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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shenyang Public Utility Holdings Company Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;  
AND  
NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM to be held at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC at 3 p.m. on 5 November 2021 is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend such meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's H share registrar, the Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) or the Company's office at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC (for the holders of Domestic Shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding such meeting or any adjourned meeting (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

21 October 2021

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context otherwise requires:*

“Board”	the board of Directors
“Company”	Shenyang Public Utility Holdings Company Limited, a joint stock limited company incorporated in the PRC and its H Shares are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for in RMB by PRC nationals and/or PRC incorporated entities
“EGM”	an extraordinary general meeting of the Company proposed to be convened and held for the Shareholders to consider, and if appropriate, approve the proposed appointment of executive Director
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, all of which are listed on the main board of the Stock Exchange, and subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 October 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and/or H Shares (as the case may be)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zhang Jing Ming (*Chairman*)

Mr. Leng Xiao Rong

Mr. Chau Ting Yan

*Registered office:*

No. 1-4, 20A, Central Street,  
Shenyang Economic and  
Technological Development Zone,  
the PRC

*Non-executive Directors:*

Mr. Ye Zhi E

Mr. Yin Zong Chen

*Principal place of business in the PRC:*

Room 3802, Block N, Zhidi Mansion,  
No.55, Xinghua North Street,  
Tiexi District, Shenyang,  
the PRC

*Independent Non-executive Directors:*

Mr. Luo Zhuo Qiang

Mr. Guo Lu Jin

Ms. Gao Hong Hong

*Principal place of business in Hong Kong:*

Room 2507, 25/F.,  
Tower 1, Lippo Centre,  
89 Queensway,  
Hong Kong

21 October 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 11 October 2021 (the “**Announcement**”) in relation to among other things, nomination of the executive Director.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the notice of the EGM and the further information regarding the resolution to be proposed at the EGM in relation to the proposed appointment of executive Director, so that you may make informed decisions on such resolution at the EGM.

### PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Huang Chunfeng (“**Mr. Huang**”), currently a chief executive officer of the Company, has been nominated as a candidate for election as an executive Director at the EGM, in replacement of the existing executive Director, Mr. Chau Ting Yan.

The Board has taken various factors for the diversity of Board members, including but not limited to cultural and educational background, professional experience, skills and knowledge, into consideration in nominating Mr. Huang. The nomination was based on the value of the candidate and his contributions to the Board, taking full account of the benefits of the diversity of Board members with objective conditions, and in accordance with relevant requirements of laws, regulations and securities regulators. With many years of financing and operation experience, Mr. Huang is a good addition to the Board to better monitor the implementation of the Company’s strategic development plans.

Under the articles of association of the Company, Shareholders’ approval at the general meeting is required for the appointment of Directors. The appointment of Mr. Huang is subject to the Shareholders’ approval at the EGM.

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

Mr. Huang, aged 44, obtained a bachelor’s degree from the School of Finance of Zhengzhou University in 2002, a master’s degree in business administration from the Graduate School of Chinese Academy of Social Sciences in 2013 and a master’s degree in EMBA from China Europe International Business School (CEIBS) in 2017. From 1998 to 2010, he successively worked in the sub-branch directly under Henan Branch of Industrial and Commercial Bank of China Limited (stock code: 601398) and the Zhengzhou Branch of Shanghai Pudong Development Bank Co., Ltd. (stock code: 600000). From 2010 to 2013, he successively served as vice president of the Xueyuan South Road sub-branch under Beijing Branch of Bank of Shanghai Co., Ltd. (stock code: 601229) and Beijing Dongzhimen sub-branch of Bank of Jiangsu. From 2014 to 2016, he was the general manager of Beijing Guo Tai Zhong Tou Investment Funds Management Co., Ltd. (國泰中投(北京)投資基金管理有限公司). From 2016 to 2019, he has been the chairman of Chuang Xing Yuan Asset Management Co., Ltd. (共創星原資產管理有限公司). Since March 2019, Mr. Huang has been serving as a chief executive officer of the Company. Mr. Huang has extensive experience in the areas of finance, investment and corporate management.

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## LETTER FROM THE BOARD

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Subject to the approval of the Shareholders on his appointment at the EGM, the Company will enter into a service contract with Mr. Huang 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. Huang 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. Huang as an executive Director on the upcoming EGM, Mr. Huang will continue to serve as the chief executive officer of the Company.

Save as disclosed above, Mr. Huang has confirmed that he 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 herein, Mr. Huang does not hold any other directorships in any listed companies in Hong Kong or overseas in the last three years.

Mr. Huang 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.

### **EGM**

As required by the articles of association of the Company and the relevant PRC laws and regulations, the EGM will be held to approve the proposed appointment of executive Director by way of ordinary resolution.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders or any of their associates have any material interests on the resolution proposed at the EGM. Accordingly, no Shareholders are required to abstain from voting on the resolution to be approved at the EGM.

The notice convening the EGM to be held at 3 p.m. on 5 November 2021 at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC, is set out on pages EGM-1 to EGM-2 of this circular.

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## LETTER FROM THE BOARD

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The form of proxy for use at the EGM is enclosed with this circular. Whether or not the Shareholders are able to attend such meeting or any adjourned meeting, they are requested to complete the form of proxy to the Company's H share registrar in Hong Kong, the Hong Kong Registrars Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares only) or the Company's office at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC (for the holders of Domestic Shares only) as soon as possible and in any event not less than 24 hours before the time of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the meeting or at any adjourned meeting should they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the Company will procure the chairman of the EGM to demand for voting on poll in respect of the ordinary resolution to be proposed at the EGM and Hong Kong Registrars Limited will serve as the scrutineer for the vote-taking.

### **BOOK CLOSURE PERIOD**

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from 2 November 2021 to 5 November 2021 (both days inclusive), during which period no transfer of Shares will be effected. To be eligible to attend and vote at the EGM, all transfer documents must be lodged with the H Share Registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 1 November 2021 (for holders of H Shares only) or the Company's office 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC no later than 4:00 p.m. on 1 November 2021 (for the holders of Domestic Shares only).

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the proposed appointment of executive Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

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

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## NOTICE OF EGM

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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)

### NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING FOR 2021

**NOTICE IS HEREBY GIVEN** that the third extraordinary general meeting for 2021 (the “**EGM**”) of Shenyang Public Utility Holdings Company Limited (the “**Company**”) will be held at 3 p.m. on 5 November 2021 (Friday) at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC for the following purposes:

#### **BY WAY OF ORDINARY RESOLUTION:**

1. To consider and approve the appointment of Mr. Huang Chunfeng as an executive director of the current session of board of the Company.

By Order of the Board

**Shenyang Public Utility Holdings Company Limited**

**Zhang Jing Ming**

*Chairman*

Shenyang, the PRC, 21 October 2021

#### *Notes:*

1. Each shareholder entitled to attend and vote at the EGM is entitled to appoint in written form one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a member of the Company. Shareholders or their proxies are entitled to attend the EGM and vote.
2. To be valid, the proxy form together with the certified power of attorney or authority (if any) must be delivered to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and in case of holders of domestic shares, with the Company's office at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC not later than 24 hours before the time appointed for holding the EGM or the time appointed for passing the resolution or any adjournment thereof. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Shareholders or their proxies shall produce their identity documents when attending the EGM.

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## NOTICE OF EGM

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4. The register of the members of the Company will be closed from 2 November 2021 to 5 November 2021 (both dates inclusive), during which period no transfers of H shares will be effected.
5. Shareholders whose names appear on the register of members of the Company on 1 November 2021 will be entitled to attend and vote at the EGM.
6. To be eligible to attend and vote at the EGM, all transfer documents must be lodged with the H Share Registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 1 November 2021 (for holders of H Shares only) or the Company's office at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC no later than 4:00 p.m. on 1 November 2021 (for the holders of Domestic Shares only).
7. The EGM is expected to last for less than one day. Shareholders and their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.