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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)**

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References are made to the notice of the 2024 annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Jilin Province Chuncheng Heating Company Limited\* (the “**Company**”) both dated 24 April 2025 and the announcement of the Company dated 13 May 2025. Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that the AGM was held on Friday, 16 May 2025 at the Conference Room 711, Chuncheng Heating, No. 998 Nanhu Road, Nanguan District, Changchun City, Jilin Province, the PRC.

As at the date of the AGM, the Shares of the Company in issue, i.e. the total number of Shares entitling the holders to attend the AGM and vote on any resolution proposed at the meeting, was 466,700,000 Shares, comprising 350,000,000 Domestic Shares and 116,700,000 H Shares. To the best knowledge, information and belief of the Board after having made all reasonable enquiries, there were no restrictions on any Shareholders to cast votes on any of the resolutions at the AGM, and there were no Shares entitling the holders to attend the AGM and vote only against the resolutions proposed at the meeting. No person had indicated his, her or its intention in the Circular to vote against the resolutions proposed at the AGM or abstain from voting.

Shareholders or their proxies who hold a total of 350,196,624 voting Shares, representing approximately 75.04% of the issued share capital of the Company in aggregate as at the date of the AGM, attended the AGM. The AGM was legally and validly convened in compliance with the requirements of the PRC Company Law, relevant PRC laws and regulations, the Listing Rules and the Articles of Association. The AGM was chaired by Mr. Song Chi, the chairman of the Board. The voting at the AGM was taken by way of poll.

The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of votes (Approximate percentage)		
		For	Against	Abstain
1	To consider and approve the adoption of the work report of the Directors for the year 2024.	350,196,624 (100%)	0 (0%)	0 (0%)
2	To consider and approve the adoption of the work report of the Supervisory Committee for the year 2024.	350,196,624 (100%)	0 (0%)	0 (0%)
3	To consider and approve the final financial report for the year 2024.	350,196,624 (100%)	0 (0%)	0 (0%)
4	To consider and approve the financial budget report for the year 2025.	350,196,624 (100%)	0 (0%)	0 (0%)
5	To consider and approve the adoption of the annual report for the year 2024.	350,196,624 (100%)	0 (0%)	0 (0%)
6	To consider and approve the adoption of the Group's audited financial statements as of, and for the year ended 31 December 2024.	350,196,624 (100%)	0 (0%)	0 (0%)
7	To consider and approve the Company's profit distribution plan for the year ended 31 December 2024.	350,196,624 (100%)	0 (0%)	0 (0%)
8	To authorise and approve the Board to determine the remuneration plan for the Directors for the year ending 31 December 2025 in accordance with the Company's internal policies and relevant regulatory requirements.	350,196,624 (100%)	0 (0%)	0 (0%)
9	To consider and approve the re-appointment of BDO China SHU LUN PAN Certified Public Accountants LLP as the Company's auditor for the year 2025 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.	350,196,624 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of votes (Approximate percentage)		
		For	Against	Abstain
10	(i) To elect Mr. Zhang Liming as an executive Director.	350,196,624 (100%)	0 (0%)	0 (0%)
	(ii) To elect Mr. Shi Mingjun as a non-executive Director.	350,196,624 (100%)	0 (0%)	0 (0%)
	(iii) To elect Ms. Du Jie as an independent non-executive Director.	350,196,624 (100%)	0 (0%)	0 (0%)
	(iv) To elect Mr. Chan Sing Fai as an independent non-executive Director.	350,196,624 (100%)	0 (0%)	0 (0%)
<b>Special Resolution</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
11	To consider and approve the proposed amendments to the Articles of Association.	350,000,000 (99.94%)	196,624 (0.06%)	0 (0%)
<b>Ordinary Resolutions</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
12	To consider and approve the proposed amendments to the rules of the procedure of the Board, subject to the passing of the above-mentioned resolution No. 11.	350,064,124 (99.96%)	132,500 (0.04%)	0 (0%)
13	To consider and approve the cancellation of the establishment of the Supervisory Committee and dissolution of the Supervisory Committee, subject to the passing of the above-mentioned resolution No. 11.	350,064,124 (99.96%)	132,500 (0.04%)	0 (0%)
<b>Special Resolution</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
14	To consider and approve the grant of a general mandate to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares during the relevant period.	350,064,124 (99.96%)	132,500 (0.04%)	0 (0%)

Notes:

- (1) Please refer to the Circular for the full text of the resolutions.
- (2) The attendance records of the Directors at the AGM are as follows:
  - Mr. Song Chi, Mr. Yang Zhongshi, Mr. Xu Chungang and Ms. Zhang Yan attended in person;
  - Mr. Fu Yachen and Mr. Poon Pok Man attended through video/telephone.

As the above ordinary resolutions and special resolutions were respectively approved by a majority of more than half and two-thirds of the votes cast, all resolutions were duly passed.

Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, acted as the scrutineer in respect of the voting at the AGM.

## **CHANGE OF DIRECTORS**

Pursuant to the Company's articles of association, the term of office of independent non-executive Directors of the Company shall not exceed six years. Accordingly, Mr. Fu Yachen and Mr. Poon Pok Man as independent non-executive Directors have resigned from the Board at the close of the AGM.

Each of Mr. Fu and Mr. Poon has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Stock Exchange and the Shareholders in connection with his resignation.

The Board would like to express its sincere gratitude to Mr. Fu and Mr. Poon for their valuable contributions to the Company during their tenure of service.

As disclosed in the Circular, the election of Mr. Zhang Liming ("**Mr. Zhang**") as an executive Director, Mr. Shi Mingjun ("**Mr. Shi**") as a non-executive Director, and Ms. Du Jie ("**Ms. Du**") and Mr. Chan Sing Fai ("**Mr. Chan**") as independent non-executive Directors are approved at the AGM.

As disclosed in the Company's announcement dated 13 May 2025, Mr. Qiu Jianhua ("**Mr. Qiu**") was elected as an employee Director, subject to the approval by the Shareholders in respect of the Proposed Amendments at the AGM. Following the passing of resolution No. 11 at the AGM, the appointment of Mr. Qiu as an employee Director takes effect from 16 May 2025.

The Board would like to take this opportunity to welcome Mr. Zhang, Mr. Shi, Ms. Du, Mr. Chan and Mr. Qiu to join the Company.

## **ELECTION OF MEMBERS OF THE BOARD COMMITTEES**

### **Members of the Board Committees of the Third Session of the Board**

Following the appointment of Mr. Zhang, Mr. Shi, Ms. Du, Mr. Chan and Mr. Qiu as Directors becoming effective, the Board has made the following appointments of the Board committees with effect from 16 May 2025.

#### **(a) *Strategy Committee***

Mr. Song Chi (*Chairman*)  
Mr. Zhang  
Mr. Qiu

#### **(b) *Remuneration Committee***

Ms. Du (*Chairman*)  
Mr. Xu Chungang  
Mr. Chan

#### **(c) *Audit Committee***

Mr. Chan (*Chairman*)  
Mr. Yang Zhongshi  
Ms. Zhang Yan

#### **(d) *Nomination Committee***

Ms. Zhang Yan (*Chairman*)  
Mr. Shi  
Ms. Du

Accordingly, the Company fulfils the requirement prescribed under Rule 3.21 of the Listing Rules and the respective terms of reference of each of the Board committees.

## **PAYMENT OF FINAL DIVIDEND**

As approved by the Shareholders at the AGM, the Board is pleased to announce the following details in respect of the payment of final dividend for the year ended 31 December 2024 to the Shareholders:

The Company will pay the 2024 Final Dividends on Friday, 18 July 2025 in cash to the Shareholders whose names appear on the register of members of the Company on Wednesday, 4 June 2025. The 2024 Final Dividends shall be denominated and declared in RMB at RMB0.065 per Share (inclusive of tax). Dividends on Domestic Shares will be paid in RMB and dividends on H Shares will be paid in Hong Kong dollars. The exchange rate of RMB into Hong Kong dollar shall be calculated based on the average central parity rates of Hong Kong dollar to RMB as published by the PBOC in the calendar week before the date which the Company declares such dividends (i.e. HK\$1 to RMB0.9230), i.e. a cash dividend of HK\$0.0704 per H Share (inclusive of tax) will be paid to holders of H Shares. Please refer to the Circular for the matters regarding the taxation relating to the payment of the 2024 Final Dividends.

By order of the Board  
**Jilin Province Chuncheng Heating Company Limited\***  
**SONG Chi**  
*Chairman*

Jilin, the PRC, 16 May 2025

*As at the date of this announcement, the non-executive Directors are Mr. Song Chi (Chairman), Mr. Yang Zhongshi and Mr. Shi Mingjun; the executive Directors are Mr. Zhang Liming and Mr. Xu Chungang; the independent non-executive Directors are Ms. Zhang Yan, Ms. Du Jie and Mr. Chan Sing Fai; and the employee Director is Mr. Qiu Jianhua.*

\* *For identification purpose only*