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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)**

**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;
  - (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 Xinfa 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; and
  - (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*

*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.
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 Xinfa as independent non-executive directors.*