



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON Wednesday, 18 November 2020 (OR AT ANY ADJOURNMENT THEREOF) ^(Note 1)

I/We ^(Note 2) _____ of _____

(address as shown in the register of members) being the registered holder(s) of ^(Note 3) _____ domestic shares/H shares ^(Note 4) of RMB1.00 each in the share capital of JiaXing Gas Group Co., Ltd.* (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 5) or _____ of _____

as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting (the "EGM") of the Company to be held at 10 a.m. on Wednesday, 18 November 2020 at the meeting room of the Company, 1st Floor, Building 3, Hualong Plaza, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, the PRC (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below and, if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the notice of EGM dated 29 October 2020 issued by the Company.

SPECIAL RESOLUTION		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
1.	THAT the proposed amendments to the Articles of Association set out in the Appendix to the Circular be and are hereby approved, and that any one of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts and things, sign all such documents and generally take all such steps as he/she, in his/her absolute discretion, considers necessary, desirable or expedient for the purpose of implementing and/or giving effect to the proposed amendments to the Articles of Association.			

Date: _____ 2020 Signature(s) ^(Note 7) _____

* For identification purpose only

Notes:

- IMPORTANT: You should first review the notice of EGM dated 29 October 2020 issued by the Company.**
- Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
- 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 shares registered in your name(s).
- Please strike out the type of shares (domestic shares or H shares) to which this form of proxy does not relate.
- 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 entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN".** If no direction is given, your proxy may vote at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM. 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". The shares abstained will be counted in the calculation of the required majority.
- 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.
- 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 EGM, to attend and exercise all the voting powers attached to such share at the EGM.
- 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 H Shareholders) not less than 24 hours before the time fixed for the meeting (i.e. not later than 10 a.m. on Tuesday, 17 November 2020 (Hong Kong time)).
- 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
- 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
- A shareholder or his/her/its proxy should produce proof of identity when attending the EGM.

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 names and addresses. 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.