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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)**

### **(1) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE THIRD SESSION OF THE BOARD OF DIRECTORS; AND (2) PROPOSED RE-ELECTION OF SUPERVISORS FOR THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Jilin Province Chuncheng Heating Company Limited\* (吉林省春城熱力股份有限公司) (the “**Company**”) announces that the term of office of each of the second session of the Board and the second session of the supervisory committee (the “**Supervisory Committee**”) of the Company will expire upon the conclusion of the annual general meeting of the Company to be held for the year 2023 (the “**2023 AGM**”).

#### **PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE THIRD SESSION OF THE BOARD OF DIRECTORS**

The second session of the Board currently comprises seven Directors, namely Mr. Yang Zhongshi (楊忠實) (“**Mr. Yang**”), Mr. Shi Mingjun (史明俊) (“**Mr. Shi**”), Mr. Xu Chungang (徐純剛) (“**Mr. Xu**”) and Mr. Li Yeji (李業績) (“**Mr. Li**”) as executive Directors; and Mr. Wang Yuguo (王玉國) (“**Mr. Wang**”), Mr. Fu Yachen (付亞辰) (“**Mr. Fu**”) and Mr. Poon Pok Man (潘博文) (“**Mr. Poon**”) as independent non-executive Directors.

Pursuant to the provisions of the articles of association of the Company (the “**Articles of Association**”), Directors shall be elected or replaced at the shareholders’ general meetings to hold for a term of three years. Upon expiration of the term of office, a Director shall be eligible to offer himself for re-election, subject to the requirements of relevant law, regulation and listing rules of stock exchange of the place where the share of the Company was listed as well as the term of office of independent non-executive Directors shall not exceed six years. The term of office of the second session of the Board will expire upon the conclusion of the 2023 AGM.

In accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “**PRC**”) and the Articles of Association, all Directors of the second session of the Board shall continue to perform their duties as Directors in accordance with the applicable laws and regulations until the election of members of the third session of the Board becomes effective.

The Board hereby announces that each of Mr. Yang, Mr. Shi, Mr. Xu, Mr. Li, Mr. Fu and Mr. Poon whose term of office is due to expire upon the conclusion of the 2023 AGM has agreed to offer himself for re-election as Directors for the third session of the Board at the 2023 AGM, whereas Mr. Wang shall retire upon the expiry of his term of office to pursue other opportunities. Mr. Wang 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 of Hong Kong Limited and the shareholders of the Company (the “**Shareholders**”) in connection with his retirement. The Board would like to express its sincere gratitude to Mr. Wang for his valuable contributions to the Company during his tenure of service.

In addition, the Board proposes to appoint Ms. Zhang Yan (張彥) (“**Ms. Zhang Yan**”) as an independent non-executive Director for the third session of the Board.

Accordingly, it is proposed that the third session of the Board shall comprise Mr. Yang, Mr. Shi, Mr. Xu and Mr. Li as executive Directors and Mr. Fu, Mr. Poon and Ms. Zhang Yan as independent non-executive Directors. The third session of the Board is subject to the approval by the Shareholders at the 2023 AGM. The term of office of Mr. Yang, Mr. Shi, Mr. Xu, Mr. Li and Ms. Zhang Yan shall be three years from the date of approval by the Shareholders at the 2023 AGM and the term of office of Mr. Fu and Mr. Poon shall run from the date of approval by the Shareholders at the 2023 AGM until 19 August 2025.

Set out below are the biographical details of Ms. Zhang Yan:

Ms. Zhang Yan, aged 45, obtained the PRC lawyer qualification in 2006. From July 2006 to April 2008, Ms. Zhang Yan worked as a lawyer at Jilin Jincheng Law Firm\* (吉林兢誠律師事務所), mainly responsible for handling various kinds of legal cases. Between May 2008 and July 2008, Ms. Zhang Yan was promoted to the second-level partner position of Jilin Jincheng Law Firm\* (吉林兢誠律師事務所) and since August 2018, Ms. Zhang Yan has served as a senior partner of Jilin Jincheng Law Firm\* (吉林兢誠律師事務所). Since April 2020, Ms. Zhang Yan also served as a director of Jilin Jincheng Law Firm\* (吉林兢誠律師事務所)’s management committee, mainly responsible for the daily management and operations of the firm. In September 2021, Ms. Zhang Yan was appointed as an arbitrator by the Changchun Arbitration Commission\* (長春仲裁委員會), mainly responsible for handling arbitration cases accepted by the Changchun Arbitration Commission\* (長春仲裁委員會). Ms. Zhang Yan graduated from Jilin University of the PRC in 2005 with a master’s degree in economic law. In September 2019, Ms. Zhang Yan was awarded the “Outstanding Lawyer of Jilin Province” (吉林省優秀律師) by the Jilin Provincial Lawyers Industry Committee of the Communist Party of the PRC\* (中國共產黨吉林省律師行業委員會).

Save as disclosed above and as at the date of this announcement, Ms. Zhang Yan does not have any relationship with any Directors, senior management, substantial or controlling shareholder(s) of the Company, nor does she hold any other position with the Company or any of its subsidiaries, or any directorship in other listed companies in the last three years. As at the date of this announcement, Ms. Zhang Yan does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Upon the appointment as an independent non-executive Director and her remuneration being approved by the Shareholders at the general meeting, Ms. Zhang Yan will enter into a service agreement with the Company for a term of three years commencing from the date of appointment. The proposed remuneration payable by the Company to Ms. Zhang Yan pursuant to the service agreement shall be RMB100,000 per annum. Ms. Zhang Yan's remuneration package was determined by the Board upon recommendation from the remuneration committee of the Company with reference to her experience and qualifications.

Save as disclosed above, the Board is not aware of any other matters in relation to Ms. Zhang Yan's appointment as an independent 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Each of Mr. Fu, Mr. Poon and Ms. Zhang Yan has confirmed (a) his/her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his/her independence at the time of his/her proposed appointment.

## **PROPOSED RE-ELECTION OF SUPERVISORS FOR THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

The second session of the Supervisory Committee currently comprises three supervisors (the "**Supervisor(s)**"), namely Mr. Qiu Jianhua (仇建華) ("**Mr. Qiu**") and Ms. Zhang Wei (張維) ("**Ms. Zhang Wei**") being shareholder representative Supervisors and Ms. Li Xiaoling (李曉玲) ("**Ms. Li**") being employee representative Supervisor. The term of office of the second session of the Supervisory Committee will expire upon the conclusion of the 2023 AGM of the Company.

In accordance with the relevant laws and regulations and the Articles of Association, and to ensure the orderly and coherent coordination of the works of the Supervisory Committee, the Supervisory Committee has proposed that the third session of the Supervisory Committee shall consist of three Supervisors, comprising two shareholder representative Supervisors and one employee representative Supervisor. The shareholder representative Supervisors shall be subject to approval by the Shareholders at the 2023 AGM and the employee representative Supervisor shall be appointed at an employee representative meeting of the Company.

In accordance with the relevant provisions of the Company Law of the PRC and the Articles of Association, all Supervisors of the second session of the Supervisory Committee shall continue to perform their duties as Supervisors in accordance with the applicable laws and regulations until the election of the members of the third session of the Supervisory Committee becomes effective, the term of office of Supervisors shall be three years, renewable upon re-election and reappointment.

Upon recommendation from the controlling Shareholder of the Company, Changchun Chuncheng Investment Development Group Company Limited\* (長春市春城投資發展集團有限公司), and nomination from the Supervisory Committee, it is proposed that Mr. Qiu be re-elected as one of the shareholder representative Supervisors of the third session of the Supervisory Committee, subject to approval by the Shareholders at the 2023 AGM. Upon the recommendation from Changchun State-owned Capital Investment and Operating Group Co., Ltd.\* (長春市國有資本投資運營(集團)有限公司) as a Shareholder and the nomination of the Supervisory Committee, it is proposed that Ms. Zhang Wei be re-elected as a shareholder representative Supervisor of the third session of the Supervisory Committee, subject to approval by the Shareholders at the 2023 AGM. Ms. Li has been re-elected as the employee representative Supervisor of the third session of the Supervisory Committee at an employee representative meeting of the Company. The third session of the Supervisory Committee will comprise Mr. Qiu, Ms. Zhang Wei and Ms. Li, subject to the Shareholders' approval at the 2023 AGM. The term of office as Supervisor of the third session of the Supervisory Committee shall be three years from the date of approval by the Shareholders at the 2023 AGM.

The 2023 AGM will be held in due course to, among others, seek Shareholders' approval for the proposed re-election and appointment of Directors and the proposed re-election of Supervisors. Further information (including biographical details) of the proposed candidates for the third session of the Board and the third session of the Supervisory Committee will be included in the 2023 AGM circular to be despatched by the Company to its Shareholders in due course.

By order of the Board  
**Jilin Province Chuncheng Heating Company Limited\***  
**Wan Tao**  
*Joint Company Secretary*

Jilin, the PRC, 24 April 2024

*As at the date of this announcement, 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 Yuguo, Mr. Fu Yachen and Mr. Poon Pok Man.*

\* *For identification purpose only*