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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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

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

(Stock Code: 9908)

**PROPOSED ELECTION OF NEW SESSION OF
BOARD OF DIRECTORS,
PROPOSED ELECTION OF NEW SESSION OF
BOARD OF SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the AGM of JiaXing Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司) to be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the PRC on Friday, 9 June 2023 at 10:00 a.m. is set out on pages 19 to 22 this circular.

A form of proxy for use at the AGM is enclosed herewith and also published on both the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jxrqgs.com>). If you intend to appoint a proxy to attend the AGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Thursday, 8 June 2023(Hong Kong time)) 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 AGM if you so wish.

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the PRC on Friday, 9 June 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Chairman”	the chairman of the Board of Directors
“City Development”	Jiaxing City Investment & Development Group Co., Ltd. (嘉興市城市投資發展集團有限公司), a Substantial Shareholder of the Company, being a state-owned enterprise established under the laws of the PRC on 21 December 2009, and solely owned by Zhejiang Jiaxing State-owned Capital Investment Management Company Limited* (浙江嘉興國有資本投資運營有限公司) and is indirectly owned as to 95.9571% by State-owned Assets Supervision and Administration Commission of Jiaxing Municipal People’s Government* (嘉興市人民政府國有資產監督管理委員會) and as to 4.0429% by Zhejiang Financial Development Co., Ltd.* (浙江省財務開發有限責任公司), a wholly-owned entity under Zhejiang Provincial Department of Finance* (浙江省財政廳)
“Company”	JiaXing Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司), a joint stock limited liability company incorporated in the PRC whose issued H Shares are listed on the Main Board of the Stock Exchange

DEFINITIONS

“Concert Parties”	collectively, Taiding, Mr. Xu Songqiang, Ms. Xu Hua (徐華) and Fengye, being the parties acting in concert pursuant to the acting in concert agreement dated 16 July 2021
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic invested ordinary share(s) in the capital of the Company, with a nominal value of RMB1.0 each, which are subscribed for and paid up in RMB, and are unlisted Shares which are currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“Fengye”	Fengye Holdings Group Company Limited* (楓葉控股集團有限公司), a limited liability company established under the laws of the PRC on 24 April 1996, which is wholly-owned by Zhejiang Fengye Environmental Protection Technology Co., Ltd.* (浙江楓葉環保科技有限公司), which is in turn owned as to 61% by Ms. Fu Shengying and 39% by Mr. Fu Zhiquan
“Gangqu Gas”	Jiaying Gangqu Natural Gas Company Limited* (嘉興市港區天然氣有限公司), a limited liability company established under the laws of the PRC on 15 August 2003 and a direct non-wholly owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign invested ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.0 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hangjia Liquefied Gas”	Zhejiang Hangjia Liquefied Gas Company Limited* (浙江杭嘉液化天然氣有限公司), a limited liability company established under the laws of the PRC on 27 December 2019 and owned as to 70% by Hangjiacin and a subsidiary of a major joint venture of the Company

DEFINITIONS

“Hangjiaxin”	Zhejiang Hangjiaxin Clean Energy Company Limited* (浙江杭嘉鑫清潔能源有限公司), a limited liability company established under the laws of the PRC on 24 July 2017 and owned as to 51% by the Company and regarded as a joint venture of the Company under the applicable accounting standards and a subsidiary of the Company pursuant to the Listing Rules
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jiaran Liquefied Gas”	Jiaying Jiaran Liquefied Gas Company Limited* (嘉興市嘉燃液化氣有限公司), a limited liability company established under the laws of the PRC on 16 April 2012 and a direct wholly-owned subsidiary of the Company
“Jiaran New Energy”	Jiaying Jiaran New Energy Company Limited* (嘉興市嘉燃新能源有限公司), a limited liability company established under the laws of the PRC on 3 August 2016 and a direct wholly-owned subsidiary of the Company
“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Qianyu”	Qianyu Group Company Limited* (乾宇集團有限公司), a limited liability company established under the laws of the PRC on 14 July 2009 and an associate of Mr. Fu Songquan, a non-executive Director
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of RMB1.0 each in the capital of the Company, comprising Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of Share(s), comprising Domestic Shareholder(s) and H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	The supervisor(s) of the Company
“Taiding”	Zhejiang Taiding Investment Company Limited* (浙江泰鼎投資有限公司), a limited liability company established under the laws of the PRC on 26 January 2011 and owned as to 65% by Mr. Sun Lianqing and 35% by Ms. Xu Lili, the spouse of Mr. Sun Lianqing
“Zhuji Yujia”	Zhuji Yujia New Energy Technology Company Limited* (諸暨宇嘉新能源科技有限公司), a limited liability company established under the laws of the PRC on 13 December 2018, a wholly-owned subsidiary of Qianyu and an associate of Mr. Fu Songquan, a non-executive Director
“%”	per cent

LETTER FROM THE BOARD



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

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

Executive Directors:

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

Non-executive Directors:

Mr. Xu Jiong
Mr. Zheng Huanli
Mr. Fu Songquan
Mr. Ruan Hongliang

Independent non-executive Directors:

Mr. Yu Youda
Mr. Cheng Hok Kai Frederick
Mr. Zhou Xinfu

*Registered Office and headquarter
in the PRC:*

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

*Principal Place of Business
in Hong Kong:*

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

25 April 2023

To the Shareholders

Dear Sir or Madam

**PROPOSED ELECTION OF NEW SESSION OF
BOARD OF DIRECTORS,
PROPOSED ELECTION OF NEW SESSION OF
BOARD OF SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purposes of this circular are to provide you with the details of some resolutions proposed to be considered at the AGM and the notice convening the AGM.

Details of (1) the proposed election of the new session of the Board of Directors; and (2) the proposed election of the new session of the Board of Supervisors are set out below in this circular.

* *For identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED ELECTION OF THE NEW SESSION OF THE BOARD OF DIRECTORS

Pursuant to the relevant laws and regulations and the Articles of Association, the term of office of the Directors shall be three years and upon expiry of such term, the Directors shall be eligible to offer themselves for re-election and be reappointed subject to the approval of Shareholders at a general meeting. The current session of the Board of Directors has expired on 10 January 2023. As such, the Board has resolved to elect a new session of the Board at the AGM.

The Board is pleased to announce that:

- each of Mr. Sun Lianqing and Mr. Xu Songqiang has been nominated for re-election as an executive Director for the new session of the Board;
- each of Mr. Xu Jiong, Mr. Zheng Huanli and Mr. Fu Songquan has been nominated for re-election as a non-executive Director for the new session of the Board;
- Ms. Ruan Zeyun has been nominated for election as a new non-executive Director for the new session of the Board; and
- each of Mr. Yu Youda, Mr. Cheng Hok Kai Frederick and Mr. Zhou Xinfa has been nominated for re-election as an independent non-executive Director for the new session of the Board.

All incumbent Directors will remain in their positions and retire upon the conclusion of the AGM. Mr. Ruan Hongliang, a non-executive Director in the current session of the Board, has confirmed that he will not offer himself for re-election as a Director for the new session of the Board. Each of the retiring Directors has confirmed that he has no disagreement with the Board, and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders. The Company would like to express its sincere gratitude to the retiring Directors for their valuable contributions to the Company during their tenure of office.

The biographical details of each of the candidates to the new session of the Board are as follows:

Executive Directors

Mr. Sun Lianqing (孫連清) (“Mr. Sun”), aged 63, is the executive Director, the Chairman and the chief executive officer who is responsible for the overall business strategies and operation of the Group. Mr. Sun is also the chairman of Nomination Committee of the Company. Mr. Sun has been the chairman of the Board and chief executive officer of the Company since the establishment of the Company on 15 March 1998 and he was re-designated as an executive Director on 23 September 2019. Mr. Sun is also the vice-chairman of the board of Hangjiaxin, a director of Gangqu Gas and a director and general manager of Hangjia Liquefied Gas. Mr. Sun is the sole director of Taiding.

LETTER FROM THE BOARD

Mr. Sun has extensive experience in business administration and management. From August 1980 to June 1992, Mr. Sun was a teacher in various academic institutions in Jiaxing, Zhejiang Province, the PRC and he was responsible for delivering lectures and providing vocational training to students. From July 1992 to December 1997, Mr. Sun successively served as the office manager of Jiaxing Suburban Urban Construction Bureau* (嘉興市郊區城建局), director of Jiaxing Suburban Municipal Public Utilities Office* (嘉興市郊區市政公用事業處) and manager of Jiaxing Suburban LPG Company* (嘉興市郊區液化氣公司) in the PRC.

Mr. Sun graduated from Zhejiang Institute of Education* (浙江教育學院) of the PRC, majoring in mathematics education in July 1990. Mr. Sun graduated from Zhejiang University of the PRC, majoring in economics in July 2002. Mr. Sun is a senior economist in the PRC.

As at the Latest Practicable Date, Mr. Sun is interested in 65% of the equity interest in Taiding, a substantial Shareholder and a member of the Concert Parties which owned in aggregate 35,045,103 Domestic Shares, representing approximately 25.42% of the total equity interest in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sun (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Xu Songqiang (徐松強) (“Mr. Xu”), aged 55, is the executive Director, standing deputy general manager and chief engineer who is responsible for the strategic planning implementation and internal control supervision of the Group. He was re-designated as an executive Director on 23 September 2019. Mr. Xu is also a supervisor of Gangqu Gas, the chairman of the board of Jiaran Liquefied Gas, a director and a manager of Jiaran New Energy, a director of Hangjiaxin and a director of Hangjia Liquefied Gas.

Mr. Xu has extensive experience in engineering project management. From August 1990 to December 1997, Mr. Xu was a staff member of engineering section in Jiaxing Gas Company* (嘉興市煤氣公司), the predecessor of the Company. From January 1998 to March 2000, he was the chief of safety technology section in Jiaxing Gas Company and later the Company, which was established on 15 March 1998. He served as the deputy general manager and was promoted to the current position of standing deputy general manager in November 2009.

Mr. Xu graduated from Zhejiang University in the PRC with a bachelor’s degree in chemical engineering machinery and equipment in June 1990. Mr. Xu is a professor-level senior engineer and a senior economist in the PRC.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Xu holds 3,069,891 Domestic Shares and is a member of the Concert Parties which owned in aggregate 35,045,103 Domestic Shares of the Company, representing approximately 25.42% of the total equity interest in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Non-executive Directors

Mr. Xu Jiong (徐炯) (“Mr. Xu”), aged 43, is the non-executive Director and a member of the Remuneration Committee of the Company. Mr. Xu has extensive experience in investment project management. From November 2003 to June 2012, Mr. Xu successively served as the deputy chief and the chief of the Commerce, Trade and Tourism Section of the Office of Pinghu Municipal Government, the chief of the Agricultural Economics Section and the deputy director of the Office of Pinghu Municipal Government. From June 2012 to August 2015, he successively served as the deputy secretary of the party committee and the mayor of Xindai Town, Pinghu City. From August 2015 to November 2016, he served as the secretary of the party committee and the director of the Management Committee of Pinghu Administrative Service Center, and the director of the Office of Pinghu Public Resource Transaction Management Committee. From November 2016 to November 2018, he served as the chairman and the secretary of the party committee of Pinghu Urban Development Investment (Group) Co., Ltd.* (平湖市城市發展投資(集團)有限公司), as well as the chairman of City New Rural Construction Investment Co., Ltd.* (市新農村建設投資有限公司). From November 2018 to August 2020, he served as a member of the party committee and the deputy general manager of City Development, and the deputy director of the management committee of scenic areas of Nanhu District of Jiaxing. Since August 2020, he has been the deputy secretary of the party committee and the deputy general manager of City Development, and the deputy director of the management committee of scenic areas of Nanhu District of Jiaxing. Since February 2022, he has served as the deputy secretary of the party committee, the vice chairman and the general manager of City Development, and the deputy director of the management committee of scenic areas of Nanhu District of Jiaxing, responsible for assisting the secretary of the party committee and the chairman in managing the business operation of City Development.

Mr. Xu graduated with a bachelor’s degree in law from the Party School of the CPC (中央黨校) in December 2004, and has been a senior economist in the PRC since February 2022.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Zheng Huanli (鄭歡利) (“**Mr. Zheng**”), aged 54, is the non-executive Director. Mr. Zheng was a Director from August 2018 to March 2019. He was re-appointed as a non-executive Director on 23 September 2019.

Mr. Zheng has extensive experience in financial management. He joined City Development in July 2002 and successively served as an assistant, an assistant manager of the finance department, the manager of the finance department (manager of finance management centre), he is currently the manager of the enterprise management department of City Development.

Mr. Zheng graduated from Zhejiang Radio and Television University* (浙江廣播電視大學) in the PRC majoring in financial accounting in March 1994. He graduated from Zhejiang University of Finance & Economics in the PRC majoring in accounting in January 2007.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zheng (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Fu Songquan (傅松權) (“**Mr. Fu**”), aged 76, is the non-executive Director. Mr. Fu was appointed as a non-executive Director on 23 September 2019. Mr. Fu has extensive experience in engineering and management. From February 1996 to January 2010, he was a legal representative and general manager of Fengye, which was known as Zhejiang Fengye Group Co., Ltd.* (浙江楓葉集團有限公司). From December 2009 to September 2011, he was a legal representative of Qianyu. From March 2009 to December 2012, he was a legal representative of Zhejiang Fengye Machinery Co., Ltd* (浙江楓葉機械有限公司), a machinery sales and manufacturing company and a subsidiary of Qianyu. Since January 2013, he has been a director and the general manager of Qianyu. Since December 2018, he has been the sole director, the legal representative and the general manager of Zhuji Yujia.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Mr. Fu (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Ruan Zeyun (“**Ms. Ruan**”), formerly known as Ms. Ruan Xiao (阮曉), aged 36, has extensive experience in business management. Ms. Ruan is currently a company secretary and deputy general manager of Flat Glass Group Co., Ltd., a company listed on the Stock Exchange (stock code: 06865.HK) and the Shanghai Stock Exchange (stock code: 601865.SH). Ms. Ruan served as an assistant to general manager of Shanghai Flat Glass Co., Ltd. from October 2009 to January 2011 and served as the executive deputy general manager of Shanghai Flat Glass Co., Ltd. from January 2010 to December 2011. Ms. Ruan has served as the chief financial officer of Flat Glass Group Co., Ltd. between 2013 and 2017. She served as a director of Anhui Flat Solar Glass Co., Ltd. from January 2011 to March 2014. She has been the joint secretary of Flat Glass Group Co., Ltd. from 2015 to 2018, the secretary to the board of Flat Glass Group Co., since 2018 and the deputy general manager of Flat Glass Group Co., Ltd. since August 2020. Ms. Ruan also serves in several industry and business associations. She is a member of PV Specialized Committee of China Architectural and Glass Association* (中國建築玻璃與工業玻璃協會光伏玻璃專業委員會) and a member of Jiaxing Youth Federation* (嘉興市青年聯合會). She is also a member of the Ninth Session of Jiaxing Municipal Committee of the Chinese People’s Political Consultative Conference, a member of Jiaxing Youth Federation* (嘉興市青年聯合會), executive vice president of Shanghai Zhejiang Young Entrepreneurs Association* (上海市浙江青年企業家協會), and vice president of Jiaxing Youth Federation* (嘉興市青年聯合會).

Ms. Ruan is the daughter of Mr. Ruan Hongliang, a non-executive Director in the current session of the Board. She graduated from Sheffield University in England in September 2009 with a master degree in management.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ruan (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE BOARD

Independent non-executive Directors

Mr. Yu Youda (于友達) (“Mr. Yu”), aged 58, is the independent non-executive Director. Mr. Yu was appointed as an independent non-executive Director on 10 January 2017. Mr. Yu is also the chairman of Remuneration Committee and a member of both Audit Committee and Nomination Committee of the Company.

Mr. Yu has extensive experience in accounting and finance. From June 1994 to November 1999, he was the director of Zhejiang Xinda Certified Public Accountants, responsible for accounting matters. From December 1999 to August 2005, he was the director of Zhejiang Everbright Certified Public Accountants, responsible for accounting matters. Since September 2005, he has been the chairman of Zhejiang Weining Certified Public Accountants, responsible for overseeing accounting matters. From June 2011 to June 2017 and since August 2021, he was and has been an independent director of Hangzhou Landscape Architecture Design Institute Co., Ltd* (杭州園林設計院股份有限公司), a Chinese landscape architectural services company listed on the Shenzhen Stock Exchange (stock code: 300649.SZ). Since 2018, Mr. Yu has been appointed as an external supervisor of Bank of Wenzhou. Since July 2019, he has been an independent director of Hengsheng Energy Co., Ltd* (恒盛能源股份有限公司), a Chinese energy company listed on the Shanghai Stock Exchange (stock code: 605580). From 25 January 2021 to 9 February 2022, Mr. Yu was an independent director of Roshow Science and Technology Stock Co., Ltd (an electromechanical products manufacturing company listed on the Shenzhen Stock Exchange, stock code: 002617.SZ).

Mr. Yu has been a senior accountant in the PRC since November 1996. He graduated with a bachelor of economic management from the Correspondence College of the Party School of the Central Committee of the Chinese Communist Party* (中共中央黨校函授學院) in the PRC in June 1992. Mr. Yu graduated with a master in economics from the Zhejiang University in the PRC in July 1997.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Cheng Hok Kai Frederick (鄭學啟) (“Mr. Cheng”), aged 59, is the independent non-executive Director. Mr. Cheng was appointed as an independent non-executive Director on 23 September 2019. Mr. Cheng is also the chairman of Audit Committee and a member of Remuneration Committee of the Company.

LETTER FROM THE BOARD

Mr. Cheng has extensive experience in business, finance and accounting management. From November 1985 to August 1988, Mr. Cheng worked as an audit assistant and senior accountant of Price Waterhouse (currently known as PricewaterhouseCoopers), an accounting firm in Hong Kong, where he was primarily responsible for audit assignments for various companies. From July 1997 to August 2004, Mr. Cheng was the finance director of Asia Pacific and Japan of LSI Logic Hong Kong Limited, a company principally engaged in designing, developing, and marketing semiconductors and storage systems, focused in the storage, communication, and consumer markets, where he was primarily responsible for finance function for the operation in Asia Pacific and Japan. From August 2004 to April 2006, he was the finance director of Pacific Rim of Mentor Graphics Asia Pte Ltd., a company principally engaged in providing software and hardware design solutions for electronic design automation. From April 2006 to June 2008, he worked as the finance director for Asia Pacific and Japan of the Autodesk Asia Pte Ltd., a company principally engaged in providing 2D and 3D design software for the manufacturing, building and construction, and media and entertainment markets, where he was primarily responsible for finance and accounting function of the operation in Asia Pacific and Japan. From April 2010 to January 2018, Mr. Cheng worked as the company secretary and managing director of corporate finance and investment in PuraPharm Corporation Ltd., a Chinese medicine company listed on the Stock Exchange (stock code: 1498.HK). From March 2017 to March 2022, Mr. Cheng was an independent non-executive director of Luzhou Xinglu Water (Group) Co., Ltd., a Chinese water supply services company listed on the Stock Exchange (stock code: 2281.HK). From May 2019 to October 2019, Mr. Cheng worked as an executive director of Sanai Health Industry Group Company Limited, a pharmaceutical company listed on the Stock Exchange (stock code: 1889.HK). He has been an independent non-executive director of CIMC Vehicles, a Chinese company mainly engaged in the design, manufacture and sales of semitrailers and truck bodies listed on the Stock Exchange (stock code: 1839.HK) and the Shenzhen Stock Exchange (stock code: 301039.SZ), since June 2019. Mr. Cheng has also been an independent non-executive director and the chairman of audit committee of China Shun Ke Long Holdings Limited, a company listed on the Stock Exchange (stock code: 974.HK) since July 2020. On 1 January 2021, Mr. Cheng was appointed as the chief financial officer of Advanced Assembly Materials International Limited, a non-listed company registered in Hong Kong, with subsidiaries in mainland China, Malaysia, Singapore, Thailand, and the Philippines and a semiconductors packaging materials supplier.

Mr. Cheng graduated with a bachelor's degree in finance and accounting from the University of Salford in the United Kingdom in July 1985, and a master's degree in accounting from the University of New South Wales in Australia in May 1992. Mr. Cheng was admitted as an associate member of CPA Australia (formerly known as the Australian Society of Certified Practising Accountants) and an associate member of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in February 1992 and April 1992, respectively. Mr. Cheng became fellow member of the Hong Kong Institute of Certified Public Accountants and CPA Australia in March 2003 and January 2004, respectively. Mr. Cheng was admitted as an associate member of the Institute of Chartered Secretaries and Administrators of the United Kingdom in April 1995 and a member of the Governance Institute of Australia (formerly known as Chartered Secretaries Australia) in December 1996. Mr. Cheng became a fellow

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member of both the Institute of Chartered Secretaries and Administrators of the United Kingdom and the Governance Institute of Australia in June 2012 and November 2013, respectively. Mr. Zheng obtained a certificate of qualification as an independent director of a listed company issued by the Shenzhen Stock Exchange on 25 November 2020.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheng (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Zhou Xinfu (周鑫發) (“Mr. Zhou”), aged 67, is the independent non-executive Director. Mr. Zhou was appointed as an independent non-executive Director on 4 June 2021. He is also a member of both Audit Committee and Nomination Committee of the Company. From June 1979 to July 1988, Mr. Zhou worked as an engineer at Zhejiang Chinese Medical University. After obtaining a master’s degree in engineering, Mr. Zhou worked in China Optoelectronics Development Center* (中國光電發展中心) as a senior engineer from January 1992 to May 2003. From June 2003 to December 2015, Mr. Zhou worked at Zhejiang Energy Research Institute* (浙江省能源研究所) as a professor-level senior engineer. From January 2016 to October 2020, Mr. Zhou worked at Zhejiang Energy Technology Research Institute* (浙能技術研究院) as a professor-level senior engineer. Mr. Zhou has been an independent director of Hengsheng Energy Co., Ltd.* (恒盛能源股份有限公司), a Chinese energy company listed on the Shanghai Stock Exchange (stock code: 605580), since July 2019. Mr. Zhou has been as an independent non-executive director of Huzhou Gas Co., Ltd.* (湖州燃氣股份有限公司), a gas company listed on the Stock Exchange based in Huzhou, Zhejiang Province (stock code: 06661) since 11 May 2021.

Mr. Zhou graduated from Zhejiang University and obtained a master’s degree in engineering in January 1992 and a professor-level senior engineer qualification in 2006.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhou (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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The term of the new session of the Board will be three years commencing from the date of approval at the AGM. Subject to the approval by the Shareholders of the appointment of the above candidate Directors, the Company will enter into a director's service contract with each of the candidate Directors. The remuneration of the new session of the Directors will be determined by the Board upon approval and authorisation at the AGM. When the relevant remuneration is determined, the Company will disclose such remuneration in the annual report to be published by the Company in due course.

3. PROPOSED ELECTION OF THE NEW SESSION OF THE BOARD OF SUPERVISORS

Pursuant to the relevant laws and regulations and the Articles of Association, the term of office of the Supervisors shall be three years and upon expiry of such term, the Supervisors shall be eligible to offer themselves for re-election and be re-appointed subject to the approval of Shareholders at a general meeting. The current session of the Board of Supervisors has expired on 10 January 2023. As such, the Board has resolved to elect a new session of the Board of Supervisors (apart from the employee representative Supervisor who has been re-elected by the employees of the Company on 11 January 2023) at the AGM.

The Board is pleased to announce that each of Ms. Liu Wen and Ms. Mu Nini has been nominated for re-election as a Supervisor for the new session of the Board of Supervisor. All incumbent Supervisors (except Ms. He Haiyan, who was elected as the employee representative Supervisor on 11 January 2023) will remain in their positions and retire upon the conclusion of the AGM. Each retiring Supervisors has confirmed that he has no disagreement with the Board and the Board of Supervisors, and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders. The Company would like to express its gratitude to the retiring Supervisors for their valuable contribution to the Board of Supervisors during their tenure of office.

The biographical details of each of the candidates to the new session of the Board of Supervisors are as follows:

Ms. Liu Wen (劉雯) ("Ms. Liu"), aged 41, is the Supervisor and chairman of the board of Supervisors who is responsible for supervision of the Board and senior management.

Ms. Liu has extensive experience in accounting and finance. From August 2001 to December 2002, she was an accountant of Jiaying Nanhu Mingsheng Development Co., Ltd.* (嘉興市南湖名勝發展有限公司), which was principally engaged in investment, development and operation management of scenic areas of Nanhu District, Jiaying, and was responsible for accounting matters. From December 2002 to July 2006, she successively served as an accounting and financial manager of Jiaying Nanhu Real Estate Co., Ltd.* (嘉興市南湖房地產有限公司), Jiaying Jiacheng Construction Development Co., Ltd.* (嘉興市嘉城建設發展有限公司), formerly known as Jiaying Investment Construction Engineering Management Co., Ltd.* (嘉興市城投建設工程代建管理有限公司), and Jiaying Urban Construction Real Estate Development Co., Ltd.* (嘉興市城建房地產開發有限公司), which were principally engaged in property development in Jiaying, Zhejiang Province,

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the PRC, and was responsible for accounting and finance matters. From August 2006 to May 2016, she worked in City Development, a state-owned enterprise that is principally engaged in investment projects in Jiaxing, Zhejiang Province, the PRC and a Substantial Shareholder of the Company, successively as chief of the accounting section, deputy manager of the finance department and deputy director and director of the financial management department, responsible for accounting and finance matters. From June 2016 to January 2020, she has successively been a deputy manager and manager of the investment development department of City Development. Since February 2020, Ms. Liu has been general manager of Jiaxing City Capital Management Co., Ltd* (嘉興市城市資產經營有限公司), formerly known as Jiaxing Tourism Development Co., Ltd* (嘉興旅遊發展有限公司), a state-owned enterprise that is principally engaged in operation and management of tourism resources and capital. Since December 2022, she concurrently served as a manager of the finance department (manager of finance management centre) of City Development. Since August 2018, she has been the chairman of the board of Supervisors.

She has been a senior accountant in Zhejiang Province, PRC since July 2011, a certified public accountant in the PRC since December 2015 and an asset appraiser in the PRC since September 2018. She graduated from the Zhejiang University in the PRC majoring in economics in December 2002.

Save as disclosed above, as at the Latest Practicable Date, Ms. Liu (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Mu Nini (牟妮妮) (“Ms. Mu”), aged 45, is the shareholder representative Supervisor of the current session of the Board of Supervisors. Ms. Mu has extensive experience in finance, corporate internal control, taxation and treasury management. From August 2001 to April 2010, she served as the accounting and financial manager of Qingdao Haier Group. From April 2010 to May 2011, she served as the financial manager of Jiangsu Shenma Electric Co., Ltd. Ms. Mu joined ENN Energy Holdings Limited (stock code: 2688.HK), an energy company listed on the Stock Exchange, formerly known as Xin’ao Gas Holdings Co., Ltd.* (新奧燃氣控股有限公司) in 2011 and served as a financial officer and the chief financial officer until 20 February 2023; and is currently the vice president of Xinao Xinzhi Technology Co., Ltd.* (新奧新智科技有限公司), primarily responsible for financial management and value-creating operation.

Ms. Mu graduated from Qingdao Technological University in 2001 and received the Executive Master of Business Administration from China Europe International Business School (CEIBS) in 2017. She holds the qualifications of Senior Accountant and China Certified Management Accountant in the PRC.

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Save as disclosed above, as at the Latest Practicable Date, Ms. Mu (i) has not held in the last three years any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (v) is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The term of the new session of the Board of Supervisors will be three years commencing from the date of approval at the AGM. Subject to the approval by the Shareholders of the appointment of the above candidate Supervisors, the Company will enter into a supervisor's service contract with each of the candidate Supervisors. The remuneration of the new session of the Supervisors will be determined by the Board upon approval and authorisation at the AGM. When the relevant remuneration is determined, the Company will disclose such remuneration in the annual report to be published by the Company in due course.

4. AGM AND PROXY ARRANGEMENT

The notice of the AGM to be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the PRC on Friday, 9 June 2023 at 10:00 a.m. is set out on pages 19 to 22 this circular.

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

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

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jxrqgs.com>). To be valid, for H Shareholders, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authorisation documents (if any) under which it is signed or a notarised letter of authority at the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. For Domestic Shareholders, the form of proxy should be returned to the Company's registered office in the PRC at 5th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, PRC by personal delivery or by post not less than 24 hours before the

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time fixed for holding the AGM (i.e. at or before 10:00 a.m. on Thursday, 8 June 2023 (Hong Kong time)) or any adjournment thereof (as the case maybe).

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

5. CLOSURE OF H SHARE REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, H Shareholders whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 5 June 2023 (Hong Kong time). H Shareholders whose names appear on the register of members of the Company on Tuesday, 6 June 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.

In order to determine the entitlement to the 2022 Final Dividend, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the 2022 Final Dividend, H Shareholders whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 14 June 2023 (Hong Kong time). Subject to the approval by the Shareholders at the AGM, the 2022 Final Dividend is expected to be paid on or before Wednesday, 5 July 2023 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 20 June 2023.

6. RECOMMENDATIONS

The Board of Directors considers that the resolutions mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief of the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

8. MISCELLANEOUS

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

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

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



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

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of JiaXing Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司) (the “Company”) will be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the People’s Republic of China (“PRC”) on Friday, 9 June 2023 at 10:00 a.m. for the following purposes (with or without modification):

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2022.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2022.
3. To consider and approve the audited consolidated financial statements and the report of the auditor of the Company for the year ended 31 December 2022.
4. To consider and approve the financial report of the Company for the year ended 31 December 2022 and the budget proposal of the Company for the year ending 31 December 2023.
5. To consider and approve the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2022 and to authorise the Board to distribute such final dividend to the shareholders of the Company.
6. To authorise the Board to determine the distribution of interim dividend of the Company for the year ending 31 December 2023.
7. To elect the following directors:
 - (i) To consider and approve the re-election of Mr. Sun Lianqing as an executive director of the Company for the new session of the Board;
 - (ii) To consider and approve the re-election of Mr. Xu Songqiang as an executive director of the Company for the new session of the Board;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) To consider and approve the re-election of Mr. Xu Jiong as a non-executive director of the Company for the new session of the Board;
 - (iv) To consider and approve the re-election of Mr. Zheng Huanli as a non-executive director of the Company for the new session of the Board;
 - (v) To consider and approve the re-election of Mr. Fu Songquan as a non-executive director of the Company for the new session of the Board;
 - (vi) To consider and approve the election of Ms. Ruan Zeyun as a non-executive director of the Company for the new session of the Board;
 - (vii) To consider and approve the re-election of Mr. Yu Youda as an independent non-executive director of the Company for the new session of the Board;
 - (viii) To consider and approve the re-election of Mr. Cheng Hok Kai Frederick as an independent non-executive director of the Company for the new session of the Board; and
 - (ix) To consider and approve the re-election of Mr. Zhou Xinfu as an independent non-executive director of the Company for the new session of the Board.
8. To elect the following supervisors:
- (i) To consider and approve the re-election of Ms. Liu Wen as a supervisor of the Company for the new session of the board of supervisors;
 - (ii) To consider and approve the re-election of Ms. Mu Nini as a supervisor of the Company for the new session of the board of supervisors.
9. To consider and approve the re-appointment of Ernst & Young as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remuneration.
10. To authorise the Board to determine the remuneration of the directors of the Company.
11. To authorise the board of supervisors of the Company to determine the remuneration of the supervisors of the Company.

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

JiaXing, the PRC
25 April 2023

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The report of the Board, the report of the board of supervisors, the audited consolidated financial statements, the report of the auditor of the Company, the financial report of the Company and details of the distribution of final dividend of the Company for the year ended 31 December 2022 are set out in the annual report of the Company for the year ended 31 December 2022.
2. The budget proposal of the Company for the year ending 31 December 2023 is that according to the company's strategic plan and the key work objectives in 2023, the company will aim at continuous refinement and sound operation, refine the progress of project investment and construction and the progress of capital demand, operate projects on the principle of self-balancing, match the financing budget with the investment budget, refer to the actual operation of the company in 2022 and fully anticipate the significant impact on revenue caused by changes in the external environment in the operation in 2023. The budget arrangement will be made in conjunction with the prognosis of macroeconomic situation.
3. The biographical details of the directors and the supervisors to be elected at the AGM are set out in the circular of the Company dated 25 April 2023.
4. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jxrqgs.com>) in accordance with the Listing Rules.
5. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his/her proxies can only vote on a poll.
6. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised executive officer(s) or duly authorised attorney(ies). If that instrument is signed by an attorney of a shareholder, the power of attorney or other document authorising that attorney to sign must be notarised.
7. In order to be valid, the form of proxy together with the notarised power of attorney or other authorization document, if any, must be deposited at the Company's registered office in the PRC (for domestic shareholders) or at the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) not less than 24 hours before the time fixed for the AGM (i.e. not later than 10:00 a.m. on Thursday, 8 June 2023 (Hong Kong time)).
8. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, holders of H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 5 June 2023 (Hong Kong time). Shareholders whose names appear on the register of members of the Company on Tuesday, 6 June 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.
9. For determining the entitlement to the proposed final dividend of the Company for the year ended 31 December 2022, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 14 June 2023 (Hong Kong time). Subject to the approval by the shareholders of the Company at the AGM, the final dividend is expected to be paid on or before Wednesday, 5 July 2023 to the shareholders whose names appear on the register of members of the Company on Tuesday, 20 June 2023.

NOTICE OF ANNUAL GENERAL MEETING

10. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the form of proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.
11. The address and contact details of the Company's H share registrar, Tricor Investor Services Limited, are as follows:
- As to the transfer documents:
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
- As to the form of proxy:
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Telephone No.: +852 2980 1333
Facsimile No.: +852 2810 8185
12. The address of the Company's registered office in the PRC and the contact details of the regular contact person for the AGM are as follows:
- 5th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, PRC
Telephone No.: +86 (573) 8222 6947
Facsimile No.: +86 (573) 8222 7685
Name: Qian Yutao
13. In accordance with the Company's articles of association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, and this notice, when served on such person, shall be deemed to have been given to all joint holders of such share.
14. The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.
15. Shareholders or their proxies shall produce their identification documents for inspection when attending the AGM.

As at the date of this notice, the Board comprises Mr. Sun Lianqing and Mr. Xu Songqiang, as executive Directors; Mr. Xu Jiong, Mr. Zheng Huanli, Mr. Fu Songquan and Mr. Ruan Hongliang, as non-executive Directors; and Mr. Yu Youda, Mr. Cheng Hok Kai Frederick, Mr. Zhou Xinfu as independent non-executive Directors.