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东胜智慧城市服务

ORIENT VICTORY SMART URBAN SERVICES

ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED

東勝智慧城市服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

- (1) PROPOSED CHANGE OF COMPANY NAME;**
(2) PROPOSED AMENDMENTS TO THE EXISTING M&A AND
PROPOSED ADOPTION OF THE NEW M&A; AND
(3) RETIREMENT OF NON-EXECUTIVE DIRECTOR

(1) PROPOSED CHANGE OF COMPANY NAME

The Company proposes to change the English name of the Company from “ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED” to “GANGYU SMART URBAN SERVICES HOLDING LIMITED” and to adopt “港譽智慧城市服務控股有限公司” as the Chinese name of the Company in place of its existing Chinese name of “東勝智慧城市服務控股有限公司”.

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the 2024 AGM; and (ii) the approval of the Proposed Change of Company Name by the Registrar of Companies in the Cayman Islands.

(2) PROPOSED AMENDMENTS TO THE EXISTING M&A AND PROPOSED ADOPTION OF THE NEW M&A

The Company proposes to make certain amendments to the Existing M&A and adopt the New M&A.

The Proposed Amendments by way of adoption of the New M&A are subject to the passing of a special resolution by the Shareholders at the 2024 AGM.

GENERAL

A circular containing, among other things, details regarding (i) the Proposed Change of Company Name; and (ii) the Proposed Amendments by way of adoption of the New M&A, together with a notice to convene the 2024 AGM will be despatched to the Shareholders on or before 21 May 2024.

(3) RETIREMENT OF NON-EXECUTIVE DIRECTOR

The Company announces that Ms. Chang has notified the Board that she will retire as a non-executive Director with effect from the Effective Date to dedicate more time to her family, pursue personal interests as well as to explore new ventures.

(1) PROPOSED CHANGE OF COMPANY NAME

The Company proposes to change the English name of the Company from “ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED” to “GANGYU SMART URBAN SERVICES HOLDING LIMITED” and to adopt “港譽智慧城市服務控股有限公司” as the Chinese name of the Company in place of its existing Chinese name of “東勝智慧城市服務控股有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the 2024 AGM; and (ii) the approval of the Proposed Change of Company Name by the Registrar of Companies in the Cayman Islands.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution regarding the Proposed Change of Company Name at the 2024 AGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date on which the new name of the Company in both English and Chinese is registered by the Registrar of Companies in the Cayman Islands as set out in the certificate of incorporation on change of name to be issued by the Registrar of Companies in the Cayman Islands. The Company will then comply with the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name can emphasize the Company's vision to be a reputable and esteemed HK-listed company, reflecting the Board's expectation of the Company on its existing businesses and future development strategy. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Group's daily business operation or its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company (in both English and Chinese). Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the new name becomes effective.

Upon the Proposed Change of Company Name becoming effective, any new issue of certificates of securities thereafter will only be issued in the new name of the Company.

Further announcement will be made by the Company in relation to the effective dates of the Proposed Change of Company Name and the change of the English and Chinese stock short names of the Company.

(2) PROPOSED AMENDMENTS TO THE EXISTING M&A AND PROPOSED ADOPTION OF THE NEW M&A

The Board proposes to make certain amendments to the Existing M&A, in order to, among other things, (i) bringing the Existing M&A in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the mandatory electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) incorporating certain consequential and housekeeping amendments.

Accordingly, the Board proposes to adopt the New M&A in substitution for, and to the exclusion of, the Existing M&A. The Proposed Amendments brought about by the adoption of the New M&A are subject to the approval of the Shareholders by way of a special resolution to be proposed in the 2024 AGM.

GENERAL

The 2024 AGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Proposed Change of Company Name.

A circular containing, among other things, details regarding (i) the Proposed Change of Company Name; and (ii) the Proposed Amendments by way of adoption of the New M&A, together with a notice to convene the 2024 AGM will be despatched to the Shareholders on or before 21 May 2024.

(3) RETIREMENT OF NON-EXECUTIVE DIRECTOR

The Company announces that Ms. Chang Meiqi (“**Ms. Chang**”) has notified the Board that she will retire as a non-executive Director with effect from the conclusion of the 2024 AGM (the “**Effective Date**”) for the reason that she wishes to dedicate more time to her family, pursue personal interests as well as to explore new ventures.

Ms. Chang has confirmed that she has no disagreement with the Board and that there are no other matters in relation to her retirement that need to be brought to the attention of the shareholders of the Company.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEE

Following the retirement of Ms. Chang, she will cease to be a member of the audit committee of the Company from the Effective Date. The Board will appoint an appropriate Director to fill the casual vacancies and publish a further announcement in accordance with the Listing Rules.

The Board would like to take this opportunity to express its gratitude and appreciation to Ms. Chang for her valuable contributions to the Company and the Board.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“2024 AGM”	the annual general meeting of the Company to be convened and held on Friday, 28 June 2024 at 11 a.m., or any adjournment thereof
“Board”	the board of Directors
“Company”	ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED (東勝智慧城市服務控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Existing M&A”	the existing amended and restated memorandum and articles of association of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New M&A”	the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the 2024 AGM

“Proposed Amendments”	the proposed amendments to the Existing M&A, in order to, among other things, (i) bringing the Existing M&A in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the mandatory electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) incorporating certain consequential and housekeeping amendments
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED” to “GANGYU SMART URBAN SERVICES HOLDING LIMITED” and to adopt “港譽智慧城市服務控股有限公司” as the Chinese name of the Company in place of its existing Chinese name of “東勝智慧城市服務控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Orient Victory Smart Urban Services Holding Limited
Lee On Wing
Company Secretary

Hong Kong, 16 May 2024

As at the date of this announcement, the Board comprises three executive Directors, being Mr. Shi Baodong, Mr. Zhao Huining and Mr. Mo Yueming, one non-executive Director, being Ms. Chang Meiqi, and three independent non-executive Directors, being Mr. Dong Xiaojie, Mr. He Qi and Mr. Swei Feng-jih.