**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shenyang Public Utility Holdings Company Limited (the "**Company**"), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.



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)**

# (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
# (2) GENERAL MANDATE TO ISSUE SHARES;
# (3) PROPOSED APPOINTMENT OF DIRECTORS; AND
# (4) NOTICE OF ANNUAL GENERAL MEETING FOR 2014

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the annual general meeting for 2014 of the Company to be held at conference room, 3rd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC at 3:00 p.m. on 24 June 2015 is set out on pages 10 to 14 of this circular. Whether or not you are able to attend such meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's H share registrar, the Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the Company's office at 2nd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC (for Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the time appointed for holding such meeting or any adjourned meeting (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

11 June 2015

# CONTENTS

*Page*

*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

| | |
|---|---|
| "AGM" | an annual general meeting of the Company for the financial year ended 31 December 2014 to be convened and held at the conference room, 3rd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC at 3:00 p.m. on 24 June 2015 |
| "Articles" | the articles of association of the Company |
| "Board" | the board of Directors |
| "Company" | Shenyang Public Utility Holdings Company Limited* (瀋陽公用發展股份有限公司), a joint stock limited company incorporated in the PRC and whose H Shares are listed on the main board of the Stock Exchange |
| "Directors" | directors of the Company |
| "Domestic Share(s)" | ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for in RMB by PRC nationals and/or PRC incorporated entities |
| "Essential Clauses" | the essential clauses for the articles of association of the PRC companies seeking a listing outside the PRC |
| "General Mandate" | a new general mandate to issue Domestic Shares and H Shares representing up to the limit of 20% of each of the aggregate nominal values of Domestic Shares and H Shares of the Company in issue respectively on the date of passing the relevant resolution |
| "Group" | the Company and its subsidiaries |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "H Share(s)" | overseas listed foreign ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, all of which are listed on the main board of the Stock Exchange, and subscribed for and traded in Hong Kong dollars |

* *For identification purposes only*

| | |
|---|---|
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "PRC" | the People's Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| "Share(s)" | Domestic Shares and/or H Shares (as the case may be) |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "%" | per cent. |

濬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)**

*Executive Directors:*
Mr. Ma Zhong Hong *(Chairman)*
Mr. Deng Xiao Gang *(Chief Executive Officer)*
Mr. Huang Zhen Kun

*Non-Executive Directors:*
Ms. Zhang Lei Lei
Mr. Yin Zong Chen

*Independent Non-executive Directors:*
Mr. Chan Ming Sun Jonathan
Mr. He Qing Jia
Mr. Yu Guan Jian

*Registered office:*
No. 1–4, 20A, Central Street,
Shenyang Economic and
Technological Development Zone,
the PRC

*Principal place of business in the PRC:*
2nd Floor, No. 498,
Yanfang Road,
Luohu, Shenzhen

*Principal place of business in Hong Kong:*
3rd Floor,
Alliance Building,
130–136 Connaught Road Central,
Hong Kong

11 June 2015

*To the Shareholders*

Dear Sir or Madam,

# (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
# (2) GENERAL MANDATE TO ISSUE SHARES;
# (3) PROPOSED APPOINTMENT OF DIRECTORS; AND
# (4) NOTICE OF ANNUAL GENERAL MEETING FOR 2014

## INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the further information regarding the resolutions to be proposed at the AGM in relation to (i) the proposed amendments to the Articles; (ii) granting the Directors the General Mandate and (iii) proposed appointment of Directors so that you may make informed decisions on such resolutions at the AGM.

## (I) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 5 May 2015, the placing of 84,080,000 new H-Shares of the Company has been completed and an aggregate of 84,080,000 new H-Shares has been successfully placed to not less than six placees.

On 22 May 2015, the Company entered into the subscription agreements with six individual subscribers respectively pursuant to which the Company has conditionally agreed to allot and issue an aggregate of 120,000,000 Domestic Shares to the Subscribers. On 9 June 2015, the subscription has been completed and an aggregate of 120,000,000 Domestic Shares had been successfully issued to the subscribers.

For the purpose of reflecting the issuance of new H-Shares and Domestic Shares and complying with the relevant laws and regulations in the PRC and, including the fulfillment of registration procedures with Shenyang Administration for Industry and Commerce (瀋陽市工商行政管理局) in relation to the issuance of new Domestic Shares and the increase in numbers of the Domestic Shareholders, a special resolution will be proposed at the AGM to approve the necessary amendments to the Articles.

Details regarding the proposed amendments to the Articles are set out in Appendix to this circular. The proposed amendments to the Articles are subject to the passing of the special resolution at the AGM by the Shareholders and completion of the registration procedures with Shenyang Administration for Industry and Commerce as well as relevant governmental authorities in the PRC. Prior to the proposed amendments to the Articles becoming effective, the existing Articles will continue to be in force.

The Company's legal advisers have confirmed to the Company that the proposed amendments to the Articles comply with the requirements of the Listing Rules and the laws of the PRC. Furthermore, the Directors have confirmed to the Stock Exchange that there is nothing unusual about the proposed amendments to the Articles for a company listed in Hong Kong.

## (II) GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed by the Company to give the Directors a general mandate to issue, allot and deal with Domestic Shares and H Shares independently or concurrently, not exceeding 20% of the aggregate nominal amount of Domestic Shares in issue and 20% of the aggregate nominal amount of H Shares in issue, in each case as at the date of approval of such resolution. As at the Latest Practicable Date, a total of 720,000,000 Domestic Shares and 504,480,000 H Shares were issued. Subject to the passing of the proposed resolution granting the General Mandate to the Directors and on the basis that no Shares will be issued by the Company prior to the AGM, the Company will be allowed under the General Mandate to issue a maximum of 144,000,000 Domestic Shares and 100,896,000 H Shares. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC.

The General Mandate will, if granted, remain effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the twelve-month period following the passing of such resolution; and (iii) its revocation or variation by a special resolution of the Shareholders in general meeting.

**(III) PROPOSED APPOINTMENT OF DIRECTORS**

The Board resolved to nominate (i) Mr. Zhang Jing Ming ("**Mr. Zhang**") as an executive director of the sixth session of the Board; and (ii) Ms. Li Yu Xiang ("**Ms. Li**") as a non-executive director of the Sixth Session of the Board. Under the Articles of the Company, Shareholders' approval at the general meeting is required for the appointment of directors.

Biographical details of Mr. Zhang and Ms. Li are set out as follows:

**Mr. Zhang Jing Ming (張敬明先生)**, aged 58, graduated from Shantou Business School. Since 1986, Mr. Zhang has successively worked as the deputy manager of Guangdong Haining Paper Packing Company Limited* (廣東海寧紙品包裝有限公司), the vice president of Hong Kong Hai Yuan Industry Group Limited, the director and vice president of Jintian Industrial (Group) Company Limited* (金田實業(集團)股份有限公司). Mr. Zhang currently works as the managing director and legal representative and chairman of Beijing Zhongjin Chuangzhan Real Estate Development Company Limited* (北京中金創展房地產開發有限公司). Mr. Zhang has extensive experience in business management, corporate culture and project and operational planning.

**Ms. Li Yu Xiang (李玉香女士)**, aged 56, graduated from Henan Radio & Television University* (河南廣播電視大學法律專業) with a bachelor's degree in laws in 1988. Since 1981, Ms. Li has served as the section officer of Bureau of Justice in Kaifeng City, Henan Province, and the chief lawyer of Henan Rnn He law firm* (河南潤合律師事務所). Ms. Li is currently the partner of Guangdong Shen Hua law firm* (廣東深樺律師事務所). Ms. Li has extensive experience in finance and capital markets, debts and liabilities, intellectual property rights.

Upon the appointment of Mr. Zhang and Ms. Li being approved by the Shareholders on the AGM, each of them will enter into a service contract with the Company and their proposed terms of office will be from the date of their appointment being approved at the AGM until the expiry date of the current session of the Board.

The proposed emoluments of Mr. Zhang and Ms. Li are RMB100,000 per annum and RMB30,000 per annum respectively. The proposed emoluments for Mr. Zhang and Ms. Li are determined on the basis of prevailing market rate, scope of work, level of involvement, experience, seniority and the recommendation of the remuneration committee of the Company.

* *For identification purpose only*

Other than disclosed above, Neither Mr. Zhang nor Ms. Li currently holds, nor did them in the past three years, hold any directorships in any listed companies. They do not have any relationships with any director, supervisor, senior management or substantial or controlling shareholders of the Company. As at the date of this circular, they do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Zhang and Ms. Li.

**AGM**

A notice convening the AGM to be held at conference room, 3rd Floor, No. 498 Yanfang Road, Luohu, Shenzhen, the PRC at 3:00 p.m. on 24 June 2015 is set out on page 10 to page 14 in this circular.

Whether or not the Shareholders are able to attend the meeting or any adjourned meeting, they are requested to complete the form of proxy and return it to the Company's H share registrar in Hong Kong, the Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares only) or the Company's office at 2nd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC (for the holders of Domestic Shares only) as soon as possible and in any event not later than 24 hours before the time of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the meeting or at any adjourned meeting should they wish to do so.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. The resolutions proposed to be approved at the AGM will be taken by poll and an announcement regarding the poll results of the AGM will be made by the Company after the AGM.

**RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

**RECOMMENDATION**

The Board considers that (i) the proposed amendments to the Articles; (ii) granting the Directors the General Mandate and (iii) proposed appointment of directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

By order of the Board
**Shenyang Public Utility Holdings Company Limited**
**Ma Zhong Hong**
*Chairman*

*The English version of this Appendix is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.*

Proposed amendments to the Articles are set out as follows:

**ARTICLE 21 OF THE ARTICLES**

"The ordinary shares first issued by the Company upon its incorporation are 420,400,000 H shares, accounting 41.2% of the total ordinary shares the Company may issue. The structure of the share capital of the Company after the further issuing is as follows: the total number of ordinary shares in issue is 1,020,400,000 ordinary shares, whereas Shenyang Public Utility Group Company Limited holding 600,000,000 shares and H share holders holding 420,400,000 shares, accounting 58.8% and 41.2% of the total shares respectively.

On February 13, 2009, Beijing Mingde Guangye Investment Consultant Company Limited spent RMB102,520,000 in the auction and got 58.8% of the total shares of Shenyang Public Utility Holding Company Limited, becoming a shareholder of the Company. On September 21, 2012, Beijing Mingde Guangye Investment Consultant Company Limited and Shenzhen Jinma Asset Management Company Limited entered into an equity transfer agreement. According to the terms and conditions of the equity transfer agreement, Beijing Mingde Guangye Investment Consultant Company Limited agreed to sell 58.8% of the total shares of Shenyang Public Utility Holdings Company Limited held by it for a consideration of RMB105,000,000 and Shenzhen Jinma Asset Management Company Limited agreed to buy such shares for such consideration, becoming a new shareholder of the Company.

The new structure of the share capital of the Company is as follows: the total number of ordinary shares in issue is 1,020,400,000 ordinary shares, whereas Shenzhen Jinma Asset Management Company Limited holding 600,000,000 shares and H share holders holding 420,400,000 shares, accounting 58.8% and 41.2% of the total shares respectively.

(Article 16 of the Essential Clauses)"

**shall be amended as**

"The ordinary shares first issued by the Company upon its incorporation are 420,400,000 H shares, accounting 41.2% of the total ordinary shares the Company may issue. The structure of the share capital of the Company after the further issuing is as follows: the total number of ordinary shares in issue is 1,020,400,000 ordinary shares, whereas Shenyang Public Utility Group Company Limited holding 600,000,000 shares and H share holders holding 420,400,000 shares, accounting 58.8% and 41.2% of the total shares respectively.

On February 13, 2009, Beijing Mingde Guangye Investment Consultant Company Limited spent RMB102,520,000 in the auction and got 58.8% of the total shares of Shenyang Public Utility Holding Company Limited, becoming a shareholder of the Company. On September 21, 2012, Beijing Mingde Guangye Investment Consultant Company Limited and Shenzhen Jinma Asset Management Company Limited entered into an equity transfer agreement. According to the terms and conditions of the equity transfer agreement, Beijing Mingde Guangye Investment Consultant Company Limited agreed to sell 58.8% of the total shares of Shenyang Public Utility Holdings Company Limited held by it for a consideration of RMB105,000,000 and Shenzhen Jinma Asset Management Company Limited agreed to buy such shares for such consideration, becoming a new shareholder of the Company.

On May 5, 2015, the Company issued 84,080,000 additional H ordinary shares to foreign investors. The structure of the share capital after additional issuance is as follows: the total number of ordinary shares in issue is 1,104,480,000 ordinary shares, whereas Shenzhen Jinma Asset Management Company Limited holding 600,000,000 shares and H share holders holding 504,480,000 shares, accounting 54.32% and 45.68% of the total shares respectively.

On May 9, 2015, the Company issued 120,000,000 additional domestic shares, in aggregate, to domestic investors namely Yao Xueli, Xiao Jinyan, Lin Yingjie, Chen Jialian, Shi Jingyi and Liu Shaohua. The structure of the share capital after additional issuance is as follows: the total number of ordinary shares in issue is 1,224,480,000 ordinary shares, whereas Shenzhen Jinma Asset Management Company Limited holding 600,000,000 shares (accounting 49% of the total shares); Yao Xueli holding 40,000,000 shares (accounting 3.267% of the total shares); Xiao Jinyan holding 30,000,000 shares (accounting 2.45% of the total shares); Lin Yingjie holding 29,900,000 shares (accounting 2.442% of the total shares); Chen Jialian holding 20,000,000 shares (accounting 1.633% of the total shares); Shi Jingyi holding 50,000 shares (accounting 0.004% of the total shares); Liu Shaohua holding 50,000 shares (accounting 0.004% of the total shares); and H share holders holding 504,480,000 shares (accounting 41.2% of the total shares).

(Article 16 of the Essential Clauses)"

**ARTICLE 24 OF THE ARTICLES**

"After the issue of H shares mentioned above in Article 21, the registered capital of the Company will be increased to RMB1,000,000,000 yuan. If the Company exercises its full "greenshoe" over-allotment for H shares, depending on the funds raised, the registered capital of the Company will be at least RMB1,000,000,000 yuan, and at most RMB1,060,000,000 yuan.

(Article 19 of the Essential Clauses)"

**shall be amended as**

"After the issue of H shares and domestic shares mentioned above in Article 21, the registered capital of the Company will be increased to RMB1,224,480,000 yuan.

(Article 19 of the Essential Clauses)"

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 2014 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2014 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 24 June 2015 (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 2014;

2. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2014;

3. To consider and approve the reports of the auditors of the Company and its subsidiaries for the year ended 31 December 2014;

4. To consider and approve the profit allocation and dividend distribution proposals for the year ended 31 December 2014;

5. To consider and approve the re-appointment of Zhong Lei (HK) C.P.A. Company Limited as the auditor of the Company;

6. To consider and approve the appointment of Mr. Zhang Jing Ming as an executive director of the Sixth Session of the Board; and

7. To consider and approve the appointment of Ms. Li Yu Xiang as a non-executive director of the Sixth Session of the Board.

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."

By Order of the Board
**Shenyang Public Utility Holdings Company Limited**
**Ma Zhong Hong**
*Chairman*

Shenyang, the PRC, 11 May 2015

*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 26 May 2015 to 24 June 2015, 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 22 May 2015. Shareholders whose names appear on the register of Members on 22 May 2015 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 4 June 2015.

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 4 June 2015.

6. Shareholders or their proxies attending the AGM shall produce their identification documents.

*As at the date of this notice, the executive directors of the Company are Mr. Ma Zhong Hong, Mr. Deng Xiao Gang and Mr. Huang Zhen Kun, the non-executive directors are Mr. Yin Zhong Chen and Ms. Zhang Lei Lei and the independent non-executive directors are Mr. Chan Ming Sun Jonathan, Mr. He Qing Jia and Mr. Yu Guan Jian.*