
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 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 DISTRIBUTION OF FINAL DIVIDEND
PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
PROPOSED ELECTION OF
SHAREHOLDER REPRESENTATIVE SUPERVISOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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, 10 June 2022 at 10:00 a.m. is set out on pages 13 to 16 this circular.

A form of proxy for use at the AGM is enclosed herewith and also published on both the websites of 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, 9 June 2022 (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.

* For identification purpose only

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DEFINITIONS

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

“2021 Final Dividend”	a final dividend of RMB0.15 per share (tax inclusive) for the year ended 31 December 2021
“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, 10 June 2022 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 13 to 16 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 of the Company
“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
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic invested ordinary share(s) in the share 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)
“Group”	the Company and its subsidiaries

* For identification purpose only

DEFINITIONS

“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)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 May 2022, 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
“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
“Share(s)”	ordinary share(s) of RMB1.0 each in the share 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
“Supervisor(s)”	the supervisor(s) of the Company
“%”	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. He Yujian

Mr. Zheng Huanli

Mr. Fu Songquan

Mr. Ruan Hongliang

Independent non-executive Directors:

Mr. Yu Youda

Mr. Cheng Hok Kai Frederick

Mr. Zhou Xinfa

*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:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

19 May 2022

To the Shareholders

Dear Sir or Madam

**PROPOSED DISTRIBUTION OF FINAL DIVIDEND
PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
PROPOSED ELECTION OF
SHAREHOLDER REPRESENTATIVE SUPERVISOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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.

* *For identification purpose only*

LETTER FROM THE BOARD

The following matters are intended to be proposed at the AGM for consideration and approval: (1) the report of the Board of Directors for the year ended 31 December 2021; (2) the report of the Board of Supervisors for the year ended 31 December 2021; (3) the audited consolidated financial statements and the report of the auditor of the Company for the year ended 31 December 2021; (4) the financial report of the Company for the year ended 31 December 2021 and the budget report of the Company for the year ending 31 December 2022; (5) the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2021 and the authorisation to the Board to distribute such final dividend to the Shareholders; (6) the authorisation to the Board to determine the distribution of interim dividend of the Company for the year ending 31 December 2022; (7) the re-appointment of Ernst & Young as auditor of the Company who will hold office until the conclusion of the next annual general meeting of the Company, and the authorisation to the Board to fix their remuneration; (8) the election of non-executive Director; (9) the election of shareholder representative Supervisor; (10) the authorisation to the Board to determine the remuneration of the Directors; (11) the authorisation to the Board of Supervisors to determine the remuneration of the Supervisors; and (12) the amendments to the Articles of Association.

Details of the aforesaid resolutions No. 5, No. 8, No. 9 and No. 12 are set out below in this circular.

2. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

As stated in the announcement of the Company dated 28 March 2022 in relation to the audited annual results of the Group for the year ended 31 December 2021, the Board recommended the payment of a final dividend of RMB0.15 per Share (tax inclusive) for the year ended 31 December 2021 to the Shareholders. The 2021 Final Dividend is subject to approval by the Shareholders at the AGM and a resolution in respect thereof will be proposed to the Shareholders for voting at the AGM. If approved by the Shareholders at the AGM, the 2021 Final Dividend will be paid on or before Tuesday, 5 July 2022 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 21 June 2022. If the proposed resolution is passed at the AGM, the 2021 Final Dividend will be paid in RMB to Domestic Shareholders and in Hong Kong dollars to H Shareholders. The exchange rate for the payment of the 2021 Final Dividend in Hong Kong dollars will be the average of the mid-point rates of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of AGM.

Tax

Under the requirements of the Law of the People's Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法》) and the Regulations for the Implementation of the Law of the People's Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法實施條例》) implemented in 2008, the Company has the obligation to withhold enterprise income tax at a rate of 10% when it pays the 2021 Final Dividend to its H Shareholders who are overseas non-resident enterprises (including HKSCC Nominees Limited, other institutional nominees and trustees, or other organizations or groups) listed on the H share register of members on Tuesday, 21 June 2022.

LETTER FROM THE BOARD

According to the requirement under Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation (國家稅務總局國稅函[2011]348號規定) and the relevant laws and regulations, for individual H Shareholders who are Hong Kong or Macau residents and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold the individual income tax at the rate of 10%. For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate lower than 10%, the Company will withhold the individual income tax at a tax rate of 10% of dividend. For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate higher than 10% but lower than 20%, the Company will withhold the individual income tax at the effective tax rate under the relevant tax treaty. For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate higher than 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders.

The Company will determine the country of domicile of the individual H Shareholders based on the registered address as recorded in the H share register of members of the Company on Tuesday, 21 June 2022. If the country of domicile of an individual H Shareholder is not the same as the registered address or if the individual H Shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual H Shareholder shall notify and provide relevant supporting documents to the Company on or before Wednesday, 15 June 2022. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding and payment provisions and arrangements. Individual H Shareholders may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the tax treaties notice if they do not provide the relevant supporting documents to the Company within the time period stated above.

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

3. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 10 May 2022 in relation to, among others, the proposed election of non-executive Director.

Mr. He Yujian (“**Mr. He**”) has tendered his resignation as a non-executive Director and a member of the remuneration committee of the Company with effect from the conclusion of the AGM in order to spend more time on his personal affairs.

Mr. He has confirmed that he has no disagreement with the Board or the committee that he has served on, nor is there any other matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

LETTER FROM THE BOARD

In order to fill the vacancy following the resignation of Mr. He as a non-executive Director, Mr. Xu Jiong (“**Mr. Xu**”) has been nominated by the nomination committee of the Company and the Board as a candidate for the position of non-executive Director, subject to approval by the Shareholders at the AGM.

Subject to the approval by the Shareholders at the AGM, the appointment of Mr. Xu as a non-executive Director of the second session of the Board shall take effect from the date of approval by the Shareholders at the AGM until the expiration of the term of office of the second session of the Board, i.e. until 10 January 2023 and the appointment of Mr. Xu as a member of the remuneration committee of the Company will take effect accordingly.

Set forth below is the biographical details of Mr. Xu:

Mr. Xu Jiong, aged 42, 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 Jiaxing City Investment & Development Group Co., Ltd. (嘉興市城市投資發展集團有限公司), 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 Jiaxing City Investment & Development Group Co., Ltd. (嘉興市城市投資發展集團有限公司), 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 Jiaxing City Investment & Development Group Co., Ltd. (嘉興市城市投資發展集團有限公司), 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 Jiaxing City Investment & Development Group Co., Ltd. (嘉興市城市投資發展集團有限公司).

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.

As at the Latest Practicable Date, save as disclosed above, Mr. Xu (1) does not hold any interests in any shares, underlying shares or debentures of the Company within the

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meaning of Part XV of the SFO; (2) does not hold any other position with the Company or other members of the Group; (3) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the Listing Rules); and (4) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Save as disclosed above, there is no other information in relation to the proposed election of Mr. Xu which is required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

Subject to the approval by Shareholders of the appointment of Mr. Xu as a non-executive Director at the AGM, the Company will enter into a director's service contract with Mr. Xu. Mr. Xu is not entitled to any director's fee for acting as a non-executive Director, but he will be reimbursed for all reasonable out-of-pocket expenses incurred in discharging his duties.

4. PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR

Reference is made to the announcement of the Company dated 10 May 2022 in relation to, among others, the change of shareholder representative Supervisor.

The Board of Supervisors has received a resignation report from Mr. Wang Dongzhi ("**Mr. Wang**"), and he has tendered his resignation as a shareholder representative Supervisor with effect from the conclusion of the AGM in order to devote more time to other affairs.

Mr. Wang has confirmed that he has no disagreement with the Board or the Board of Supervisors, nor is there any other matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

In order to fill the vacancy following the resignation of Mr. Wang as a shareholder representative Supervisor, Ms. Mu Nini ("**Ms. Mu**") has been nominated by the Board of Supervisors as a candidate for the position of shareholder representative Supervisor, subject to approval by the Shareholders at the AGM.

Subject to the approval by the Shareholders at the AGM, the appointment of Ms. Mu as a shareholder representative Supervisor of the second session of the Board of Supervisors shall take effect from the date of approval by the Shareholders at the AGM until the expiration of the term of office of the second session of the Board of Supervisors, i.e. until 10 January 2023.

Set forth below is the biographical details of Ms. Mu:

Ms. Mu Nini, aged 44, 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

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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.* (新奥燃气控股有限公司) in 2011 and is currently the financial controller, responsible for assisting the chief financial officer in the Group's overall daily financial management, corporate internal control, taxation and treasury management.

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.

As at the Latest Practicable Date, save as disclosed above, Ms. Mu (1) does not hold any interests in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; (2) does not hold any other position with the Company or other members of the Group; (3) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the Listing Rules); and (4) does not hold any position in other public companies listed on the Stock Exchange or any other securities market in the past three years.

Save as disclosed above, there is no other information in relation to the proposed election of Ms. Mu which is required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

Subject to the approval by Shareholders of the appointment of Ms. Mu as a shareholder representative Supervisor at the AGM, the Company will enter into a supervisor's service contract with Ms. Mu. Ms. Mu is not entitled to any remuneration for acting as a shareholder representative Supervisor, but she will be reimbursed for all reasonable out-of-pocket expenses incurred in discharging her duties.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 16 May 2022, in order to allow the Company to have the flexibility in developing the business of import and export of natural gas in the future, the Board proposes to make amendments to the Articles of Association to expand the business scope of the Company.

* *For identification purpose only*

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Details of the proposed amendments to the Articles of Association are set out below:

Article	Before amendment	After amendment
11	<p>Business scope of the Company includes:</p> <p>Sales, storage, transportation and filling of natural gas and liquefied petroleum gas; development, design, construction and installation of pipeline natural gas and pipeline liquefied petroleum gas; sales of natural gas and LPG related parts (Those prohibited by laws and regulations shall not be carried out, and those subject to examination and approval shall not be carried out until such examination and approval is obtained) (approvals from competent authorities shall be obtained for the operation of the activities requiring approval in accordance with the laws).</p> <p>The business scope mentioned above shall be subject to the record of the company registration authority.</p> <p>The Company may adjust its business scope in accordance with the changes of domestic and foreign markets, business development and its own ability, amend these Articles of Association in accordance with the relevant procedures, and go through the formalities for the change of industrial and commercial records in accordance with the relevant provisions.</p>	<p>Business scope of the Company includes:</p> <p>Import and export of goods and technology; sales, storage, transportation and filling of natural gas and liquefied petroleum gas; development, design, construction and installation of pipeline natural gas and pipeline liquefied petroleum gas; sales of natural gas and LPG related parts (Those prohibited by laws and regulations shall not be carried out, and those subject to examination and approval shall not be carried out until such examination and approval is obtained) (approvals from competent authorities shall be obtained for the operation of the activities requiring approval in accordance with the laws).</p> <p>The business scope mentioned above shall be subject to the record of the company registration authority.</p> <p>The Company may adjust its business scope in accordance with the changes of domestic and foreign markets, business development and its own ability, amend these Articles of Association in accordance with the relevant procedures, and go through the formalities for the change of industrial and commercial records in accordance with the relevant provisions.</p>

Save for the proposed amendments to the Articles of Association, the contents of the other chapters and articles of the Articles of Association shall remain unchanged.

LETTER FROM THE BOARD

The English translations for the above proposed amendments are included for reference only and in the event of any inconsistency, the Chinese version of the Articles of Association shall prevail.

The amendments to the Articles of Association will take effect on the date on which the proposed amendments are approved at the AGM by way of a special resolution. The filings with the relevant authorities in the PRC in respect of the proposed amendments to the Articles of Association will be made after the passing of the special resolution by the Shareholders at the AGM.

6. 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, 10 June 2022 at 10:00 a.m. is set out on pages 13 to 16 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, (i) 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; (ii) 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 time fixed for holding the AGM (i.e. at or before 10:00 a.m. on Thursday, 9 June 2022 (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.

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7. 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, 7 June 2022 to Friday, 10 June 2022, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 6 June 2022 (Hong Kong time). H Shareholders whose names appear on the register of members of the Company on Friday, 10 June 2022 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 2021 Final Dividend, the register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the 2021 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 15 June 2022 (Hong Kong time). Subject to the approval by the Shareholders at the AGM, the 2021 Final Dividend is expected to be paid on or before Tuesday, 5 July 2022 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 21 June 2022.

8. 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.

9. 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

10. 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, 10 June 2022 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 2021.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2021.
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 2021.
4. To consider and approve the financial report of the Company for the year ended 31 December 2021 and the budget report of the Company for the year ending 31 December 2022.
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 2021 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 2022.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

7. 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.
8. To consider and approve the election of Mr. Xu Jiong as a non-executive director of the second session of the Board of the Company; and to authorise any one of the directors of the Company to sign on behalf of the Company a director's service contract with Mr. Xu Jiong.
9. To consider and approve the election of Ms. Mu Nini as a shareholder representative supervisor of the second session of the board of supervisors of the Company; and to authorise any one of the directors of the Company to sign on behalf of the Company a supervisor's service contract with Ms. Mu Nini.
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.

SPECIAL RESOLUTION

12. To consider and approve the proposed amendments to the articles of association of the Company ("**Articles**") set out in the circular of the Company dated 19 May 2022, and to authorise any one of the directors of the Company to do all such acts and things, sign all such documents and generally take all such steps as he, in his absolute discretion, considers necessary, desirable or expedient for the purpose of implementing and/or giving effect to the proposed amendments to the Articles.

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

JiaXing, the PRC
19 May 2022

Notes:

1. 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

2. 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. In view of the development of the coronavirus disease 2019 (COVID-19) pandemic, shareholders may consider appointing the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending AGM in person.
3. 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.
4. 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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, 9 June 2022 (Hong Kong time)).
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 7 June 2022 to Friday, 10 June 2022, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 June 2022 (Hong Kong time). Holders of H shares whose names appear on the register of members of the Company on Friday, 10 June 2022 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.
6. For determining the entitlement to the proposed final dividend of the Company for the year ended 31 December 2021, the register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 15 June 2022 (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 Tuesday, 5 July 2022 to the shareholders whose names appear on the register of members of the Company on Tuesday, 21 June 2022.
7. 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.
8. The address and contact details of the Company's H share registrar, Tricor Investor Services Limited, are as follows:

As to the transfer documents:

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

As to the form of proxy:

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Telephone No.: +852 2980 1333

Facsimile No.: +852 2810 8185

NOTICE OF ANNUAL GENERAL MEETING

9. 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 Ningtao

10. 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.
11. 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.
12. Shareholders or their proxies shall produce their identification documents for inspection when attending the AGM.

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