THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 and the form of proxy to the purchaser(s) or 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 transferee(s).

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)

PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF EGM

Unless otherwise requires, capitalized terms used on this cover shall have the same meanings as those defined in the circular.

The letter from the Board is set out on pages 3 to 6 of this circular.

A notice dated 11 July 2024 convening the EGM to be held at 9 a.m. on Friday, 26 July 2024 at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form for the EGM has been posted to you (if requested) on 11 July 2024. Whether or not you are able to attend the EGM in person, you are requested to complete and return the applicable proxy form in accordance with the instructions printed thereon. In case of H Shareholders, the proxy form must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible; in case of Domestic Shareholders, the proxy form must be lodged with the head office of the Company in the PRC at No. 28, Block B, Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC as soon as possible; but in any event, not less than 24 hours before the time scheduled for holding the relevant meeting (or any adjournment thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof if you so desire.

* *For identification purposes only*

11 July 2024

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

"Articles of Association"	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
"Audit Committee"	the audit committee of the Board
"BDO"	BDO China Shu Lun Pan Certified Public Accountants LLP
"Board"	the board of Directors
"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
"Da Hua"	Da Hua Certified Public Accountants (Special General Partnership)
"Director(s)"	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 Domestic Share(s)
"EGM"	the extraordinary general meeting of the Company to be convened and held on Friday, 26 July 2024 at 9 a.m. at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC, to consider and, if thought fit, approve the Proposed Appointment of Auditors
"Group"	the Company and its subsidiaries
"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 H Share(s)
"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"	8 July 2024, 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 Hong Kong Stock Exchange, as amended, modified or otherwise supplemented from time to time
"PRC"	The People's Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Proposed Appointment of Auditors"	the proposed appointment of BDO as the new auditors of the Company
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	the Domestic Share(s) and the H Share(s) of the Company
"Shareholder(s)"	the shareholder(s) of the Company
"%"	per cent.

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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)

Executive Directors:
Mr. Yang Zhongshi
Mr. Shi Mingjun
Mr. Xu Chungang
Mr. Li Yeji

Non-executive Director:
Mr. Song Chi *(Chairman)*

Independent non-executive Directors:
Mr. Fu Yachen
Mr. Poon Pok Man
Ms. Zhang Yan

Registered office in the PRC:
No. 28, Block B, Nanhu Road Community
No. 998 Nanhu Road, Nanguan District
Changchun City, Jilin Province, the PRC

Head office/Principal place of business in the PRC:
No. 28, Block B, Nanhu Road Community
No. 998 Nanhu Road, Nanguan District
Changchun City, Jilin Province, the PRC

Principal place of business in Hong Kong:
46/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

11 July 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF EGM

1. INTRODUCTION

Reference is made to the announcement of the Company dated 8 July 2024 in relation to the Proposed Appointment of Auditors. The purpose of this circular is to provide you with, among other things, (i) further information on the Proposed Appointment of Auditors; and (ii) a notice convening the EGM.

* *For identification purposes only*

2. PROPOSED APPOINTMENT OF AUDITORS

As stated in the Announcement, Da Hua has retired as the auditors of the Company upon the expiration of its term of office at the close of the Company's 2023 annual general meeting, i.e. 31 May 2024.

The Board, on the recommendation of the Audit Committee, proposes to appoint BDO as the Company's auditors to fill the vacancy arising from Da Hua's retirement, subject to the approval by the Shareholders at the EGM. It is proposed that BDO shall hold office as the Company's auditors until the conclusion of the next annual general meeting of the Company.

BDO is an eligible audit firm approved by the Ministry of Finance of the PRC and the China Securities Regulatory Commission to provide auditing services in accordance with the China Accounting Standards for Business Enterprises to PRC incorporated issuers.

The Audit Committee has assessed and considered that BDO is eligible, qualified and suitable to carry out the duties as auditors of the Company, having taken into account, among others, the Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors issued by the Financial Reporting Council on 16 December 2021 and a number of factors in relation to both audit quality and audit fee, including but not limited to (i) BDO's internal resources and the capacity to complete the audit work on time; (ii) its industry knowledge, technical competence and experience; (iii) its cooperation, communication and interaction with the Audit Committee and the management of the Group; (iv) the governance and leadership of BDO in terms of size of the firm and experience of the team; and (v) level of the audit fee.

Upon the approval of the Proposed Appointment of Auditors by the Shareholders at the EGM, BDO will undertake all such activities as required to be performed by the Company's auditors under the Listing Rules.

3. EGM

The Company will convene the EGM at 9 a.m. on Friday, 26 July 2024 at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC to consider and, if thought fit, to pass resolution in respect of the matter set out in the notice of the EGM. A form of proxy has been dispatched (if requested) to the Shareholders in accordance with the Listing Rules on 11 July 2024. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the H Share Registrar, Computershare Hong Kong Investor Services Limited, and for Domestic Shareholders, the form of proxy should be returned to the office of the Board at the head office of the Company in the PRC in person or by post as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof.

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

4. VOTING BY POLL AT THE EGM

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

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

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' rights to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 23 July 2024 to Friday, 26 July 2024 (both days inclusive), during which period no transfer of the Company's shares will be registered.

Shareholders whose names appear on the register of members of the Company on Friday, 26 July 2024 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, 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, Nanguan District, Changchun City, Jilin Province, the PRC (in the case of the Company's domestic Shareholders), or the Company's 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 the Company's H Shareholders) no later than 4:30 p.m. on Monday, 22 July 2024.

6. RECOMMENDATION

The Directors are of the view that the Proposed Appointment of Auditors is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
Jilin Province Chuncheng Heating Company Limited*
Song Chi
Chairman

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

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2024 (the "**EGM**") of Jilin Province Chuncheng Heating Company Limited* (the "**Company**") will be held at 9 a.m. on Friday, 26 July 2024 at 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 resolution as ordinary resolution of the Company.

ORDINARY RESOLUTION

1. To consider and, if thought fit, to approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company with immediate effect after the conclusion of the EGM, and to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

By order of the Board
Jilin Province Chuncheng Heating Company Limited*
Song Chi
Chairman

Jilin, the PRC, 11 July 2024

* *For identification purposes only*

Notes:

1. The register of members of the Company will be closed from Tuesday, 23 July 2024 to Friday, 26 July 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 EGM must lodge all transfer documents accompanied by the relevant share certificates to (in case of H Shareholders) the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, No. 28, Block B, Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC no later than 4:30 p.m. on Monday, 22 July 2024.

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 proxy form of Shareholders for the EGM must be deposited by hand or by post to (in case of H Shareholders) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (in case of Domestic Shareholders) the head office of the Company in the PRC, No. 28, Block B, Nanhu Road Community, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC not less than 24 hours before the time for holding the EGM 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 EGM or any adjourned meetings thereof should they so wish.

4. Shareholders or their proxies shall provide their identification documents when attending the EGM. 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 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, Nanguan 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 11 July 2024.

As at the date of this notice, the non-executive Director of the Company is Mr. Song Chi (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. Fu Yachen, Mr. Poon Pok Man and Ms. Zhang Yan.