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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 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).

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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)

PROPOSED APPOINTMENT OF A NEW NON-EXECUTIVE DIRECTOR AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

The letter from the Board is set out on pages 3 to 7 of this circular.

A notice dated 14 March 2023 convening the EGM to be held at 9 a.m. on Wednesday, 29 March 2023 at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nangan 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 on 14 March 2023. 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, Nangan 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

14 March 2023

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DEFINITIONS

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
“Board”	the board of Directors
“CG Code”	Corporate Governance Code stipulated by the Hong Kong Stock Exchange under Appendix 14 to the Listing Rules
“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
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“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 first extraordinary general meeting of 2023 of the Company to be convened and held on Wednesday, 29 March 2023 at 9 a.m. at Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC, to, among others, consider and, if thought fit, approve the appointment of a new non-executive Director
“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

DEFINITIONS

“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 March 2023, 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
“Mr. Liu”	Mr. LIU Changchun (劉長春), the previous Chairman of the Board and a previous non-executive Director
“Mr. Sun”	Mr. SUN Huiyong (孫會勇), the proposed non-executive Director
“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
“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
“Strategy Committee”	the strategy committee of the Board

* *For identification purpose only*

LETTER FROM THE BOARD



Jilin Province Chuncheng Heating Company Limited*

吉林省春城热力股份有限公司

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

(Stock code: 1853)

Executive Directors:

Mr. Yang Zhongshi
Mr. Shi Mingjun
Mr. Xu Chungang
Mr. Li Yeji

Independent non-executive Directors:

Mr. Wang Yuguo
Mr. Fu Yachen
Mr. Poon Pok Man

Registered office in the PRC:

No. 28, Block B Nanhu Road Community
No. 998 Nanhu Road, 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

14 March 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF
A NEW NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING OF 2023**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 8 March 2023 in relation to, among others, the proposed appointment of a new non-executive Director.

* For identification purposes only

LETTER FROM THE BOARD

On 8 March 2023, the Board proposed to appoint Mr. SUN Huiyong as a non-executive Director. The proposed appointment is subject to the approval by the Shareholders at the EGM. Mr. Sun's appointment will take effect from the date of approval by the Shareholders at the EGM.

The purpose of this circular is to provide you with, among other things, (i) detailed information regarding Mr. Sun; and (ii) a notice convening the EGM.

2. PROPOSED APPOINTMENT OF A NEW NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 8 March 2023 in relation to , among others, the Board's proposal to appoint Mr. Sun as a non-executive Director, subject to the Shareholders' approval at the EGM.

Biographical details of Mr. Sun are set out below.

Mr. SUN Huiyong (孫會勇), aged 46, is a senior engineer of electronic information (電子信息正高級工程師). He obtained a bachelor degree in computer science and technology from Jilin Institute of Engineering* (吉林工學院) (now known as Changchun University of Technology (長春工業大學)) in Jilin Province, the PRC in July 1999.

Between July 1999 and March 2020, Mr. Sun held various positions in Changchun Rail Transit Company Limited* (長春市軌道交通有限責任公司) ("Changchun Rail Transit"), including the office cadre from July 1999 and February 2003, office secretary from February 2003 to February 2006, deputy office director and office director from February 2006 to April 2012. He was promoted as the assistant to the general manager of Changchun Rail Transit between April 2012 and July 2016 and became the deputy general manager of Changchun Rail Transit between July 2016 and March 2020.

Mr. Sun gained vast senior management experience for other enterprises. From March 2020 to December 2022, Mr. Sun was a director and general manager of Changchun City Public Transport Development Group Co., Ltd.* (長春城市公共交通發展集團有限公司). Between August 2017 and February 2020 and since May 2021, Mr. Sun is a director of Changchun Vanke Subway Real Estate Development Co., Ltd.* (長春萬科地鐵置業發展有限公司). Since May 2021, Mr. Sun has served as the chairman of Changchun Wanxiao Property Development Co., Ltd.* (長春萬曉房地產開發有限公司). He has also been the chairman of Changchun Public Transport TELD Charging Network Operation Co., Ltd.* (長春公交特來電充電網運營有限公司) since August 2021. In addition, Mr. Sun has been a party secretary (黨委書記) and chairman (董事長) of Changchun Chuncheng Investment Development Group Company Limited* (長春市春城投資發展集團有限公司) (a controlling shareholder of the Company) since December 2022 and January 2023, respectively.

Save as disclosed above and as at the Latest Practicable Date, Mr. Sun does not have any relationship with any Directors, senior management, substantial or controlling shareholder(s) of the Company, nor does he hold any other position with the Company or any of its subsidiaries, or any

LETTER FROM THE BOARD

directorship in other listed companies in the last three years. As at the Latest Practicable Date, Mr. Sun does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

It is proposed by the Board that Mr. Sun will not receive remuneration for his service as a non-executive Director, as determined by the Board with reference to the recommendation from the remuneration committee of the Company, having taken into account his duties and responsibilities with the Company.

Upon the appointment as a non-executive Director and his remuneration being approved by the Shareholders at the general meeting, Mr. Sun will enter into a service contract with the Company for a term commencing from the date of appointment and until the end of the second session of the Board, subject to re-election at the end of the term.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Sun's appointment as non-executive Director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

After careful review of the information provided by the Company, the independent non-executive Directors are of the view that the nominee and nomination procedure of the proposed new Director are in compliance with the relevant regulations such as the Company Law of the PRC and the Articles. After reviewing the biographical details of Mr. Sun, the independent non-executive Directors are of the view that the qualifications of the proposed new Director complies with those requirements as set out in relevant laws, administrative regulations and departmental rules and that Mr. Sun possesses the relevant work experience to perform the duties of a Director. The independent non-executive Directors agree to put forward the proposal to appoint Mr. Sun as a Director to the Shareholders for consideration at the EGM.

3. PROPOSED CHANGES TO THE AUDIT COMMITTEE AND THE STRATEGY COMMITTEE AND ELECTION OF CHAIRMAN OF THE BOARD

Reference is made to the announcement of the Company dated 6 March 2023 in relation to, among others, the resignation of Mr. Liu as the Chairman of the Board and a non-executive Director with effect from 6 March 2023. Mr. Liu also ceased to be a member of the Audit Committee and the chairman of the Strategy Committee with effect from 6 March 2023.

Following the resignation of Mr. Liu, the composition of the Audit Committee and the Strategy Committee failed to meet the following requirements under:

- (a) Rule 3.21 of the Listing Rules and Article 3 of the terms of reference of the Audit Committee that the Audit Committee shall comprise a minimum of three members; and
- (b) Article 3 of the terms of reference of the Strategy Committee that the Strategy Committee shall comprise three directors.

LETTER FROM THE BOARD

Also, following Mr. Liu's resignation, the office of the chairman of the Board becomes vacant which deviates from Code Provision C.2.1 of the CG Code.

It is expected that (a) with the appointment of Mr. Sun as a non-executive Director becoming effective, Mr. Sun will be appointed as a member of the Audit Committee and a member of the Strategy Committee and a Board meeting will be convened to elect a new chairman of the Strategy Committee. Accordingly, the Company shall then be able to fulfil the minimum requirement prescribed in Rule 3.21 of the Listing Rules and the respective terms of reference of the Audit Committee and the Strategy Committee; and (b) immediately upon the conclusion of the EGM and the appointment of Mr. Sun as a non-executive Director becoming effective, a Board meeting will be convened to elect a new chairman of the Board so that the Company would then be able to re-comply with Code Provision C.2.1 of the CG Code.

Further announcement(s) will be made by the Company as and when appropriate.

4. EGM

The Company will convene the EGM at 9 a.m. on Wednesday, 29 March 2023 at the Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nangan District, Changchun City, Jilin Province, the PRC to consider and, if thought fit, to pass resolutions in respect of the matter set out in the notice of the EGM. A form of proxy have been dispatched to the Shareholders in accordance with the Listing Rules on 14 March 2023. 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 head office of the Company in the PRC by hand 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.

5. 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.

LETTER FROM THE BOARD

6. 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 Friday, 24 March 2023 to Wednesday, 29 March 2023 (both days inclusive), during which period no transfer of the Shares will be registered.

Shareholders whose names appear on the register of members of the Company on Wednesday, 29 March 2023 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, Nangan District, Changchun City, Jilin Province, the PRC (in the case of the 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 H Shareholders) no later than 4:30 p.m. on Thursday, 23 March 2023.

7. RECOMMENDATION

The Directors are of the view that the resolution in respect of the proposed appointment of Mr. Sun as non-executive Director is in line with 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.

8. 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.

Yours faithfully

By order of the Board

Jilin Province Chuncheng Heating Company Limited*

Wan Tao

Joint Company Secretary

Jilin, the PRC, 14 March 2023

NOTICE OF EGM

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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2023

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2023 (the “EGM”) of Jilin Province Chuncheng Heating Company Limited* (the “**Company**”) will be held at 9 a.m. on Wednesday, 29 March 2023 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 Mr. Sun as a non-executive Director of the second session of the Board of the Company and the remuneration proposed by the Board, and to authorize the Board to enter into the service contract with Mr. Sun.

By order of the Board

Jilin Province Chuncheng Heating Company Limited*

Wan Tao

Joint Company Secretary

Jilin, the PRC, 14 March 2023

Notes:

1. The register of members of the Company will be closed from Friday, 24 March 2023 to Wednesday, 29 March 2023 (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

* *For identification purposes only*

NOTICE OF EGM

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, Nangan District, Changchun City, Jilin Province, the PRC no later than 4:30 p.m. on Thursday, 23 March 2023.

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, Nangan 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, 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 14 March 2023. As at the date of this notice, the executive Directors are Mr. Yang Zhongshi, Mr. Shi Mingjun, Mr. Xu Chungang and Mr. Li Yeji; and the independent non-executive Directors are Mr. Wang Yuguang, Mr. Fu Yachen and Mr. Poon Pok Man.