the Shares. In addition, the final issue price will be determined with reference to, including but not limited to, the then average price-to-earnings ratio of the heat supply industry in the secondary market, the operational and financial conditions of the Company and in accordance with the laws, regulations and requirements of the relevant securities regulatory authorities of the PRC.

6. METHOD OF UNDERWRITING

The Offering will be underwritten by a sponsor (the lead underwriter) by way of standby commitment.

7. PROPOSED PLACE OF LISTING

The proposed place of listing for the Offering is the Main Board of the Shenzhen Stock Exchange.

8. TIMING FOR THE OFFERING AND LISTING

Upon the grant of approvals of the CSRC and the Shenzhen Stock Exchange, the Board shall discuss with the lead underwriter and relevant regulatory authorities on the timing for the Offering and listing.

9. VALIDITY PERIOD OF THE RESOLUTION RELATING TO THE OFFERING PROPOSAL

The resolution shall be effective for a period of 12 months from the date on which the resolution is passed at the EGM, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting.

If the approval(s) regarding the A Share Offering from the CSRC and other regulatory authorities is/are not obtained within such validity period, the Company shall seek the shareholders’ approval to extend the validity period of the resolution at general meeting and the Class Meetings.

EXTENDED PROPOSAL FOR AUTHORISATION FOR THE A SHARE OFFERING

Jilin Province Chuncheng Heating Company Limited (hereinafter the “**Company**”) has proposed an application for initial public offering of RMB ordinary shares (A Shares) and listing on the Main Board of Shenzhen Stock Exchange (hereinafter “**this Offering and Listing**”). Due to the complexity of listing-related works which require immediate execution of a substantial amount of documents, submission of application to competent authorities, handling of contingencies which may arise from time to time, in order to enhance efficiency in decision making and to ensure completion of all listing related works by the Company as soon as possible, it is necessary to seek approval at the general meeting of the authorisations to the Board and its authorized representatives to exercise full power to deal with matters in relation to this Offering and Listing, which include, but not limited to, the followings:

1. To deal with the reporting and relevant procedural works of this Offering and Listing, including but not limited to applying for approval from, registering with, filing with and seeking approvals and consents from relevant governmental departments, regulatory authorities, stock exchanges and securities clearing institutions; to sign, execute, amend and complete all necessary documents related to this Offering and Listing (including but not limited to the letter of intent for offering, prospectus, sponsor agreement, underwriting agreement, listing agreement, statement and undertaking and various announcements, etc.).
2. According to the requirements of the CSRC and Shenzhen Stock Exchange and based on the actual situation of the securities market, to determine the details of offering size, target subscribers, offering price, method of pricing, method of issuance, strategic placing, over allotment options, timing for the offering in respect of this Offering and Listing based on the offering proposal considered and approved at general meetings.
3. To confirm and amend the investment plans for the use of proceeds relating to this Offering and Listing based on the actual investment needs for the proceeds, the approval progress of the investment projects or requirements of the CSRC, which mainly include amendment to, modification of or decrease in the amount of proceeds for the investment projects, establishment of subject matters, investment amounts, investment methods, implementation progress, etc.
4. To make necessary adjustment to relevant detailed plans based on the implementation of this Offering and Listing proposal, market conditions, changes in policies and opinions from the regulatory authorities.

5. To determine the detailed project implementation plan based on the total investment amount of each investment project to be financed by the proceeds from this Offering as considered and approved at the general meetings; to amend, increase, decrease or otherwise adjust the investment direction, amount of proceeds to be used and other relevant matters of the projects to be financed by proceeds from this Offering based on the Company's actual operational needs after thorough discussion by the Board on the feasibility of investment projects to be financed by the proceeds; before the proceeds from this Offering and Listing are in place, to execute projects using self-owned or self-raised funds according to the actual progress of the projects; after the proceeds from this Offering and Listing are in place, to replace the self-owned funds and indirect financing such as bank borrowings previously invested for the investment project with the proceeds; the confirmation of a special deposit account for the proceeds; the signing of a tripartite supervision agreement for the proceeds; to specifically execute the investment directions of the proceeds upon completion of this Offering and Listing; to sign material contracts involved in the implementation process of the investment projects funded by the proceeds.
6. To make corresponding amendments to the relevant provisions of the Articles of Association and relevant internal policies based on the implementation results of this Offering and Listing proposal and the requirements of regulatory authorities, and deal with the matters related to change and filing of industry and commerce registration.
7. After completion of this Offering and Listing, to handle the matters of registration and settlement of shareholdings at the China Securities Depository and Clearing Co., Ltd., including but not limited to the depository, registration, circulation and lock-up of shares.
8. To the extent permitted by laws and regulations and regulatory documents, to handle other necessary, proper and appropriate matters related to this Offering and Listing.
9. During the validity period of the resolution regarding this Offering and Listing, if there is any change in the policies regarding initial public offering of new shares, the new policies shall prevail in order to continue handling all matters in relation to this Offering and Listing.
10. The above authorizations shall be effective for a period of 12 months from the date on which the resolution is passed at the general meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class 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 SECOND EGM OF 2022

NOTICE IS HEREBY GIVEN that the second EGM of 2022 (the “EGM”) of Jilin Province Chuncheng Heating Company Limited* (the “**Company**”) will be held at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC, at 9 a.m. on Friday, 2 December 2022, for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and pass the “Resolution to extend the validity period of the Resolution Relating to the A Share Offering”; and
2. To consider and pass the “Resolution to extend the authorisation to the Board and its authorised persons granted at the general meeting of the Company to deal, at their full discretion, with matters relating to the initial public offering and listing of the A shares of the Company on the main board of the Shenzhen Stock Exchange”.

By order of the Board

Jilin Province Chuncheng Heating Company Limited*

Liu Changchun

Chairman

Jilin, the PRC, 17 November 2022

As at the date of this announcement, the non-executive Director is Mr. Liu Changchun (Chairman); the executive Directors are Mr. Yang Zhongshi, Mr. Shi Mingjun, Mr. Xu Chungang and Mr. Li Yeji; and the independent non-executive Directors are Mr. Wang Yuguo, Mr. Fu Yachen and Mr. Poon Pok Man.

* For identification purpose only

Notes:

1. The register of members of the Company will be closed from Tuesday, 29 November 2022 to Friday, 2 December 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 EGM must lodge all transfer documents accompanied by the relevant share certificates for registration 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 at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC on or before 4:30 p.m. on Monday, 28 November 2022.
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy needs not to be a Shareholder.
3. In order to be valid, the Shareholders’ form of proxy for the EGM must be deposited by hand or by post to (in case of H Shareholders) the H Share Registrar of the Company, 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 at No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof. If the form of proxy is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjourned meetings thereof should they so wish.
4. Shareholders or their proxies must produce proof of identity when attending the EGM. In case of a corporate Shareholder, its proxy or other person authorized by a resolution passed by the board of directors or other decision-making bodies of which he/she is a member, should provide a copy of such resolution appointing him/her to attend the meeting.
5. In case of joint holders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint Shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. The EGM is expected to take less than half a day. Shareholders attending the EGM 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, Nangan District, Changchun City, Jilin Province, the PRC.
8. Taking into account of the recent development of the novel coronavirus pneumonia (COVID-19) epidemic, the Company will implement the following epidemic prevention and control measures at the EGM to protect the Shareholders from 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 those who are subject to quarantine in relation to novel coronavirus pneumonia, that they may appoint any person or the chairman of the EGM as a proxy to vote on the resolutions instead of attending the EGM in person.
9. Unless other defined, all capitalised terms in this notice shall have the same meaning as defined in the circular of the Company dated 17 November 2022.

**Jilin Province Chuncheng Heating Company Limited*****吉林省春城熱力股份有限公司***(A joint stock limited liability company incorporated in the People's Republic of China)***(Stock code: 1853)****NOTICE OF THE SECOND H SHAREHOLDERS' CLASS
MEETING OF 2022**

NOTICE IS HEREBY GIVEN that the second H shareholders' class meeting of 2022 (the "H Shareholders' Class Meeting") of Jilin Province Chuncheng Heating Company Limited* (the "Company") will be held at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC, immediately following the conclusion of the EGM or any adjournment thereof (whichever is the later) on Friday, 2 December 2022, for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and pass the "Resolution to extend the validity period of the Resolution Relating to the A Share Offering"; and
2. To consider and pass the "Resolution to extend the authorisation to the Board and its authorised persons granted at the general meeting of the Company to deal, at their full discretion, with matters relating to the initial public offering and listing of the A shares of the Company on the main board of the Shenzhen Stock Exchange".

By order of the Board

Jilin Province Chuncheng Heating Company Limited***Liu Changchun***Chairman*

Jilin, the PRC, 17 November 2022

As at the date of this announcement, the non-executive Director is Mr. Liu Changchun (Chairman); the executive Directors are Mr. Yang Zhongshi, Mr. Shi Mingjun, Mr. Xu Chungang and Mr. Li Yeji; and the independent non-executive Directors are Mr. Wang Yuguo, Mr. Fu Yachen and Mr. Poon Pok Man.

* For identification purpose only

Notes:

1. The register of members of the Company will be closed from Tuesday, 29 November 2022 to Friday, 2 December 2022 (both days inclusive), during which period no transfer of shares of the Company can be registered. H Shareholders who wish to attend and vote at the H Shareholders' Class Meeting must lodge all transfer documents accompanied by the relevant share certificates to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 28 November 2022.
2. H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalf. A proxy need not to be an H Shareholder.
3. In order to be valid, the H Shareholders' form of proxy for the H Shareholders' Class Meeting must be deposited by hand or by post to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the H Shareholders' Class Meeting or any adjournment thereof. If the form of proxy is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude the H Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings thereof should they so wish.
4. H Shareholders or their proxies must produce proof of identity when attending the H Shareholders' Class Meeting. In case of a corporate Shareholder, its proxy or other person authorized by a resolution passed by the board of directors or other decision-making bodies of which he/she is a member, should provide a copy of such resolution appointing him/her to attend the meeting.
5. In case of joint holders, the vote of the senior joint H Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint Shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. The H Shareholders' Class Meeting is expected to take less than half a day. H Shareholders attending the H Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.
7. The address of the head office of the Company in the PRC is No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC.
8. Taking into account of the recent development of the novel coronavirus pneumonia (COVID-19) epidemic, the Company will implement the following epidemic prevention and control measures at the H Shareholders' Class Meeting to protect the H Shareholders from risk of infection: (i) compulsory body temperature check will be conducted for every H Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue; (ii) every H Shareholder or proxy is required to wear surgical face mask throughout the meeting; and (iii) no refreshment will be served.

Furthermore, the Company wishes to advise the H Shareholders, particularly those who are subject to quarantine in relation to novel coronavirus pneumonia, that they may appoint any person or the chairman of the H Shareholders' Class Meeting as a proxy to vote on the resolutions instead of attending the H Shareholders' Class Meeting in person.
9. Unless otherwise defined, all capitalised terms in this notice shall have the same meaning as defined in the circular of the Company dated 17 November 2022.

**Jilin Province Chuncheng Heating Company Limited*****吉林省春城熱力股份有限公司***(A joint stock limited liability company incorporated in the People's Republic of China)***(Stock code: 1853)****NOTICE OF THE SECOND DOMESTIC SHAREHOLDERS' CLASS
MEETING OF 2022**

NOTICE IS HEREBY GIVEN that the second domestic shareholders' class meeting of 2022 (the "**Domestic Shareholders' Class Meeting**") of Jilin Province Chuncheng Heating Company Limited* (the "**Company**") will be held at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC, immediately following the conclusion of the EGM and the H Shareholders' Class Meeting or any adjournment thereof (whichever is the later) on Friday, 2 December 2022, for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and pass the "Resolution to extend the validity period of the Resolution Relating to the A Share Offering"; and
2. To consider and pass the "Resolution to extend the authorisation to the Board and its authorised persons granted at the general meeting of the Company to deal, at their full discretion, with matters relating to the initial public offering and listing of the A shares of the Company on the main board of the Shenzhen Stock Exchange".

By order of the Board

Jilin Province Chuncheng Heating Company Limited***Liu Changchun***Chairman*

Jilin, the PRC, 17 November 2022

As at the date of this announcement, the non-executive Director is Mr. Liu Changchun (Chairman); the executive Directors are Mr. Yang Zhongshi, Mr. Shi Mingjun, Mr. Xu Chungang and Mr. Li Yeji; and the independent non-executive Directors are Mr. Wang Yuguo, Mr. Fu Yachen and Mr. Poon Pok Man.

* For identification purposes only

Notes:

1. The register of members of the Company will be closed from Tuesday, 29 November 2022 to Friday, 2 December 2022 (both days inclusive), during which period no transfer of shares of the Company can be registered. Domestic Shareholders who wish to attend and vote at the Domestic Shareholders' Class Meeting must lodge all transfer documents accompanied by the relevant share certificates to 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 Monday, 28 November 2022.
2. Domestic Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalf. A proxy needs not to be a Domestic Shareholder.
3. In order to be valid, the Domestic Shareholders' form of proxy for the Domestic Shareholders' Class Meeting must be deposited by hand or by post to 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 not less than 24 hours before the time fixed for holding the Domestic Shareholders' Class Meeting or any adjournment thereof. If the form of proxy is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude the Domestic Shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting or any adjourned meetings thereof should they so wish.
4. Domestic Shareholders or their proxies provide their identification documents when attending the Domestic Shareholders' Class Meeting. In case of a corporate Domestic Shareholder, its proxy or other person authorized by a resolution passed by the board of directors or other decision-making bodies of which he/she is a member, should provide a copy of such resolution appointing him/her to attend the meeting.
5. In case of joint holders, the vote of the senior joint Domestic Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint Shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. The Domestic Shareholders' Class Meeting is expected to take less than half a day. Domestic Shareholders attending the Domestic Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.
7. The address of the head office of the Company in the PRC is No. 28, Block B Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC.
8. Taking into account of the recent development of the novel coronavirus pneumonia (COVID-19) epidemic, the Company will implement the following epidemic prevention and control measures at the Domestic Shareholders' Class Meeting to protect the Domestic Shareholders from risk of infection: (i) compulsory body temperature check will be conducted for every Domestic 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 Domestic 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 Domestic Shareholders, particularly those who are subject to quarantine in relation to novel coronavirus pneumonia, that they may appoint any person or the chairman of the Domestic Shareholders' Class Meeting as a proxy to vote on the resolutions instead of attending the Domestic Shareholders' Class Meeting in person.
9. Unless otherwise defined, all capitalised terms in this notice shall have the same meaning as defined in the circular of the Company dated 17 November 2022.