

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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 FIRST EXTRAORDINARY GENERAL MEETING FOR 2012**

The meeting of the board of the directors (the “Board”) of Shenyang Public Utility Holdings Company Limited (the “Company”) was held on 14 December 2011. At the meeting, it was discussed that pursuant to the service agreements of each of the directors and the supervisors of the Company, the term of their appointment, which cannot exceed three years pursuant to the Company Law of the People’s Republic of China, will expire on 11 February 2012. Upon expiry of the term, the directors and supervisors shall be eligible for re-election and re-appointment in the first extraordinary general meeting for 2012. The term of the proposed directors (the “Proposed Directors”) and the proposed supervisors (the “Proposed Supervisors”) will be for a period of three years which is proposed to commence on 12 February 2012 and will expire on 11 February 2015.

### **PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS**

The existing directors, namely (i) Mr. An Mu Zong, Mr. Alex Chow Ka Wo, Mr. Wang Hui and Mr. Wang Zai Xing will offer themselves for re-election as executive directors; (ii) Mr. Bao Yi Qiang will offer himself for re-election as non-executive director; and (iii) Mr. Cai Lian Jun, Mr. Wong Kai Tat and Mr. Chan Ming Sun Jonathan will offer themselves for re-election as independent non-executive directors. The existing supervisors namely Mr. Wang Xing Ye and Mr. Lu Ming will offer themselves for re-election as supervisors.

### **PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS**

In addition to the proposed re-election of directors and supervisors, the Board proposed to appoint the following new appointments to constitute the fifth session of the board of directors (the “Board of Directors”) and the board of supervisors (the “Board of Supervisors”) of the Company: (i) Ms. Zhang Lei Lei as non-executive director; (ii) Mr. Wei Jie Sheng as independent non-executive director; and (iii) Ms. Qian Fang Fang as supervisor.

## **FIRST EXTRAORDINARY GENERAL MEETING FOR 2012**

It was resolved by the Board that the first extraordinary general meeting for 2012 (the “EGM”) of the Company will be held on 9 February 2012 (Thursday) at 10:00 a.m. at the Conference Room of Lexington Shenyang Rich Gate Hotel, Shenyang, the PRC for the following purposes:

### **BY WAY OF ORDINARY RESOLUTIONS**

1. To consider and approve the appointment of Zhonglei (HK) CPA Company Limited as the auditor of the Company;
2.
  - (a) To consider and approve the re-election of Mr. An Mu Zong as an executive director of the fifth Board of Directors of the Company;
  - (b) To consider and approve the re-election of Mr. Alex Chow Ka Wo as an executive director of the fifth Board of Directors of the Company;
  - (c) To consider and approve the re-election of Mr. Wang Hui as an executive director of the fifth Board of Directors of the Company;
  - (d) To consider and approve the re-election of Mr. Wang Zai Xing as an executive director of the fifth Board of Directors of the Company;
  - (e) To consider and approve the re-election of Mr. Bao Yi Qiang as a non-executive director of the fifth Board of Directors of the Company;
  - (f) To consider and approve the appointment of Ms. Zhang Lei Lei as a non-executive director of the fifth Board of Directors of the Company;
  - (g) To consider and approve the re-election of Mr. Cai Lian Jun as an independent non-executive director of the fifth Board of Directors of the Company;
  - (h) To consider and approve the re-election of Mr. Wong Kai Tat as an independent non-executive director of the fifth Board of Directors of the Company;
  - (i) To consider and approve the re-election of Mr. Chan Ming Sun Jonathan as an independent non-executive director of the fifth Board of Directors of the Company; and
  - (j) To consider and approve the appointment of Mr. Wei Jie Sheng as an independent non-executive director of the fifth Board of Directors of the Company.

(Profiles of the above Proposed Directors are set out in Annex I.)

3. (a) To consider and approve the re-election of Mr. Wang Xing Ye as a supervisor of the fifth Board of Supervisors of the Company;
- (b) To consider and approve the re-election of Mr. Lu Ming as a supervisor of the fifth Board of Supervisors of the Company; and
- (c) To consider and approve the appointment of Ms. Qian Fang Fang as a supervisor of the fifth Board of Supervisors of the Company;

(Profiles of the above Proposed Supervisors are set out in Annex I.)

4. To consider and approve the remunerations of the directors and supervisors under the fifth Board of Directors and the fifth Board of Supervisors of the Company.

By order of the Board  
**An Mu Zong**  
*Chairman*

Shenyang, the PRC, 15 December 2011

*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 and vote at the EGM.
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 46/F, Hopewell Centre, 183 Queen's Road East, Hong Kong or the place of operation of the Company at 14/F, Jin Mao International Apartment, 1 Xiao Dong Road, Da Dong District, Shenyang, the People's Republic of China not less than 24 hours before the time of the EGM.
3. Shareholders or their proxies shall bring along with their identity documents when attending the EGM.
4. The register of the members of the Company will be closed from 19 January 2012 to 9 February 2012 (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 at the closing of business on 19 January 2012 will be entitled to attend and vote at the EGM.
6. Shareholders who intend to attend the EGM should complete the reply slip for attending the EGM and return it to the Company's H Share registrar, Hong Kong Registrars Limited at 46/F, Hopewell Centre, 183 Queen's Road East, Hong Kong or the place of operation of the Company at 14/F, Jin Mao International Apartment, 1 Xiao Dong Road, Da Dong District, Shenyang, the People's Republic of China on or before 19 January 2012. The reply slip may be delivered by hand, by post or by facsimile at (852) 31862910. Completion and return of the reply slip shall not affect the shareholder's right to attend and vote at the EGM pursuant to note 5 above.
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.

As at the date of this announcement, the directors of the Company are as follows:

*Executive directors:* Mr. An Mu Zong, Mr. Wang Zai Xing, Mr. Alex Chow Ka Wo and Mr. Wang Hui

*Non-executive directors:* Mr. Bao Yi Qiang

*Independent non-executive directors:* Mr. Cai Lian Jun, Mr. Wong Kai Tat and Mr. Chan Ming Sun Jonathan

## **Annex I**

Biographies of the candidates for the new term of directors and supervisors are as follows:

### **Proposed Directors**

Mr. An Mu Zong, born in April 1964, graduated from Beijing Aeronautics College (北京航空學院) in June 1987. Mr. An worked as a manager of corporate development department in Lenovo Group from 1989 to 1992, a broker in Zhongshang (Chinese Merchants) Future Commodity Exchange (中商期貨交易所) from 1993 to 1996 and a vice-president of the Company from 2002 to 2009. He is a chairman of the board of the Company. Mr. An has extensive experience in the development of real estate projects and corporate management.

Mr. Wang Hui, born in May 1975. Mr. Wang graduated from Peking University (北京大學) in June 2001 with a master's degree in economics. Mr. Wang has worked in the Company since March 2002 and is currently the president of the Company. Mr. Wang has extensive experience in corporate operation, reorganization, and mergers and acquisitions.

Mr. Wang Zai Xing, born in November 1970. Mr. Wang graduated from Beijing Forestry University (北京林業大學) in June 1993 with a bachelor's degree in statistics. Since March 1999, he has been a financial manager of Beijing Beida Jade Bird Company Limited and the chief financial officer of the Company. Mr. Wang is a certified public accountant in PRC and has extensive experience in corporate reorganization, asset appraisal and auditing.

Mr. Bao Yi Qiang, born in 1971. Mr. Bao graduated from Anhui Finance & Trade College (安徽財貿學院) in July 1992 majoring in auditing. Mr. Bao is a certified public accountant in the People's Republic of China. He was a project manager of auditing in Zhonglei Certified Public Accountants and currently serves as deputy general manager of Beijing Mingde Guangye Investment Consultant Company Limited and the vice chairman of the Company. Mr. Bao has extensive experience in financial management, auditing and corporate management.

Ms. Zhang Lei Lei, born in July 1978. Ms. Zhang graduated with a bachelor's degree in accounting from the Anhui Finance & Trade College (安徽財貿學院) in July 2000. From 2002 until now, Ms. Zhang has been working as the officer of Land and Real Estate Research Center, China Development Institute (中國綜合開發研究院); and the general manager of Investment Department and the director of Beijing Qian Jing Real Estate Investment Company Limited (北京前景置地投資有限公司). Ms. Zhang has extensive experience in the negotiation, investment, development and management of large consolidated real estate projects.

Mr. Cai Lian Jun, born in December 1950, is a senior accountant. Since 1992, Mr. Cai had worked in the Management Committee of Beijing Daxing Industrial Development Zone (北京市大興工業開發區管理委員會) and served as the party secretary, head of management committee and general manager in Beijing Daxing Industrial Development Zone Operation General Corporation (北京市大興工業開發區經營總公司). He was the secretary of Industry Committee of Beijing Daxing District Committee (北京市大興區委工業工委書記) during the period from November 2001 to July 2004, Mr. Cai is currently retired.

Mr. Chow Ka Wo Alex, born in 1967. Mr. Chow holds a Bachelor of Arts degree in Applied Mathematics and Economics from the University of California at Berkeley and a Master of Arts degree in Economics from the Cornell University in the United States. He is the director of Karl Thomson Financial Advisory Limited, a subsidiary of Karl Thomson Holdings Limited (stock code:0007). He has been responsible for the operation of the investment banking business of the group since March 2002. Mr. Chow was an executive director of Sino Katalytics Investment Corporation (stock code: 2324).

Mr. Wong Kai Tat, aged 59. Mr. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants. He holds an LLB (Honours) degree from the University of Hong Kong, a bachelor's degree of Business Administration from the University of Iowa, U.S.A., a master of business administration degree from the University of Strathclyde, Scotland, a master of applied finance degree from Macquarie University, Australia, a master of corporate finance degree from Hong Kong Polytechnic University and an honorary doctor of law degree from Armstrong University in the U.S.A. Mr. Wong has been an executive director of Great world Company Holdings Limited (stock code: 8003) and is currently the chairman of the Audit Committee of the Company.

Mr. Chan Ming Sun Jonathan, aged 39. Mr. Chan is currently an associate director of Go-To-Asia Investment Limited, an independent non-executive director of capital VC limited (stock code: 2324) and an independent non-executive director of China Data Broadcasting Holdings Limited (stock code: 8016). Mr. Chan graduated with a Bachelor of Commerce degree in Accounting and Computer Information System from the University of New South Wales, Australia. He is currently a member of both the Hong Kong Institute of Certified Public Accountants and Certified Public Accountants, Australia.

Mr. Wei Jie Sheng, born in October 1962. Mr. Wei graduated from Guangdong Provincial Committee Party School(廣東省委黨校) with a postgraduate degree in economics. Mr. Wei worked as an assistant to the director of Shantou Trading Committee (汕頭貿易委員會) from July 1998 to July 2002, a deputy general manager of Shenzhen CITIC Real Estate Development Company Limited from August 2002 to May 2004. Mr. Wei also worked in Shenzhen Changcheng Investment Holding Co., Ltd from June 2004 to December 2004 and promoted to be a deputy general manager of Shenzhen Changcheng Investment Holding Co., Ltd from December 2004 until now. Mr. Wei has profound experience in corporate operations management and property development business.

## **Proposed Supervisors**

Mr. Wang Xing Ye, born in June 1977, graduated from the Xian University of Technology with a bachelor's degree in economics in 1999 and graduated from Peking University of School of Government with a profession of political science and public administration. Mr. Wang is currently the manager of the Division of Listing Rules Compliance in Beijing Beida Jade Bird Universal Sci-Tech Company Limited and the Chairman of the Board of Supervisors of the Company. He has profound experience in investment and financing, asset and business reorganization.

Mr. Lu Ming, born in April 1973, graduated from Shenyang University of Technology with a bachelor's degree in electronic measurement technology in September 1996. During the period from September 1996 to May 1997, Mr. Lu worked in Shenyang Construction Investment Company. Mr. Lu has been working under the President's Office of the Company since May 1997. He is currently the senior manager of the President's Office and also the employee supervisor.

Ms. Qian Fang Fang, born in March 1983, graduated from the Northwest University of professional accounting with a bachelor's degree in management in 2006, and was conferred a master's degree in management in 2008. Since 2009 to 2011, Ms. Qian had worked in various positions, such as an accountant of Shanghai Greenchem Trading Co., Ltd, a funding manager of Shenzhen Hillton Optoelectronics Co., Ltd. Ms. Qian has profound experience in capital management, cost management and corporate accounting practices.

The above Proposed Directors and Proposed Supervisors will have a term of service from 12 February 2012 to 11 February 2015. In accordance with the previous emolument standard of the Company, the emoluments of Proposed Directors of the fifth Board of Directors namely Mr. An Mu Zong, Mr. Wang Zai Xing, Mr. Wang Hui, Mr. Bao Yi Qiang, Mr. Cai Lian Jun, Mr. Wei Jie Sheng and Ms. Zhang Lei Lei are proposed to be RMB30,000 per annum, the emoluments of Proposed Directors namely Mr. Chow Ka Wo Alex, Mr. Wong Kai Tat and Mr. Chan Ming Sun Jonathan are proposed to be RMB120,000 per annum and the emoluments of Proposed Supervisors are proposed to be RMB15,000 per annum. Other than Mr. Bao Yi Qiang, the above Proposed Directors and Proposed Supervisors are not connected with other directors, senior management, substantial shareholders or controlling shareholders of the Company. Other than Mr. Chow Ka Wo Alex, Mr. Wong Kai Tat and Mr. Chan Ming Sun Jonathan, none of the above Proposed Directors and Proposed Supervisors has taken up and directorship of other listed companies in Hong Kong or overseas over the past 3 years. None of above Proposed Directors and Proposed Supervisors had any interest in the shares of the Company defined under Part XV of the Securities and Futures Ordinance.

In addition, there is no other information in relation to the above Proposed Directors and Proposed Supervisors which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") nor are they involved in any of the matters required to be disclosed pursuant to the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.