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ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.

浙江三花智能控制股份有限公司

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

(Stock Code: 2050)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON WEDNESDAY, DECEMBER 17, 2025

Reference is made to the notice and the circular (the “**Circular**”) of the extraordinary general meeting (the “**EGM**”) dated December 2, 2025 of Zhejiang Sanhua Intelligent Controls Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board of Directors (the “**Board**”) of the Company is pleased to announce that the EGM was held at Meeting Room, Office Building, Sanhua Industrial Park, No. 219 Woxi Avenue, Chengtan Street, Xinchang, Shaoxing, Zhejiang Province, the People's Republic of China on Wednesday, December 17, 2025 at 2:00 p.m., and the resolutions proposed at the EGM were duly passed.

I. CONVENING OF THE EGM

The EGM was convened by the Board and chaired by Mr. ZHANG Yabo, the chairman of the Board. All of the Directors attended the EGM in person or by electronic means. Voting at the EGM was conducted by a combination of network voting and poll on-site. The holders of A Shares were entitled to attend the voting at the EGM in person, by proxy, or via network for the relevant resolutions. The time of network voting for the resolutions proposed at the EGM for holders of A Shares on December 17, 2025 was set out in the notice regarding the convening of the 2025 second EGM dated December 2, 2025 published by the Company on the website of Shenzhen Stock Exchange separately.

As at the date of the EGM, the total number of issued shares of the Company was 4,208,013,935 (including 3,731,477,535 A Shares and 476,536,400 H Shares), 4,203,748,314 of which was the total number of shares entitling the holders to attend and vote for or against or abstain from voting in respect of the resolutions at the EGM. 4,265,621 A Shares (the “**Treasury A Shares**”) in the Company’s designated securities account for repurchase did not carry voting rights at the EGM, and the Company did not solicit voting in respect of the aforesaid Treasury A Shares at the EGM.

A total of 4,306 Shareholders and their proxies, holding an aggregate of 2,000,232,793 shares with voting rights, representing approximately 47.5822% of the total shares with voting rights of the Company, in which, 4,305 holders of A Shares and their proxies, holding an aggregate of 1,819,174,343 shares, representing approximately 43.2751% of the total shares with voting rights of the Company while 1 holder of H Shares and his/her proxies, holding an aggregate of 181,058,450 shares, representing approximately 4.3071% of the total shares with voting rights of the Company, attended the EGM.

To the best knowledge, information and belief of the Directors: (1) no Shareholder was required to abstain from voting on any resolution proposed at the EGM under the Hong Kong Listing Rules; (2) no Shareholder who was entitled to attend the EGM had to abstain from voting in favour of any resolution at the EGM pursuant to Rule 13.40 of the Hong Kong Listing Rules; and (3) no parties indicated their intention in the Circular to vote against or abstain from voting in respect of any resolution proposed at the EGM.

II. POLL RESULTS OF THE EGM

The Shareholders present at the EGM considered and approved the following resolutions:

SPECIAL RESOLUTIONS	For		Against		Abstain	
	Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1 To consider and approve the resolution on amendments to the Articles of Association and its appendices						
1.01 To consider and approve the amendments to the Articles of Association	1,999,359,458	99.9563	611,865	0.0306	218,070	0.0109
As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.						
1.02 To consider and approve the amendments to the Rules of Procedure for the General Meeting	1,999,328,222	99.9548	606,401	0.0303	254,770	0.0127
As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.						
1.03 To consider and approve the amendments to the Rules of Procedure for the Board of Directors	1,999,318,722	99.9543	612,901	0.0306	257,770	0.0129
As more than two-thirds of the votes were cast in favor of this resolution, the resolution was duly passed as a special resolution.						

ORDINARY RESOLUTIONS		For		Against		Abstain	
		Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
2	To consider and approve the resolution on amendments to certain corporate governance systems						
2.01	To consider and approve the amendments to the Policy of Independent Non-executive Directors	1,849,601,528	92.4693	150,311,295	7.5147	276,570	0.0138
As more than half of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.							
2.02	To consider and approve the amendments to the Management Measures of Related-party Transactions	1,850,272,603	92.5029	149,628,220	7.4805	288,570	0.0144
As more than half of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.							
2.03	To consider and approve the amendments to the Management Rules for the Proceeds	1,850,250,045	92.5017	148,500,218	7.4241	1,439,130	0.0719
As more than half of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.							
2.04	To consider and approve the amendments to the Online Voting Management System of the General Meeting	1,850,278,445	92.5032	149,615,578	7.4799	295,370	0.0148
As more than half of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.							
2.05	To consider and approve the amendments to the Management Rules for External Investment	1,850,236,109	92.5010	149,627,714	7.4805	325,570	0.0163
As more than half of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.							
2.06	To consider and approve the amendments to the Management Rules for External Guarantee	1,850,176,903	92.4981	149,686,620	7.4835	325,870	0.0163
As more than half of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.							
3	To consider and approve the 2025 half-year profit distribution plan	1,999,394,193	99.9581	586,130	0.0293	252,470	0.0126
As more than half of the votes were cast in favor of this resolution, the resolution was duly passed as an ordinary resolution.							

Please refer to the Circular for full text of the resolutions.

III. SCRUTINY OF VOTE-COUNTING AND LEGAL OPINION

Poll voting for the resolutions of the EGM was taken in accordance with Rule 13.39(4) of the Hong Kong Listing Rules and the Articles of Association. Pursuant to the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, acted as the scrutineer in respect of the vote-taking of H Shares at the EGM.

Zhejiang T&C Law Firm, the PRC legal adviser to the Company, considers that the convening and convocation procedures of the EGM, the qualifications of conveners and the attendees at the meeting, as well as the voting procedures of the meeting are in compliance with the PRC laws, administrative regulations and the Articles of Association; and the resolutions duly passed at the EGM are lawful and valid.

IV. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

The resolution on amendments to the Articles of Association and its appendices has been duly passed as a special resolution at the EGM. For details of the amendments, please refer to the Circular. With effect from the date of this announcement, the duties of the board of supervisors as stipulated in the Company Law shall be performed by the audit committee. Each of the supervisors of the Company ceases to serve as supervisors of the Company from the date of this announcement and confirms that he or she has no disagreements with the Board and that there are no other matters requiring the attention of the Shareholders. The amended Articles of Association will take effect from the date of this announcement. The full text of the amended Articles of Association is available on the websites of the Shenzhen Stock Exchange (www.szse.cn), The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.zjshc.com). The Company will complete filing and registration and other matters in accordance with laws as required.

V. DISTRIBUTION OF 2025 INTERIM DIVIDEND

The Board also wishes to inform Shareholders the details of the payment of the 2025 interim dividend as follows:

The Company will pay the interim dividend of RMB1.20 (inclusive of tax) per ten Shares for the six months ended June 30, 2025 (the “**2025 Interim Dividend**”) to holders of H Shares on Tuesday, February 10, 2026. For the purpose of determining the entitlement of holders of H Shares to the 2025 Interim Dividend, the H Share register of members of the Company will be closed from Tuesday, December 23, 2025 to Tuesday, December 30, 2025 (both days inclusive), during which period no transfer of H Shares will be registered. The holders of H Shares whose names appear on the H Share register of members of the Company on Tuesday, December 30, 2025 are entitled to the 2025 Interim Dividend. In order to qualify for receiving the 2025 Interim Dividend, all transfer documents accompanied by relevant share certificates must be lodged for registration with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, December 22, 2025.

2025 Interim Dividend shall be denominated and declared in Renminbi and shall be paid to holders of A Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The actual amount of H Share dividends paid in Hong Kong dollars is calculated based on the average benchmark exchange rate for Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the five business days prior to December 17, 2025, being the date of the EGM, (i.e. RMB0.908156 against HK\$1.00), being a cash dividend of HK\$1.3214 (inclusive of tax) for every ten H Shares.

Pursuant to the Circular on Questions Concerning the Collection of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), overseas resident individual holders of H Shares may enjoy relevant tax incentives on dividends in accordance with the tax treaties signed between the PRC and their jurisdiction, as well as the tax arrangement between the PRC and Hong Kong. For the purpose of simplifying tax administration, dividends paid to overseas resident individual holders of H Shares are generally subject to individual income tax at the withholding tax rate of 10%. Overseas resident individual holders who reside in jurisdictions that have not entered into tax treaties with the PRC are subject to individual income tax at the withholding rate of 20%.

Pursuant to the requirements of the Notice of the State Administration of Taxation on Matters Concerning Withholding Enterprise Income Tax When PRC Resident Enterprises Distribute Dividends to Foreign non-PRC Resident Enterprise Shareholders of H Shares (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), distributing dividends to foreign non-resident enterprise shareholders of H shares for 2008 and for the years onwards shall be subject to the enterprise income tax withheld at a uniform rate of 10%. Upon receipt of such dividends, an overseas non-PRC resident enterprise shareholder may apply to the competent tax authorities for relevant treatment under the tax treaties (arrangements) in person or through a proxy or a withholding agent and provide evidence in support of its status as a beneficial owner as defined in the tax treaties (arrangements). Upon verification by the competent tax authorities, the difference between the tax levied and the amount of tax payable as calculated at the tax rate under the tax treaties (arrangements) will be refunded.

For dividends received by mainland individual investors from investing in H shares of the Company, the Company will withhold and pay individual income tax payable by such mainland individual investors at the rate of 20% on their behalf.

According to the requirements of the Notice on the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect published by the Ministry of Finance, the State Administration of Taxation and the CSRC (Cai Shui [2014] No. 81) (《財政部、國家稅務總局、中國證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect published by the Ministry of Finance, the State Administration of Taxation and the CSRC (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), listed companies shall withhold an individual income tax at the rate of 20% on dividends from the H shares of the company invested by mainland individual investors on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland securities investment funds from investment through the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect, individual income tax shall be calculated in accordance with the above requirements. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland enterprise investors from investment through the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect, H-share companies shall not withhold income tax of dividends, and mainland enterprise investors shall report and pay the tax amount by themselves. In particular, the dividends received by resident enterprises in mainland which hold H shares for at least 12 consecutive months shall be exempted from enterprise income tax according to law.

VI. ELECTION OF EMPLOYEE REPRESENTATIVE DIRECTOR

The Company convened an employees' representative assembly on December 17, 2025. Upon voting by the attending employee representatives, it was agreed to elect Mr. NI Xiaoming ("Mr. NI") as the employee representative Director of the eighth session of the Board of the Company, with his term of office commencing from the date of consideration and approval at the employees' representative assembly and expiring on the date when the term of the eighth session of the Board expires.

The biographies of Mr. NI are as follows:

Mr. NI Xiaoming (倪曉明先生), aged 56, has been the executive Director of the Company since May 2011.

Mr. NI joined the Group in January 2009. Mr. NI currently serves as a director of Sanhua Holding Group Co., Ltd. (三花控股集團有限公司) since July 2000, a director and general manager of Sanhua (Hangzhou) Micro Channel Heat Exchanger Co., Ltd. (杭州三花微通道換熱器有限公司) since August 2006 and May 2010, respectively and a director of Zhejiang Sanhua Commercial Refrigeration Co., Ltd. (浙江三花商用製冷有限公司) since October 2020. Prior to his current positions in the Group, Mr. NI served as the deputy director of foreign economic affairs office of Xinchang Refrigeration Components Factory (新昌製冷配件總廠) from 1991 to 1994, deputy manager of marketing department, director of foreign trade department and member of management committee of Sanhua Holding Group Co., Ltd. (三花控股集團有限公司) from 1995 to 2000, the deputy general manager of sales of the Company from January 2009 to July 2009 and the deputy general manager of Sanhua Danfoss (Hangzhou) Microchannel Heat Exchanger Co., Ltd., now known as Sanhua (Hangzhou) Micro Channel Heat Exchanger Co., Ltd. (杭州三花微通道換熱器有限公司) from August 2009 to April 2010.

Mr. NI received master's degree in EMBA from China Europe International Business School (中歐國際工商學院) in 2006 and bachelor's degree in Industrial Management Engineering from Zhejiang University of Technology (浙江工業大學) in 1990. He was qualified as senior economist in 2021 by Zhejiang Provincial Department of Human Resources and Social Security.

Mr. NI was a director of Zhejiang Sanhua Nanwang Microelectronics Co. Ltd. (浙江三花南望微電子有限公司, "Sanhua Nanwang") which was incorporated in the PRC prior to its business license being revoked. The principal business of Sanhua Nanwang was research and development, production, and sales of network transmission equipment, conference television systems, projection equipment, and videophones. The business license of Sanhua Nanwang was revoked on October 29, 2009 due to cessation of business operation. To the best of the Directors' knowledge, information and belief, there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on the part of Mr. NI involved in the revocation of the business license of Sanhua Nanwang and as of the date of this announcement, there was no outstanding liability or ongoing claim or litigation against Mr. NI in his capacity as a director prior to the revocation. Mr. NI confirmed that this company was solvent at the time its business license was revoked.

To the best knowledge of the Directors, save as disclosed above, during the past three years, Mr. NI has not held any directorship in any public company whose securities are listed on any securities market in Hong Kong or overseas. Mr. NI is not connected with any Directors, senior management or substantial Shareholders of the Company and does not hold any positions with the Company or any of its subsidiaries. As at the date of this announcement, Mr. NI holds 325,062 A Shares in the Company. Save as disclosed above, Mr. NI does not have any other interest in the Shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, there is no other information in relation to the appointment of Mr. NI which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any matters which need to be brought to the attention of the Shareholders of the Company.

Pursuant to the Company Law, the election of an employee representative Director shall take effect upon approval by the employees' representative assembly and is not subject to the approval by the general meeting of the Company. Accordingly, the election of Mr. NI as an employee representative Director became effective on December 17, 2025. The Company will not enter into a service contract with respect to his position as an employee representative Director. Mr. NI will not receive additional remuneration for serving as an employee representative Director (executive Director) of the Company.

Following the conclusion of this election, Mr. NI has been re-designated from a non-employee representative Director on the Company's eighth session of the Board to an employee representative Director on the Company's eighth session of the Board. The composition of the Company's eighth session of the Board remains unchanged. The aggregate number of the Directors who concurrently serve as the senior management and Directors who are employee representatives on the Board of the Company do not exceed one-half of all the Directors of the Company, which is in compliance with relevant laws, regulations, and the provisions of the Articles of Association.

VII. CONFIRMATION OF MEMBERS AND CONVENER OF THE AUDIT COMMITTEE

On December 17, 2025, the Company convened the thirteenth extraordinary meeting of the eighth session of the Board of the Company (the “**Board Meeting**”), which considered and approved the “Resolution on Confirming the Members and Convener of the Audit Committee”. Pursuant to the relevant provisions of the Company Law and the Articles of Association, the audit committee was established under the Board of the Company. The Board approved Mr. BAO Ensi, Mr. SHI Jianhui and Ms. PAN Yalan as members of the audit committee of the eighth session of the Board of the Company. Mr. BAO Ensi serves as the convener (chairperson) of the audit committee and is an accounting professional. The audit committee of the eighth session of the Board of the Company is composed of a majority of independent non-executive Directors, with the convener (chairperson) being an independent non-executive Director, which is in compliance with relevant laws and regulations. The term of office for the members of the audit committee of the eighth session of the Board of the Company shall commence from the date on which the resolution was considered and approved by the Board Meeting and end on the date of expiry of the eighth session of the Board.

By order of the Board
Zhejiang Sanhua Intelligent Controls Co., Ltd.
Zhang Yabo
Chairman of the Board and Executive Director

Hong Kong, December 17, 2025

As at the date of this announcement, the Board comprises: (i) Mr. ZHANG Yabo, Mr. WANG Dayong, Mr. NI Xiaoming and Mr. CHEN Yuzhong as executive directors; (ii) Mr. ZHANG Shaobo and Mr. REN Jintu as non-executive directors; and (iii) Mr. BAO Ensi, Mr. SHI Jianhui, Ms. PAN Yalan and Mr. GE Jun as independent non-executive directors.