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## **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 2023 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 annual general meeting (the “**AGM**”) of Jilin Province Chuncheng Heating Company Limited\* (the “**Company**”) will be held at 9 a.m. on Friday, 17 May 2024 at the Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the adoption of the work report of the Directors for the year 2023.
2. To consider and approve the adoption of the work report of the Independent Directors for the year 2023.
3. To consider and approve the adoption of the work report of the Supervisory Committee for the year 2023.
4. To consider and approve the final financial report for the year 2023.
5. To consider and approve the financial budget report for the year 2024.
6. To consider and approve the adoption of the annual report for the year 2023.
7. To consider and approve the adoption of the Group's audited financial statements as of, and for the year ended 31 December 2023.
8. To consider and approve the Company's profit distribution plan for the year ended 31 December 2023.
9. To authorise and approve the Board to determine the remuneration plan for the Directors for the year ended 31 December 2024 in accordance with the Company's internal policies and relevant regulatory requirements.

10. To authorise and approve the Board to determine the remuneration plan for the Supervisors for the year ended 31 December 2024 in accordance with the Company's internal policies and relevant regulatory requirements.
11. To consider and approve the re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the Company's auditor for the year 2024 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.
12. (i) To re-elect Mr. YANG Zhongshi as an executive Director;  
(ii) To re-elect Mr. SHI Mingjun as an executive Director;  
(iii) To re-elect Mr. XU Chungang as an executive Director;  
(iv) To re-elect Mr. LI Yeji as an executive Director;  
(v) To re-elect Mr. FU Yachen as an independent non-executive Director;  
(vi) To re-elect Mr. POON Pok Man as an independent non-executive Director; and  
(vii) To elect Ms. ZHANG Yan as an independent non-executive Director.
13. (i) To re-elect Mr. QIU Jianhua as a Supervisor of the Company; and  
(ii) To re-elect Ms. ZHANG Wei as a Supervisor of the Company.
14. Proposed amendments to the rules of the procedure of the Board.

#### **SPECIAL RESOLUTION**

15. (I) To consider and approve the grant of a general mandate to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares during the relevant period. The Board may, independently or simultaneously, allot, issue and deal with additional Domestic Shares and/or H Shares (apart from the issue of shares by conversion of the surplus reserve into the share

capital in accordance with the PRC Company Law and the Articles of Association of the Company) not more than 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the resolution. The exercise of the general mandate shall comply with the conditions below:

- (a) The Board may make or grant Share sales proposal and agreements which would or might require the exercise of such power after the expiry of the relevant period:

For the purpose of this resolution, the “relevant period” means the period from the date of passing this resolution until the earliest of either:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at the AGM;
- (ii) 12 months from the date of the passing of this resolution at the AGM; and
- (iii) the date on which the authorization set out in this resolution is revoked or amended by a special resolution in a general meeting of the Company.

- (b) The number of Domestic Shares and/or H Shares to be allotted, issued or dealt with or conditionally or unconditionally agreed to be allotted, issued or dealt with (whether pursuant to the exercise of options or otherwise by the Board) shall not exceed 20% of the respective number of Domestic Shares and/or H Shares in issue as at the date of passing the relevant resolution.

- (c) The Board will exercise the power under such mandate in accordance with the PRC Company Law, other applicable laws and regulations of the PRC and the Listing Rules as amended from time to time and upon the necessary approval from the CSRC and other relevant authorities.

- (II) The Board be and is hereby authorized to make such amendments to the Articles of Association of the Company as it thinks fit so as to increase the registered share capital and reflect the new capital structure of the Company upon the allotment, issuance of and dealing with shares as contemplated in the above paragraph (I) of this resolution in accordance with the PRC Company Law, other applicable laws and regulations in the PRC and the Listing Rules; and

(III) Contingent on the Board resolving to allot, issue and deal with shares of the Company pursuant to paragraph (I) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be approved, executed and done, all such documents, deeds and things as it may consider necessary in connection with the issuance, allotment of and dealing with such shares including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the target of the issue and the place and time of the issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with the PRC, Hong Kong and other relevant authorities.

Yours faithfully

By order of the Board

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

**Yang Zhongshi**

*Vice Chairman*

Jilin, the PRC, 26 April 2024

*Notes:*

1. The register of members of the Company will be closed from Monday, 13 May 2024 to Friday, 17 May 2024 (both days inclusive), during which period no transfer of Shares of the Company can be registered. Shareholders who wish to attend and vote at the AGM must lodge all transfer documents accompanied by the relevant share certificates to (in case of H Shareholders) the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, at No. 28, Block B, Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC no later than 4:30 p.m. on Friday, 10 May 2024.
2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy needs not to be a Shareholder.
3. In order to be valid, the proxy form of Shareholders for the AGM must be deposited by hand or by post to (in case of H Shareholders) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, 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 for holding the AGM or any adjournment thereof for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings thereof should they so wish.
4. Shareholders or their proxies shall provide their identification documents when attending the AGM. In case of a corporate Shareholder, its proxy or other person authorized to attend the meeting with a resolution passed by the board of directors or other decision-making authorities of which the Shareholder is a member, should provide a copy of such resolution.

5. In case of joint holders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.
6. The on-site AGM is expected to take less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
7. The address of the head office of the Company in the PRC is No. 28, Block B, Nanhu Road Community, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC.
8. Unless otherwise defined, capitalized terms used in this notice shall have the same meaning as those defined in the Company's circular dated 26 April 2024.

*As at the date of this notice, the executive Directors of the Company 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*