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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 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting (“**AGM**”) of Shenyang Public Utility Holdings Company Limited (the “**Company**”) will be held at Conference Room, 3rd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the People's Republic of China at 3:00 p.m. on 15 June 2016 (Wednesday) to consider and approve or to pass the following matters:

I. BY ORDINARY RESOLUTIONS:

1. To consider and approve the reports of the board of directors (the “**Board**”) of the Company for the year ended 31 December 2015;
2. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2015;
3. To consider and approve the reports of the auditors of the Company and its subsidiaries for the year ended 31 December 2015;
4. To consider and approve the profit allocation and dividend distribution proposals for the year ended 31 December 2015;
5. To consider and approve the re-appointment of ZHONGLEI (HK) CPA Company Limited as the auditor of the Company;
6. To consider and approve the appointment of Mr. Chen Jun Feng as the shareholder's representative supervisor of the Sixth Session of the supervisory committee;

II. BY SPECIAL RESOLUTIONS:

1. To consider and approve the grant to the Board of Directors of the Company the general and unconditional mandate to issue and deal with domestic shares and overseas listed foreign shares (“**H Shares**”) independently or concurrently, according to the market conditions and the needs of the Company:

“THAT

- (a) Subject to paragraphs (c) and (d) below and pursuant to the Company Law of the People’s Republic of China (the “**Company Law**”) and the relevant regulatory stipulations (as amended from time to time) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board of Directors be granted a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with new shares during the Relevant Period (as hereinafter defined) and to determine the terms and conditions for the allotment and issue of new shares which include, without limitation, the following terms:
 - (i) class and number of new shares to be issued;
 - (ii) price determination method of new shares and/or issue price (including price range);
 - (iii) the starting and closing dates for the issue of new shares;
 - (iv) class and number of the new shares to be issued to existing shareholders; and
 - (v) the making or granting of offers, agreements and options which might require the exercise of such powers.
- (b) The approval in paragraph (a) shall authorize the Board of Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period.
- (c) The aggregate nominal amount of the new domestic shares and new H Shares allotted, issued and dealt with conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board of Directors pursuant to the approval in paragraph (a), other than the shares issued pursuant to the Rights Issue (as hereinafter defined) or the rights to purchase the shares of the Company under any option scheme or similar arrangement, shall not exceed

20% of each class of the domestic shares and H Shares of the Company in issue as at the date of passing this resolution.

(d) In exercising the powers granted in paragraph (a), the Board of Directors must (i) comply with the Company Law and the Listing Rules; and (ii) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.

(e) For the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12-month period following the passing of this resolution; and
- (iii) the revocation or variation of the mandate granted under this resolution by a special resolution of the Company’s shareholders in a general meeting.

“Rights Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, prorata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.

(f) The Board of Directors, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law, be authorized to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (a) above.

(g) The Board of Directors be authorized to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new shares, provided that the same do not violate the relevant laws, administrative regulations, the relevant regulatory stipulations (as amended from time to time) of the places where the Company is listed and the articles of association of the Company.

(h) Subject to the requirement of the relevant PRC authorities, the Board of Directors be authorized to make appropriate and necessary amendments to the articles of association of the Company after completion of the allotment and issue of new shares according to the method, type and amount of the allotment and issue of new shares by the Company and the actual situation of the shareholding structure of the Company at the time of completion of the allotment and issue of new shares in order to reflect the alteration of the share capital structure and registered capital of the Company pursuant to the exercise of this mandate.”

2. **“THAT**

To consider and approve the Board’s resolution on the proposed amendments to the articles of association of the Company (details of which will be set out in the circular to be dispatched by the Company as soon as practicable) be approved and confirmed, and that the board of directors of the Company be authorized to modify the wordings of such amendments as appropriate and execute all such documents and/or take all such actions as the Board of Directors of the Company may, in its absolute discretion, consider necessary or appropriate in respect of the amendments pursuant to the requirements (if any) under the relevant PRC authorities or the relevant regulatory stipulations (as amended from time to time) of the places where the Company is listed and/or in order to deal with other related issues arising from the amendments to the articles of association of the Company accordingly.”

3. **“THAT**

With effect from the date of passing of this resolution, the proposed change in name of the Company from “瀋陽公用發展股份有限公司 Shenyang Public Utility Holdings Company Limited” to “深圳市金馬控股發展股份有限公司 Shenzhen Jinma Development Holdings Company Limited” be cancelled.“

4. **“THAT**

With effect from the date of passing of this resolution, the proposed change in the registered address of the Company from “瀋陽經濟技術開發區中央大街20甲1-4號 (No.1-4, 20A, Central Street, Shenyang Economic and Technological Development Zone, the PRC)” to “深圳市羅湖區延芳路安業馨園AB棟2樓211 (211, 2nd Floor, Block A and B, An Ye Xin Yuan, Yanfang Road, Luohu, Shenzhen, the PRC)” be cancelled.”

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

Shenyang, the PRC, 30 April 2016

Note:

1. A member of the Company (“**Member**”) entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. In the case of joint holders of any Share, 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 Share at the AGM, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of Domestic shares, with the Company’s office at 2nd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the People’s Republic of China not later than 24 hours before the time appointed for holding the AGM or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The registration in the register of Members will be closed from 17 May 2016 to 15 June 2016, both days inclusive, during which period no transfer of shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company’s H share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 May 2016. Shareholders whose names appear on the register of Members on 16 May 2016 will be entitled to attend the AGM.
4. Whether or not H Shareholders intend to attend the AGM, they are requested to complete the reply slip for the AGM and return it, by hand or by post, to the Company’s H share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 26 May 2016.
5. Whether or not Domestic Shareholders intend to attend to the AGM, they are requested to complete the reply slip for the AGM and return it, by hand or by post, to the Company’s office at 2nd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the People’s Republic of China on or before 26 May 2016.
6. Shareholders or their proxies attending the AGM shall produce their identification documents.

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Jing Ming, Mr. Deng Xiao Gang and Mr. Huang Zhen Kun, the non-executive directors are Mr. Yin Zong Chen and Ms. Li Yu Xiang and the independent non-executive directors are Mr. Chan Ming Sun Jonathan, Mr. He Qing Jia and Mr. Yu Guan Jian.