



**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)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING**  
**TO BE HELD ON FRIDAY, 4 JUNE 2021<sup>(Note 1)</sup>**

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_ domestic shares/H shares<sup>(Note 4)</sup>  
of RMB1.00 each in the share capital of JiaXing Gas Group Co., Ltd.\* (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(Note 5)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us at the annual general meeting (the "AGM") of the Company to be held at the meeting room of the Company, 4th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaying, Zhejiang Province, the People's Republic of China ("PRC") on Friday, 4 June 2021 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy(ies) think(s) fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 6)</sup>	AGAINST <sup>(Note 6)</sup>	ABSTAIN <sup>(Note 6)</sup>
1.	To consider and approve the report of the board of directors (the "Board") of the Company for the year ended 31 December 2020.			
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2020.			
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 2020.			
4.	To consider and approve the financial report of the Company for the year ended 31 December 2020 and the budget report of the Company for the year ending 31 December 2021.			
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 2020 and to authorise the Board to distribute such final dividend to the shareholders of the Company.			
6.	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.			
7.	To authorise the Board to fix the remuneration of the directors and supervisors of the Company.			
8.	To consider and approve the election of Mr. Ruan Hongliang as a non-executive director of the Company.			
9.	To consider and approve the election of Mr. Zhou Xinfu as an independent non-executive director of the Company.			
10.	Conditional upon resolutions numbered 8 and 9 above being passed, to consider and approve the service contract to be entered into between the Company and each of Mr. Ruan Hongliang and Mr. Zhou Xinfu as a non-executive director and independent non-executive director of the Company, respectively, of the second session of the Board, and to authorise any one of the directors of the Company to execute the foregoing service contracts on behalf of the Company as and when appropriate after the passing of this resolution at the AGM.			
SPECIAL RESOLUTION				
11.	To consider and approve the proposed amendments to the articles of association of the Company ("Articles"), 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.			

Date: \_\_\_\_\_ 2021

Signature(s) <sup>(Note 7)</sup> \_\_\_\_\_

\* For identification purpose only

Notes:

1. **IMPORTANT: You should first review the annual report of the Company for the year 2020 and the notice of the AGM dated 27 April 2021. The annual report for the year 2020 includes the directors' report for the year 2020, the report of the board of supervisors for the year 2020 and the audited consolidated financial statements of the Company for the year 2020 for review by shareholders.**
2. Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
4. Please strike out the type of shares (domestic shares or H shares) to which this form of proxy does not relate.
5. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A shareholder of the Company 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 but must attend the AGM in person to represent you. As regards any shareholder which is a corporation, its legal representative or any person duly authorised pursuant to a resolution of its board of directors or any other decision-making body shall attend the AGM as its representative. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "ABSTAIN".** If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. Any vote which is not filled or filled wrongly or with unrecognisable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as "Abstain".
7. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
8. 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 the notice of the AGM, to attend and exercise all the voting powers attached to such share at the AGM.
9. In order to be valid, this form of proxy together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Company's registered office in the PRC (for domestic shareholders) or at the H share registrar of the Company, Tricor Investor Services Limited (for holders of H shares) not less than 24 hours before the time fixed for the meeting (i.e. not later than 10:00 a.m. on Thursday, 3 June 2021 (Hong Kong time)).
10. 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
11. The address of the Company's registered office in the PRC and the contact details of the regular contact person for the meeting are as follows:  
  
5th Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, PRC  
Telephone No.: +86 (573) 8221 6881  
Facsimile No.: +86 (573) 8222 7685  
Name: Lu Chen Jia
12. A shareholder or his/her/its proxy should produce proof of identity when attending the AGM.
13. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.