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湖州燃气股份有限公司

Huzhou Gas Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6661)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON THURSDAY, 25 APRIL 2024,
FORMATION OF THE SECOND SESSION OF THE BOARD OF
DIRECTORS AND FORMATION OF THE SECOND SESSION OF
THE BOARD OF SUPERVISORS**

References are made to the notice (the “**Notice of EGM**”) of extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) both dated 9 April 2024 of Huzhou Gas Co., Ltd.* (the “**Company**”), which set out, among others, details of the resolutions proposed at the EGM. Unless the context requires otherwise, all capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The EGM was held at the meeting room of the Company, 227 Sizhong Road, Huzhou, Zhejiang Province, the PRC at 10:00 a.m. on Thursday, 25 April 2024.

As at the date of the EGM, the total number of the issued Shares was 202,714,500 Shares, of which 52,714,500 Shares were H Shares and 150,000,000 Shares were Domestic Shares. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM was 202,714,500 Shares.

There was no Share entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules. None of the Shareholders was required under the Listing Rules to abstain from voting on the resolutions proposed at the EGM. None of the Shareholders had stated his, her or its intention in the Circular to vote against or abstain from voting on any of the resolutions proposed at the EGM.

The convening of the EGM was in compliance with the requirements of the Company Law of the PRC (《中華人民共和國公司法》) and the Articles of Association.

Tricor Investor Services Limited, the Company’s H Share registrar, and Mr. Xu Guoxin, a Supervisor, jointly acted as the scrutineers for the vote-taking at the EGM.

As stated in the section headed “2. Proposed Election and Re-election of Directors” in the Letter from the Board in the Circular, in accordance with Article 112 of the Articles of Association, after expiration of their term of office, members of the First Session of the Board of Directors shall continue to perform duties as Directors pursuant to the requirements under the laws, administrative regulations, departmental rules and Articles of Association until the election and re-election of the nominated candidates have been approved by the Shareholders at the EGM and the second session of the Board of Directors assumes office. The following Directors of the First Session of the Board of Directors attended the EGM in person or by electronic means: Mr. Wang Hua, Ms. Su Li and Mr. Pan Haiming as executive Directors; Mr. Liu Jianfeng and Mr. Wang Peng as non-executive Directors; and Mr. Chang Li Hsien Leslie, Dr. Lau Suet Chiu Frederic and Mr. Zhou Xinfu as independent non-executive Directors.

POLL RESULTS OF THE EGM

At the EGM held on 25 April 2024, all the proposed resolutions and sub-resolutions as set out in the Notice of EGM were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS (WITH CUMULATIVE VOTING SYSTEM ADOPTED)#		Number of votes cast on the sub-resolution (Percentage of the total number of Shares held by all Shareholders attending the EGM)
1.	To consider and approve the appointment of each of the Directors (other than independent non-executive Directors) of the second session of the Board of Directors by way of election or re-election as a Director, each such appointment to take effect upon conclusion of the EGM:	
1.1	to re-elect Mr. Wang Hua (汪驊) as an executive Director;	190,747,500 (100%)
1.2	to elect Mr. Yang Fan (楊帆) as an executive Director;	190,747,500 (100%)
1.3	to elect Ms. Sun Xiaohui (孫曉慧) as an executive Director;	190,747,500 (100%)
1.4	to re-elect Mr. Liu Jianfeng (劉建鋒) as a non-executive Director; and	190,747,500 (100%)
1.5	to re-elect Mr. Wang Peng (王鵬) as a non-executive Director	190,747,500 (100%)

ORDINARY RESOLUTIONS (WITH CUMULATIVE VOTING SYSTEM ADOPTED)#	Number of votes cast on the sub-resolution (Percentage of the total number of Shares held by all Shareholders attending the EGM)
<p>2. To consider and approve the appointment of each of independent non-executive Directors of the second session of the Board of Directors by way of re-election as a Director, each such appointment to take effect upon conclusion of the EGM:</p> <p>2.1 to re-elect Mr. Chang Li Hsien Leslie (張立憲) as an independent non-executive Director;</p> <p>2.2 to re-elect Dr. Lau Suet Chiu Frederic (劉雪樵) as an independent non-executive Director; and</p> <p>2.3 to re-elect Mr. Zhou Xinfu (周鑫發) as an independent non-executive Director</p>	<p></p> <p>190,747,500 (100%)</p> <p>190,747,500 (100%)</p> <p>190,747,500 (100%)</p>
<p>3. To consider and approve the appointment of each of the Shareholder representative Supervisors of the second session of the Board of Supervisors by way of election or re-election as a Shareholder representative Supervisor, each such appointment to take effect upon conclusion of the EGM:</p> <p>3.1 to elect Ms. Xing Yan (邢燕) as a Shareholder representative Supervisor; and</p> <p>3.2 to re-elect Mr. Cai Rui (蔡銳) as a Shareholder representative Supervisor</p>	<p></p> <p>190,747,500 (100%)</p> <p>190,747,500 (100%)</p>

ORDINARY RESOLUTIONS [#]		Number of votes (Percentage of the total number of votes cast at the EGM)		
		For	Against	Abstain
4.	Conditional upon resolution 1 above being passed, to consider and approve the remuneration of each of the Directors (other than the independent non-executive Directors) of the second session of the Board of Directors under the service agreement to be entered into between the Company and each of them	190,747,500 (100%)	0 (0%)	0 (0%)
5.	Conditional upon resolution 2 above being passed, to consider and approve the remuneration of each of the independent non-executive Directors of the second session of the Board of Directors under the service agreement to be entered into between the Company and each of them	190,747,500 (100%)	0 (0%)	0 (0%)
6.	Conditional upon resolutions 3 above being passed, to consider and approve the remuneration of each of the Shareholder representative Supervisors of the second session of the Board of Supervisors under the service agreement to be entered into between the Company and each of them	190,747,500 (100%)	0 (0%)	0 (0%)

[#] *The full text of each of the resolutions is set out in the Notice of EGM.*

Cumulative voting system was adopted in relation to all the sub-resolutions of the resolutions numbered 1 to 3 (inclusive). Where the total number of votes cast on a sub-resolution was more than half of the total number of Shares held by all Shareholders attending the EGM, the sub-resolution would be deemed to be passed and the corresponding candidate elected or (as the case may be) re-elected under that sub-resolution. All such sub-resolutions were duly passed and all the proposed Directors and Shareholder representative Supervisors were elected or (as the case may be) re-elected at the EGM.

In relation to resolution numbered 4 to 6, as more than half of the votes were cast for each of these resolutions, such resolutions were duly passed as ordinary resolutions.

FORMATION OF THE SECOND SESSION OF THE BOARD OF DIRECTORS

The Board of Directors is pleased to announce that the second session of the Board of Directors was constituted upon passing of the relevant sub-resolutions at the EGM on appointment of the members.

The second session of the Board of Directors comprises

- Mr. Wang Hua, Mr. Yang Fan and Ms. Sun Xiaohui as executive Directors;
- Mr. Liu Jianfeng and Mr. Wang Peng as non-executive Directors; and
- Mr. Chang Li Hsien Leslie, Dr. Lau Suet Chiu Frederic and Mr. Zhou Xinfu as independent non-executive Directors.

In accordance with Article 112 of the Articles of Association, the term of office of the second session of the Board of Directors shall be three years commencing on the date on which the ordinary resolutions approving the election or (as the case may be) re-election of the Directors are passed by the Shareholders. Accordingly, each member of the second session of the Board of Directors shall hold office from conclusion of the EGM and their term of office shall expire on 24 April 2027.

The biographical details of the Directors of the second session of the Board of Directors (including the information required under Rule 13.51(2) of the Listing Rules) have been disclosed in the announcement of the Company dated 28 March 2024 and the Circular. As at the date of this announcement, there is no change in such information.

After conclusion of the EGM, the first meeting of the second session of the Board of Directors was held on the same day, where

- Mr. Wang Hua and Mr. Liu Jianfeng were elected as the chairman and the vice chairman of the second session of the Board of Directors respectively in accordance with Article 129 of the Articles of Association; and
- the Board committees under the second session of the Board of Directors were constituted with their composition as follows:

– **Audit Committee**

Chairman: Mr. Chang Li Hsien Leslie

Members: Dr. Lau Suet Chiu Frederic and Mr. Zhou Xinfu

– **Remuneration Committee**

Chairman: Dr. Lau Suet Chiu Frederic

Members: Mr. Chang Li Hsien Leslie and Mr. Zhou Xinfa

– **Nomination Committee**

Chairman: Mr. Zhou Xinfa

Members: Mr. Chang Li Hsien Leslie and Dr. Lau Suet Chiu Frederic

CHANGE OF EXECUTIVE DIRECTORS

As disclosed in the announcement of the Company dated 28 March 2024 and the Circular, Ms. Su Li (蘇莉) and Mr. Pan Haiming (潘海明), each an executive Director of the First Session of the Board of Directors, have tendered their resignation as executive Directors due to adjustments to their other work arrangements, which shall take effect upon conclusion of the EGM. Mr. Yang Fan and Ms. Sun Xiaohui have been nominated by the Nomination Committee and the Board of Directors to fill the vacancies arising as a result of the resignations of Ms. Su Li and Mr. Pan Haiming. As disclosed above, Mr. Yang Fan and Ms. Sun Xiaohui had been elected as executive Directors of the second session of the Board of Directors at the EGM, whose appointment shall take effect upon conclusion of the EGM.

Each of Ms. Su Li and Mr. Pan Haiming has confirmed that they have no disagreement with the Board of Directors and that there is no other matter in relation to their resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board of Directors would like to take this opportunity to express its gratitude to Ms. Su Li and Mr. Pan Haiming for their valuable contribution to the Company during their tenure of service as executive Directors, and to express its warmest welcome to Mr. Yang Fan and Ms. Sun Xiaohui for joining the Board of Directors.

FORMATION OF THE SECOND SESSION OF THE BOARD OF SUPERVISORS

Pursuant to Article 165 of the Articles of Association, the employee representative Supervisor of the Board of Supervisors shall be elected through democratic election by the employees of the Company. Under Article 161 of the Articles of Association, upon expiration of their term of office, Supervisors shall be eligible to offer themselves for re-election and re-appointment. Mr. Xu Guoxin (徐國新), the employee representative Supervisor of the First Session of the Board of Supervisors, has been nominated as the candidate for the position of employee representative Supervisor of the second session of the Board of Supervisors. At the employee representatives' meeting (職工代表大會) of the Company held on 29 February 2024 (the “**Employee Representatives’ Meeting**”), Mr. Xu Guoxin was re-elected as an employee representative Supervisor, who, together with the Shareholder representative Supervisors to be elected or re-elected at the EGM, shall form the second session of the Board of Supervisors.

The Board of Supervisors is pleased to announce that the second session of the Board of Supervisors was constituted upon passing of the relevant sub-resolutions at the EGM on appointment of the Shareholder representative Supervisors of the second session of the Board of Supervisors.

The second session of the Board of Supervisors comprises

- Ms. Xing Yan and Mr. Cai Rui as Shareholder representative Supervisors; and
- Mr. Xu Guoxin as employee representative Supervisor.

In accordance with Article 161 of the Articles of Association, the term of office of the Supervisors shall be three years commencing on the date on which the ordinary resolutions approving the election or (as the case may be) re-election of the Shareholder representative Supervisors are passed by the Shareholders and the re-election of the employee representative Supervisor is approved by the employee representatives of the Company. Accordingly, each member of the second session of the Board of Supervisors shall hold office from conclusion of the Employee Representatives' Meeting or (as the case may be) the EGM and their term of office shall expire on 24 April 2027.

The biographical details of the Shareholder representative Supervisors of the second session of the Board of Supervisors (including the information required under Rule 13.51(2) of the Listing Rules) have been disclosed in the announcement of the Company dated 28 March 2024 and the Circular. As at the date of this announcement, there is no change in such information.

Set forth below are the biographical details of the employee representative Supervisors of the second session of the Board of Supervisors:

Mr. Xu Guoxin (徐國新), aged 53, is an employee representative Supervisor who is responsible for the customer service management of the Group's gas pipeline network and supervision of the Board of Directors and senior management. In July 2023, Mr. Xu served as the director of the Company's customer service department and ceased to be the director of the Company's operations department.

Mr. Xu has extensive experience in gas project operations. From December 1986 to October 2005, Mr. Xu served successively as a staff member and deputy manager in Huzhou Coal Gas Company Pipeline Liquefied Gas Branch* (湖州市煤氣公司管道液化氣分公司), which was principally engaged in supply of piped natural gas in Huzhou area. Mr. Xu joined the Company in November 2005, where he successively served as deputy chief and chief of engineering department, promoted to the chief of operations department from September 2012 to July 2023, and served as the director of the customer service department since July 2023. He was appointed as the employee representative Supervisor on 1 April 2021, and appointed as the supervisor of Huzhou Nanxun Xinao Gas Company Limited* (湖州南潯新奧燃氣有限公司), and Huzhou Nanxun Xinao Gas Development Company Limited* (湖州南潯新奧燃氣發展有限公司), subsidiaries of the Company, on 31 July 2023.

Mr. Xu attended an online course held by Beijing Foreign Studies University* (北京外國語大學) in the PRC and was awarded a professional certificate in business enterprise management in January 2021.

As at the date of this announcement, save as disclosed above, Mr. Xu (i) does not hold any interests in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position with the Company or any of its subsidiaries; and (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates. Mr. Xu did not hold any position in other public companies listed on the Stock Exchange or any other securities market during the three years preceding the date of this announcement. Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders or the Stock Exchange in relation to the appointment of Mr. Xu, and there is no other information relating to Mr. Xu which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

After conclusion of the EGM, the first meeting of the second session of the Board of Supervisors was held on the same day, where Ms. Xing Yan was elected as the chairman of the second session of the Board of Supervisors in accordance with Article 165 of the Articles of Association.

CHANGE OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

As disclosed in the announcement of the Company dated 28 March 2024 and the Circular, Ms. Liu Fei (柳斐) has tendered her resignation as a Shareholder representative Supervisor due to adjustments to her other work arrangements, which shall take effect upon conclusion of the EGM. Ms. Xing Yan has been nominated by the Board of Supervisors to fill the vacancy arising as a result of the resignation of Ms. Liu Fei. As disclosed above, Ms. Xing Yan had been elected as a Shareholder representative Supervisor of the second session of the Board of Supervisors at the EGM, whose appointment shall take effect upon conclusion of the EGM.

Ms. Liu Fei has confirmed that she has no disagreement with the Board of Directors or the Board of Supervisors and that there is no other matter in relation to her resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board of Directors and the Board of Supervisors would like to take this opportunity to express their gratitude to Ms. Liu Fei for her valuable contribution to the Company during her tenure of service as a Shareholder representative Supervisor, and to express its warmest welcome to Ms. Xing Yan for joining the Board of Supervisors.

By order of the Board
Huzhou Gas Co., Ltd.*
Wang Hua
Chairman

Huzhou City, Zhejiang Province, the PRC, 25 April 2024

As at the date of this announcement and with effect from conclusion of the EGM, the Board of Directors comprises Mr. Wang Hua, Mr. Yang Fan and Ms. Sun Xiaohui as executive Directors; Mr. Liu Jianfeng and Mr. Wang Peng as non-executive Directors; and Mr. Chang Li Hsien Leslie, Dr. Lau Suet Chiu Frederic and Mr. Zhou Xinfu as independent non-executive Directors.

* For identification purposes only