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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Shenyang Public Utility Holdings Company Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 30 January 2024 (or immediately after the conclusion of H Shareholders Class Meeting or any adjournment thereof to be held at 10:30 a.m. on the same day) at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC for the following purpose:

I. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT:**

To consider and approve the resolution of the board of directors of the Company (the “**Board**”) in relation to the proposed amendments (the “**Proposed Amendments**”) to the existing Articles of Association of the Company, details of which are set out in the appendix to the circular of the Company dated 11 January 2024 in relation to, among other things, the Proposed Amendments, and to approve and confirm the same, and to authorise the Board to make appropriate amendments to the wordings of the Proposed Amendments and execute all documents and/or take all actions in relation to such Proposed Amendments as the Board may, in its absolute discretion, consider necessary or desirable in accordance with the relevant regulatory requirements of the relevant PRC authorities or the places where the Company is listed (as amended from time to time) and/or to deal with other related matters arising from the Proposed Amendments.”

II. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT:

To consider and approve the resolution of the board of directors of the Company (the **“Board”**) in relation to the proposed amendments (the **“Proposed Amendments”**) to the existing Rules of Procedure for General Meeting of the Company (details of which are set out in the appendix to the circular of the Company dated 11 January 2024 in relation to, among other things, the Proposed Amendments) and to approve and confirm the same, and to authorise the Board to make appropriate amendments to the wordings of the Proposed Amendments and execute all documents and/or take all actions in relation to such Proposed Amendments as the Board may, in its absolute discretion, consider necessary or desirable in accordance with the relevant regulatory requirements of the relevant PRC authorities or the places where the Company is listed (as amended from time to time) and/or to deal with other related matters arising from the Proposed Amendments.”

III. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT:

To consider and approve the resolution of the board of directors of the Company (the **“Board”**) in relation to the proposed amendments (the **“Proposed Amendments”**) to the existing Rules of Procedures for the Board of Directors of the Company (details of which are set out in the appendix to the circular of the Company dated 11 January 2024 in relation to, among other things, the Proposed Amendments) and to approve and confirm the same and to authorise the Board to make appropriate amendments to the wordings of the Proposed Amendments and execute all documents and/or take all actions in relation to such Proposed Amendments as the Board may, in its absolute discretion, consider necessary or desirable in accordance with the relevant regulatory requirements of the relevant PRC authorities or the places where the Company is listed (as amended from time to time) and/or to deal with other related matters arising from the Proposed Amendments.”

IV. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT:

To consider and approve the resolution of the board of directors of the Company (the **“Board”**) in relation to the proposed amendments (the **“Proposed Amendments”**) to the existing Rules of Procedure for the Supervisory Committee of the Company (details of which are set out in the appendix to the circular of the Company dated 11 January 2024 in relation to, among other things, the Proposed Amendments) and to approve and confirm the same and to authorise the Board to make appropriate amendments to the wordings of the Proposed Amendments and execute all documents and/or take all actions in relation to such Proposed Amendments as the Board may, in its absolute discretion, consider necessary or desirable in accordance with the relevant regulatory requirements of the relevant PRC authorities or the places where the Company is listed (as amended from time to time) and/or to deal with other related matters arising from the Proposed Amendments.”

V. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT:

- A. To consider and approve the election of Mr. Zhang Jing Ming as the chairman and executive Director of the ninth session of the Board of the Company.
- B. To consider and approve the election of Mr. Leng Xiao Rong as executive Director of the ninth session of the Board of the Company.
- C. To consider and approve the election of Mr. Huang Chunfeng as executive Director of the ninth session of the Board of the Company.
- D. To consider and approve the election of Mr. Chau Ting Yan as non-executive Director of the ninth session of the Board of the Company.
- E. To consider and approve the election of Mr. Luo Zhuo Qiang as independent non-executive Director of the ninth session of the Board of the Company.
- F. To consider and approve the appointment of Ms. Jiang Hai Ling as independent non-executive Director of the ninth session of the Board of the Company.
- G. To consider and approve the appointment of Mr. Mao Hai Bin as independent non-executive Director of the ninth session of the Board of the Company.
- H. To consider and approve the election of Mr. Wang Xing Ye as the chairman of the ninth session of the Supervisory Committee of the Company and shareholder’s representative Supervisor.

- I. To consider and approve the election of Mr. Fang Wei Ran as employee's representative Supervisor of the ninth session of the Supervisory Committee of the Company.
- J. To consider and approve the appointment of Mr. Chen Bin as the shareholder's representative Supervisor of the ninth session of the Supervisory Committee of the Company."

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

Shenyang, the PRC, 11 January 2024

Notes:

1. Each shareholder of the Company (the "**Shareholder**") entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. In the case of joint holders of any shares, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such shares at the EGM, and this notice shall be deemed to be given to all joint holders of such shares.
2. Where there are joint holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
3. To be valid, the proxy form together with the certified power of attorney or authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be delivered to the Company's H share registrar, Hong Kong Registrars Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders only) or the Company's office at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC (for Domestic Shareholders only) not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be) or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of the members of the Company will be closed from 25 January 2024 to 30 January 2024 (both dates inclusive), during which period no transfers of shares of the Company will be effected. In order to determine shareholders' entitlement to attend and vote at the EGM, all transfer documents together with relevant H Share certificates must be delivered to the Company's 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 24 January 2024 (for H Shareholders 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 24 January 2024 (for Domestic Shareholders only). Shareholders whose names appear on the register of members on 30 January 2024 will be entitled to attend the EGM.
5. Shareholders or their proxies shall produce their identity documents when attending the EGM.
6. 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.

7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions” after super typhoons is in effect any time at or before 7 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.shenyang747.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. Zhang Jing Ming, Mr. Huang Chunfeng and Mr. Leng Xiao Rong, the non-executive directors of the Company are Mr. Chau Ting Yan and Mr. Yin Zong Chen, and the independent non-executive directors of the Company are Mr. Guo Lu Jin, Mr. Luo Zhuo Qiang and Ms. Gao Hong Hong.