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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)**

**DISPOSAL OF SHARES BY SUBSTANTIAL SHAREHOLDER**

This announcement is made by Shenyang Public Utility Holdings Company Limited (the “**Company**”), together with its subsidiaries, collectively referred to as the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 17 April 2018 in relation to the transfer of 420,000,000 Domestic Shares of the Company, representing 28.58% of the issued Shares of the Company from Shenzhen Jinma Asset Management Company Limited (“**Shenzhen Jinma**”) to Beijing Huaxia Ding Technology Company Limited\* 北京華夏鼎科技有限公司 (the “**1st Share Transfer**”). As at the date of this announcement, the registration of the 1st Share Transfer has been completed.

On 25 June 2018, the Company was informed by Shenzhen Jinma, that on 25 June 2018, Shenzhen Jinma entered into share transfer agreement (the “**Share Transfer Agreement**”) with Beijing Lichuang weilai Technology Company Limited\* 北京力創未來科技有限公司 (the “**Purchaser**”) pursuant to which Shenzhen Jinma agreed to sell and the Purchaser agreed to purchase 180,000,000 Domestic Shares of the Company, representing 12.25% of the issued Shares of the Company at a consideration of RMB45,000,000 (the “**2nd Share Transfer**”). Pursuant to the Share Transfer Agreement, the consideration shall be settled by the Purchaser within 180 days upon the signing of the Share Transfer Agreement. The completion shall take place on the 180th day upon the signing of the Share Transfer Agreement or such later date as both parties may agree in writing.

To the best knowledge, information and belief of the directors of the Company, the Purchaser is independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and not acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with the Controlling Shareholder.

Upon the Completion of the 1st Share Transfer and the 2nd Share Transfer, Shenzhen Jinma will no longer hold any equity interests in the Company and will no longer be the shareholder of the Company.

**The completion of the 2nd Share Transfer is subject to certain conditions under the Share Transfer Agreement. Shareholders and potential investors are advised to exercise caution when dealing in shares of the Company.**

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

Shenyang, the PRC, 25 June 2018

*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 Ms. Gao Hong Hong.*

\* *For identification purpose only*