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瀋陽公用發展股份有限公司

**Shenyang Public Utility Holdings Company Limited**

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock code: 747)**

**(I) APPOINTMENT OF JOINT COMPANY SECRETARY AND  
AUTHORISED REPRESENTATIVE;**

**(II) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**

**(III) NOMINATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**

**AND**

**(IV) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**(I) APPOINTMENT OF JOINT COMPANY SECRETARY AND AUTHORISED  
REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Director**”) of Shenyang Public Utility Holdings Company Limited (the “**Company**”) is pleased to announce that Mr. Chung Man Wai, Stephen (“**Mr. Chung**”) has been appointed as the joint company secretary of the Company (the “**Joint Company Secretary**”) and authorised representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and an authorised representative of the Company for accepting service of process or notice in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (collectively, the “**Authorised Representative**”) with effect from 8 September 2020.

Mr. Chung holds a Bachelor’s degree of Science in Applied Accountancy from Oxford Brookes University in United Kingdom and he has served as company secretary for various Hong Kong listed company. He is a member of Hong Kong Institute of Certified Public Accountants and has extensive experience in the professional field of accounting, audit and company secretarial.

The Board would like to welcome Mr. Chung on his new appointment.

## **(II) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board further announces that Mr. Chan Ming Sun Jonathan (“**Mr. Chan**”) has tendered his resignation as an independent non-executive Director, chairman of audit committee and the member of remuneration committee of the Company due to his other personal commitments. In consideration of the imminent nomination of the new independent non-executive director, Mr. Luo Zhuo Qiang (“**Mr. Luo**”), the resignation of Mr. Chan will take effect from the date of appointment of Mr. Luo in order to ensure the normal operation of the Board.

Mr. Chan has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Chan for his contribution to the Company.

## **(III) NOMINATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board further announces that Mr. Luo has been nominated as a candidate for election as an independent non-executive Director, chairman of audit committee and the member of remuneration committee of the Company at the upcoming extraordinary general meeting of the Company (the “**EGM**”), in replacement of Mr. Chan. The appointment of Mr. Luo will be subject to the approval of the Shareholders.

Biographical details of Mr. Luo are set out as follows:

Mr. Luo Zhuo Qiang, aged 41, a certified public accountant in the PRC, graduated from Wuhan Finance College\* (武漢金融高等專科學校) majoring in accounting in 2001, and from 2017 to 2019, he completed a law degree programme at University of South China; from 2003 to June 2019, Mr. Luo successively served as an audit manager of Baker Tilly China Certified Public Accountants\* (天職國際會計事務所) (Shenzhen Branch), an executive director of Shenzhen Guanghua Yongzhuo Financial Consultancy Co., Ltd.\* (深圳市光華永卓財務顧問有限公司), a department head of Asia Pacific CPA (Group) (Shenzhen Branch); from July 2019 to present, Mr. Luo has been an executive director of Guangdong Tianjian Consulting Co., Ltd.\* (廣東天健顧問有限公司). Mr. Luo has been in charge of the audit of a number of listed companies in the PRC and the listing and financing consultancy services for a number of domestic private enterprises in the PRC, proving his extensive experience in audit, financing and the operation of listed companies.

Subject to the approval of the Shareholders on his appointment at the EGM, the Company will enter into a service contract with Mr. Luo and the length of service shall be from the date of approval of the Shareholders on his appointment at the EGM and ending on the expiry date of the current session of the Board. The appointment of Mr. Luo will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. He will be entitled to a director's fee to be determined by the remuneration committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

Following the appointment of Mr. Luo as an independent non-executive Director on the upcoming EGM, Mr. Luo will be appointed as the chairman of the audit committee of the Company and a member of remuneration committee of the Company.

As at the date of this announcement, Mr. Luo has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, Mr. Luo does not (i) have any relationship with any Directors, senior management or substantial or controlling Shareholders; (ii) have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); and (iii) hold any other position with the Company and any of its subsidiaries. Save as disclosed in this announcement, Mr. Luo does not hold any other directorship in any listed companies in Hong Kong or overseas in the last three years.

Mr. Luo also confirms that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to his appointment that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Luo in joining the Board.

#### **(IV) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company held the meeting of the Board on 8 September 2020, which has considered and approved, the resolution in relation to the amendments to the articles of association of the Company (the “**Articles of Association**”) (the “**Proposed Amendments**”).

According to the Reply of the State Council of the People's Republic of China on the Adjustment of the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函(2019)97號)), the Board approved the Proposed Amendments in order to enhance the efficiency of decision making at shareholders' general meetings and simplify the procedures of convening shareholders' general meetings of the Company.

The full text of the Proposed Amendments was prepared in the Chinese language, are set out in Appendix I to this announcement. The English translation is for reference only. In the event of any discrepancy between the Chinese and the English version of the Proposed Amendments, the Chinese version shall prevail.

## **EGM**

An EGM will be convened and held to approve, among others, the appointment of Mr. Luo as an independent non-executive Director and the Proposed Amendments.

According to the Articles of Association, the appointment of director and amendments to the articles of association are subject to approval by the Shareholders at the general meeting of the Company. The relevant resolution in relation to the appointment of Mr. Luo and the Proposed Amendments will be put forward to the upcoming EGM for the Shareholders' consideration and approval by way of ordinary resolution and special resolution respectively.

A circular containing, among other things, detailed information of the appointment of Mr. Luo and the Proposed Amendments will be despatched to the Shareholders in due course.

By Order of the Board  
**Shenyang Public Utility Holdings Company Limited**  
**Zhang Jing Ming**  
*Chairman*

Shenyang, the PRC, 8 September 2020

*As at the date of this announcement, the executive Directors are Mr. Zhang Jing Ming, Mr. Chau Ting Yan and Mr. Leng Xiao Rong, the non-executive Directors are Mr. Yin Zong Chen and Mr. Ye Zhi E and the independent non-executive Directors are Mr. Chan Ming Sun Jonathan, Mr. Guo Lu Jin and Ms. Gao Hong Hong.*

\* *For identification purpose only*

**Particulars of the Proposed Amendments**

Existing Articles of Association	Revised Articles of Association
<p><b>Article 6</b> This Articles of Association is formulated by the Company in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the <i>Special Provisions of the State Council Concerning the Company Limited by Shares Issuing Shares and Seeking a Listing Outside the PRC</i> (hereinafter referred to as the “Special Provisional”), the Essential Clauses for the Articles of Association of Companies Seeking a Listing Outside the PRC (hereinafter referred to as the “Essential Clauses”) and other relevant State laws and administrative regulations.</p>	<p><b>Article 6</b> This Articles of Association is formulated by the Company in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the <i>Special Provisions of the State Council Concerning the Company Limited by Shares Issuing Shares and Seeking a Listing Outside the PRC</i> (hereinafter referred to as the “Special Provisional”), the Essential Clauses for the Articles of Association of Companies Seeking a Listing Outside the PRC (hereinafter referred to as the “Essential Clauses”), <b><u>the Reply of the State Council of the People’s Republic of China on the Adjustment of the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97)</u></b> and other relevant State laws and administrative regulations.</p>
<p><b>Article 64</b> When the company convenes a Shareholders’ general meeting, written notice of the meeting shall be given forty five (45) days before the date of the meeting to notify all of the shareholders in the share register of the matters to be considered and the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply concerning the attendance of the meeting to the Company twenty (20) days before the date of the meeting.</p> <p>(Article 53 of the Essential Clauses)</p>	<p><b><u>When the company convenes a Shareholders’ general meeting, the board of directors, the supervisory committee and shareholders individually or jointly holding more than 3% of the shares of the Company shall have the right to submit proposals to the Company.</u></b></p> <p><b><u>The contents of proposals shall be matters falling within the functions and powers of Shareholders’ general meetings, set out specific matters for consideration and resolution, and comply with relevant requirements of laws, administrative regulations and the Articles of Association.</u></b></p>

**Article 65** When the Company convenes a shareholders' annual general meeting, shareholders holding 5 per cent or more (up to 55%) of the total voting shares of the Company can within the timeline prescribed by laws and regulations and listing rules, propose new motions and submit to the board of directors in writing before the convening of the shareholders' annual general meeting. The Company shall place those matters in the proposed motions submitted by shareholders within the prescribed timeline that are within the scope of functions and powers of the shareholders' general meeting on the agenda.

(Article 54 of the Essential Clauses)

**Shareholders individually or jointly holding more than 3% of the shares of the Company may submit ex tempore proposals in writing to the board of directors 10 days before the shareholders' general meeting is convened; the contents of the ex tempore proposals are in compliance with the requirements of Article 64 of the Articles of Association. The board of directors shall notify other shareholders of the contents of the ex tempore proposals within 2 days upon receipt of such proposals.**

**Except as referred to in the preceding paragraph, the board of directors shall not amend the proposals set out in the notice of the shareholders' general meeting or add any new proposals subsequent to the issue of the notice.**

**Proposals which are not listed in the notice of the shareholders' general meeting or are inconsistent with the Articles of Association shall not be voted on and passed as resolutions by the shareholders' general meeting.**

**Article 66** The Company shall, based on the written replies received twenty (20) days before the date of the Shareholders' general meeting from the shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall within five (5) days notify the shareholders again by public notice of the matters to be considered, the place and date for, the meeting. The Company may then hold the meeting after such publication of notice.

A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice of meeting.

(Article 55 of the Essential Clauses)

**Article 66 The Company shall notify the shareholders of the time, the place and the matters to be considered at the shareholders' annual general meeting 20 business days before such meeting is convened, and for a shareholders' extraordinary general meeting, 10 business days or 15 days (whichever is later) before the meeting is convened.**

**When calculating the aforesaid period, the Company shall exclude the date when the meeting is convened.**

**Article 68** Notice of Shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of Domestic-Invested Shares, such notice of meeting may be issued by way of public notice.

The public notice referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council within the interval between forty-five (45) days and fifty (50) days before the date of the meeting; after the publication of notice, the holders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant Shareholders' general meeting.

(Article 57 of the Essential Clauses)

**Article 68** Notice of Shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of Domestic-Invested Shares, such notice of meeting may be issued by way of public notice.

**The public notice referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council; after the publication of notice, the holders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant Shareholders' general meeting.**

(Article 57 of the Essential Clauses)

**Article 96** Written notice of a class meeting shall be given forty-five (45) days before the date of the class meeting to notify all of the shareholders in the share register of the class of the matters to be considered, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply concerning attendance at the class meeting to the Company twenty (20) days before the date of the class meeting.

If the number of shares carrying voting rights at the meeting represented by the shareholders who intend to attend the class meeting reaches more than one half of the voting shares at the class meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days notify the shareholders again by public notice of the matters to be considered, the date and the place for the class meeting. The Company may then hold the class meeting after such publication of notice.

(Article 83 of the Essential Clauses)

**Article 96 Written notice of a class meeting shall be given 10 business days or 15 days (whichever is later) before the date of the class meeting to notify all of the shareholders in the share register of the class of the matters to be considered, the date and the place of the class meeting.**