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上海大眾公用事業(集團)股份有限公司

**Shanghai Dazhong Public Utilities (Group) Co., Ltd.\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1635)**

**(1) PROPOSED RE-ELECTION AND APPOINTMENTS OF MEMBERS  
OF THE ELEVENTH SESSION OF THE BOARD  
AND RETIREMENT OF DIRECTORS**

**AND**

**(2) PROPOSED RE-ELECTION AND APPOINTMENT OF MEMBERS  
OF THE ELEVENTH SESSION OF THE SUPERVISORY COMMITTEE  
AND RETIREMENT OF SUPERVISORS**

The term of office of the tenth session of the Board and the tenth session of the Supervisor Committee will expire in March 2020 (or until the conclusion of the 2019 AGM at which members of the new session of the Board and the Supervisor Committee will be elected).

The Board proposed that the eleventh session of the Board will consist of nine Directors, including, four executive Directors, two non-executive Directors and three independent non-executive Directors.

**1. PROPOSED RE-ELECTION AND APPOINTMENTS OF MEMBERS OF THE  
ELEVENTH SESSION OF THE BOARD AND RETIREMENT OF  
DIRECTORS**

The Board proposed (a) the re-election of Mr. Yang Guoping, Mr. Liang Jiawei and Mr. Yang Weibiao as executive Directors of the eleventh session of the Board; and (b) Mr. Wang Kaiguo, Mr. Chow Siu Lui and Mr. Liu Zhengdong as independent non-executive Directors of the eleventh session of the Board.

The Board also proposed (a) the appointment of Mr. Wang Baoping as an executive Director of the eleventh session of the Board; and (b) the appointment of Ms. Qu Jia and Mr. Jin Yongsheng as non-executive Directors of the eleventh session of the Board .

Ms. Yu Min and Mr. Zhuang Jianhao will retire from their current positions both as executive Director and the will not seek re-election at the 2019 AGM. Mr. Li Songhua and Mr. Cheung Yip Sang will retire from their current positions both as non-executive director and the will not seek re-election at the 2019 AGM. Mr. Chan Wing Kin will retire from his current position as non-executive director and member of the Strategic Development Committee and will not seek re-election at the 2019 AGM. Mr. Yao Cho Fai Andre will retire from his current position as independent non-executive director, and the position as Chairman of the Nomination Committee and member of the Audit Committee and the Remuneration and Appraisal Committee, and will not seek re-election at the 2019 AGM. Mr. Wang Hong iang will retire from his current position as independent non-executive director and the position as Chairman of the Audit Committee, and will not seek re-election at the 2019 AGM.

## **2. PROPOSED RE-ELECTION AND APPOINTMENTS OF MEMBERS OF THE ELEVENTH SESSION OF THE SUPERVISORY COMMITTEE AND RETIREMENT OF SUPERVISORS**

The Supervisor Committee proposed the re-election of Ms. Zhao Si uan as Supervisor of the eleventh session of the Supervisor Committee. The Supervisor Committee also proposed the appointment of Mr. Zhuang Jianhao (executive Director of the tenth session of the Board) as Supervisor of the eleventh session of the Supervisor Committee. Mr. Yang Jicai will retire from her current position as Supervisor and will not seek re-election at the 2019 AGM. The employee congress of the Company has elected Ms. Zhao Fei as the employee representative Supervisor of the eleventh session of the Supervisor Committee.

## **3. CIRCULAR**

A circular, containing, among others, further details regarding the proposed appointments of members of the eleventh session of the Board, the proposed appointments of members of the eleventh session of the Supervisor Committee and a notice of the 2019 AGM will be dispatched to the Shareholders as soon as practicable.

## 1. PROPOSED RE-ELECTION AND APPOINTMENTS OF MEMBERS OF THE ELEVENTH SESSION OF THE BOARD AND RETIREMENT OF DIRECTORS

Whereas the term of office of the tenth session of the board of directors (the **Board**) of Shanghai Da hong Public Utilities (Group) Co., Ltd. (the **Company**) will expire in May 2020 (or until the conclusion of the 2019 AGM at which members of the new session of the Board and Supervisor Committee will be elected), the Board proposed that the eleventh session of the Board will consist of nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors.

The nomination committee of the Board has proposed with respect to the proposed composition of the members of the eleventh session of the Board and proposed to the Board (a) the re-election of Mr. Yang Guoping, Mr. Liang Jiawei and Mr. Yang Weibiao as executive Directors of the eleventh session of the Board; and (b) the re-election of Mr. Wang Kaiguo, Mr. Chow Siu Lui and Mr. Liu Zhengdong as independent non-executive Directors of the eleventh session of the Board. In addition, the nomination committee of the Board also proposed to the Board (a) the appointment of Mr. Wang Baoping ( **Mr. Wang** ) as an executive Director of the eleventh session of the Board; and (b) the appointment of Ms. Qu Jia ( **Ms. Qu** ) and Mr. Jin Yongsheng ( **Mr. Jin** ) as non-executive Directors of the eleventh session of the Board ( **Re-election and Appointment of Directors** ).

After considering the proposed composition of the members of the eleventh session of the Board proposed by the nomination committee of the Board, the Board proposed the Re-election and Appointment of Directors. The proposed composition of the eleventh session of the Board is in compliance with the requirements of the Articles of Association, the applicable laws, regulations and the Listing Rules and also meets the needs of the Company.

Their biographical details are set out as follows:

**(i) Mr. Yang Guoping – executive Directors**

Mr. Yang Guoping (楊國平), aged 63, joined our Company in January 1992 and was appointed as the chairman of the Board and a Director of our Company on January 1, 1992. Mr. Yang is the chairman of the Strategic Development Committee and a member of the Nomination Committee and the Remuneration and Appraisal Committee. He also held positions in various listed companies, including Da hong Transportation (Group) Co., Ltd.\* (大眾交通(集團)股份有限公司) (listed on Shanghai Stock Exchange, stock code: A Shares: 600611; B Shares: 900903), Shanghai Jiaoda Online Co., Ltd. (上海交大昂立股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600530), Shanghai Jiao Yun Group Co., Ltd. (上海交運集團股份有限公司) (listed on Shanghai Stock Exchange; stock code: 600676), Song Automobile Air Conditioning Co., Ltd. (上海加冷松芝汽車空調股份有限公司) (listed on Shenzhen Stock Exchange, stock code: 002454), Nanjiang Public Utilities Development Co., Ltd. (南京公用發展股份有限公司) (formerly known as Nanjing Zhongbei Group Co., Ltd. (南京中北(集團)股份有限公司) (listed on Shenzhen Stock Exchange, stock code: 000421), Shanghai Shentong Metro Group Co., Ltd. (上海申通地鐵股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600834), and Bright Real Estate Group Co., Ltd. (光明房地產集團股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600708). Mr. Yang is now the director of Shanghai Da hong Business Management Co., Ltd.\* (上海大眾企業管理有限公司) (the Company's shareholder), the chairman of Shanghai Da hong Gas Co., Ltd.\* (上海大眾燃氣有限公司) and the vice chairman of Shenzhen Capital Group Co., Ltd.\* (深圳市創新投資集團有限公司). Mr. Yang was granted the title of senior economist by Shanghai Expertise Qualification Review Committee, Economics Series (Sphere of Production) (上海市經濟系列(生產領域)高級專業技術職務任職資格評審委員會) in April 1995. Mr. Yang is currently the council executive director (理事會常務理事) of China Association for Public Companies (中國上市公司協會) and council vice president (理事會副會長) of the Listed Companies Association of Shanghai (上海上市公司協會). He is also the honorary president of the seventh Shanghai Youth Entrepreneurs Association (上海市青年企業家協會), vice chairman of the eighth commission of Shanghai Youth Federation (上海市青年聯合會) and vice president of China Taxicab and Liver Association (中國出租汽車暨汽車租賃協會). Mr. Yang is also the president (理事長) of the Shanghai Association of Micro-credit (上海小額貸款公司協會). Mr. Yang was accredited as one of the top ten national outstanding young entrepreneurs (全國十大傑出青年企業家) by the Central Communist Youth League Organisation Department (共青團中央) and the China Youth Entrepreneurs Association (中國青年企業家協會) in November 1995. He was honoured as national labour model (全國勞動模範) by the PRC State Council (中華人民共和國國務院) in April 2000. Mr. Yang was accredited as one of the outstanding quality individual in the PRC (中國傑出質量人) by China Quality Association (中國質量協會) in October 2005. He is accredited as China influential MBA Individual (中國MBA風雲人物) in December 2006. He also received the EY Entrepreneur of The Year 2013 (安永企業家獎2013大獎) accredited by Ernst & Young in November 2013. Mr. Yang was honoured as the Outstanding Entrepreneur (傑出企業家) by the first session of China (Shanghai) Listing Companies' Social Liabilities Summit (首屆中國(上海)上市公司企業社會責任峰會) in December 2015. Mr. Yang received a master's degree in business administration from Shanghai Jiao Tong University (上海交通大學) in July 1997.

As at the date of this announcement, Mr. Yang Guoping is deemed to be directly interested in a total of 2,097,861 A shares of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**(ii) Mr. Liang Jiawei – executive Directors**

Mr. Liang Jiawei (梁嘉瑋), aged 46, joined the Company in September 2000 and was appointed as a Director of the Company on July 28, 2015. Mr. Liang is a member of the Strategic Development Committee of the Company. He has been the chief executive officer of the Company since June 2015 and used to serve as the manager of investment and development department of the Company from January 2006 to June 2016, secretary to the Board of the Company from April 2008 to June 2015 and vice general manager of the Company from April 2014 to June 2015. Mr. Liang used to be the vice chairman of Shanghai Da hong Financial Leasing Co., Ltd.\* (上海大眾融資租賃有限公司) from December 2014 to December 2017. Mr. Liang has been the director of Da hong Transportation (Group) Co., Ltd.\* (大眾交通(集團)股份有限公司) (listed on Shanghai Stock Exchange, stock code: A Shares: 600611; B Shares: 900903) since April 2016. Mr. Liang is currently the executive vice president (legal representative) of The Listed Companies Association of Shanghai (上海上市公司協會), the chairman of Shanghai Da hong Logistics Co., Ltd. (上海大眾運行物流股份有限公司), the vice president (副理事長) of Shanghai Leasing Industry Association (上海市租賃行業協會), the vice president (副理事長) of Shanghai Association of Stock System Enterprises (上海市股份公司聯合會), the vice chairman of Shanghai Da hong Group Capital Equity Investment Co., Ltd., the director of Shenzhen Capital Group Co., Ltd.\* (深圳市創新投資集團有限公司) and the director of Shanghai Da hong Business Management Co., Ltd.\* (上海大眾企業管理有限公司) (the Company's shareholder). He was granted the title of economist (finance) by PRC Ministry of Personnel (中華人民共和國人事部) in November 2000. Mr. Liang served as clerk of the general managers' office of Shanghai Jiao Yun Group Co., Ltd. (上海交運集團股份有限公司) from July 1995 to March 1999. He was accredited twice as outstanding secretary to the board (優秀董事會秘書) by the Listed Companies Association of Shanghai (上海上市公司協會) in April 2013 and May 2015, respectively. Mr. Liang was accredited as the excellent secretary to the board of listed companies (上市公司優秀董秘) in the eighth, ninth and tenth selection of New Fortune Gold Medal Secretary to the Board (新財富金牌董秘) held by the New Fortune Magazine (新財富雜誌). He was also accredited as one of the 100 Best Board Secretaries of companies Listed on the Main Board of China in 2013 (2013年度中國主板上市公司百佳董秘) by Securities Times (《證券時報》) in September 2014. Mr. Liang obtained a bachelor degree in administrative management from Shanghai University (上海大學) in July 1995 and a master's degree in business administration from Preston University in the United States in November 2002.

As at the date of this announcement, Mr. Liang Jiawei is deemed to be interested in the 222,300 A shares of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**(iii) Mr. Wang Baoping – Executive Director**

Mr. Wang Baoping, aged 60. He had an internship as a construction worker in the construction workshop of Yangshupu Gas Plant since August 1981, and served as deputy secretary of the Youth League Committee before leaving in November 1983. From November 1983 to October 1992, he served as deputy secretary and secretary of the Youth League Committee and deputy chief of the Metering Energy Section of Shanghai Gas Company. From October 1992 to June 1997, Mr. Wang served as general manager of Shanghai Gas Industrial Corporation\* (上海煤氣實業總公司). From June 1997 to March 2004, he served as deputy general manager and general manager of Shanghai Gas Sales Group Co., Ltd.\* (上海煤氣銷售集團有限公司) successively. From June 2004 to March 2015, he served as chairman, deputy secretary and general manager of Shanghai Gas North Sales Co., Ltd.\* (上海燃氣市北銷售有限公司) successively. Since March 2015, Mr. Wang has served as deputy general manager of Shanghai Gas (Group) Co., Ltd.\* (上海燃氣(集團)有限公司) (the second largest shareholder of the Company). He obtained a degree in TV and Information Processing from Evening University of Shanghai Polytechnic University in 1987. Mr. Wang is qualified as a senior economist.

**(iv) Mr. Yang Weibiao – executive Directors**

Mr. Yang Weibiao (楊衛標), aged 50, was appointed as an executive Director of the Company on March 25, 2017. He is also the general manager of the environmental business department of the Company. He joined the Company in March 2004. Mr. Yang served in various positions and was appointed as the assistant to chief executive officer of the Company in March 2014. He was further appointed as employee representative Supervisor on July 10, 2015. Mr. Yang was the assistant manager of investment and development department of Da hong Transportation (Group) Co., Ltd.\* (大眾交通(集團)股份有限公司) (listed on Shanghai Stock Exchange, A shares: 600611; B shares: 900903) from November 2000 to February 2004. Mr. Yang is now the chairman of Shanghai Da hong Jiading Sewage Treatment Co., Ltd.\* (上海大眾嘉定污水處理有限公司), the chairman of Shanghai Da hong Environment Industry Co., Ltd.\* (上海大眾環境產業有限公司), the chairman of Jiangsu Da hong Water Group Co., Ltd.\* (江蘇大眾水務集團有限公司) and the chairman of Jiangsu Da hong Environmental Treatment Co., Ltd.\* (江蘇大眾環境治理有限公司). He obtained a bachelor degree in politics and administration from Fudan University (復旦大學) in July 1992 and a master's degree in economics from Fudan University in July 1999.

As at the date of this announcement, Mr. Yang Weibiao is deemed to be interested in the 54,000 A shares of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**(v) Ms. Qu Jia – Non-executive Director**

Ms. Qu Jia, aged 44. From Jul 1998 to March 2000, she served as Executive Officer, head of the Youth League Committee and secretary of Party Committee of Shanghai Petroleum and Natural Gas Co., Ltd.\* (上海石油天然氣有限公司). She held several positions in Shenerg (Group) Co., Ltd.\* (申能(集團)有限公司) from March 2002 to September 2017, including deputy secretary of the Youth League Committee, director of the Party Office, secretary of the Youth League Committee, deputy director of the Party Office, deputy director (acting) of the Party Office and director of the Party Office. Ms. Qu has served as secretary of Discipline Inspection Committee and manager of Human Resources Department of Shanghai Gas (Group) Co., Ltd.\* (上海燃氣(集團)有限公司) since September 2017. She obtained a degree in economics from East China Normal University in Jul 1998, and obtained a Master degree in world economics from the International Business School of East China Normal University in January 2005. Ms. Qu is qualified as a senior political engineer in China and an economist in China.

**(vi) Mr. Jin Yongsheng – Non-executive Director**

Mr. Jin Yongsheng, aged 56. He served as an executive director of ENN Energy Holdings Limited (ENN) (listed on Hong Kong Stock Exchange, stock code: 2688) from 2000 to 2006, and was responsible for the administration, legal affairs and investor relations of ENN Group, and served as a non-executive director of ENN from 2006 to 2017 because of position transfer. He also served as an executive director and chief executive officer of CIMC ENRIC Holdings Limited (listed on Hong Kong Stock Exchange, stock code: 3899) from 2006 to 2009, and was transferred to a non-executive director of the company from 2009 to 2018. Mr. Jin is currently a director of ENN Ecological Holding Co., Ltd. (listed on Shanghai Stock Exchange, stock code: 600803) and a non-executive director of ENN. He obtained a degree in finance from Tianjin Institute of Finance and Economics in 1986, and obtained an EMBA from Peking University in 2005. Mr. Jin is qualified as a practicing lawyer in China.

**(vii) Mr. Wang Kaiguo – Independent Non-executive Director**

Mr. Wang Kaiguo (王開國), aged 60, was appointed as an independent non-executive Director of the Company on March 25, 2017. He is currently the president of PE Association of Shanghai (上海股權投資協會) and the vice president (副理事長) of Shanghai Financial Association (上海金融業聯會). Mr. Wang worked successively as deputy head of application department (應用科室), chief of division of politics and laws, department of policies and regulations (政策法規司政法處) and deputy director of Research Institute of Administrative Bureau of State-owned Property (國家國有資產管理局研究所) from July 1990 to February 1995. He also served successively and/or simultaneously as deputy general manager, general manager, chairman of board of directors, secretary of party group (黨組書記) and secretary of party committee (黨委書記) of Haitong Securities Limited (海通證券有限公司) from February 1995 to December 2001. Mr. Wang served as chairman of board of directors and secretary of party committee (黨委書記) of Haitong Securities Company Limited (海通證券股份有限公司) from December 2001 to July 2016. Mr. Wang served as an independent director of Shanghai Chlor-Alkali Chemical Co., Ltd. (上海氯鹼化工股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600618) from December 2009 to December 2014. Mr. Wang is now the chairman of Shanghai Zhongping Guo Yu Asset Management Co., Ltd. (上海中平國瑀資產管理有限公司), the independent director of Caitong Fund Management Co., Ltd. (財通基金管理有限公司), the independent director of Shanghai Rural Commercial Bank Co., Ltd., the independent director of Anxin Trust Co., Ltd. (安信信託股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600816) and independent director of Zhongliang Holdings Group Co., Ltd. (中梁控股集團有限公司) (listed on Hong Kong Stock Exchange, stock code: 2772). Mr. Wang also served as the vice president of the Securities Association of China (中國證券業協會). Mr. Wang obtained a bachelor's degree in economics from Jilin University (吉林大學) in July 1984 and a master's degree in economics from the same university in July 1987. Mr. Wang Kaiguo received his PH.D. in economics from Xiamen University (廈門大學) in March 1992. Mr. Wang was granted the title of senior economist by Bank of Communications Ltd. Expertise Qualification Review Committee, Economic and Accounting Series (交通銀行經濟會計系列高級專業技術服務評審委員會) in December 1997. Mr. Wang was selected as the Best Head of Listed Company (最佳上市公司掌門人) by the ninth Heun.com China Financial Billboard (和訊網中國財經風雲榜) in January 2012, won the title of the Most Influential Leader (最具影響力領袖) in China Securities Golden Bauhinia Award held by Ta Kung Pao in November 2012. He was also awarded as Top 100 Business Leader of China Listed Company (中國上市公司百強企業領袖獎) by China Business Top 100 (中國上市公司百強高峰論壇) in September 2014, and the Most Strategic Chairman (最具戰略眼光董事長) of Round Table Award (金圓桌獎) held by Directors & Boards Magazine (《董事會》雜誌) in November 2014.



**(viii) Mr. Chow Siu Lui – Independent Non-executive Director**

Mr. Chow Siu Lui (鄒小磊), aged 59, joined our Company and was appointed as an independent non-executive Director of our Company in April 2016. Mr. Chow has served as managing director of private equity team and is currently a partner of VMS Investment Group Limited (鼎佩投資集團有限公司) since April 2012. Mr. Chow has been the independent non-executive director of NWS Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 00659) from March 2012 to June 2012, Kong Shum Union Property Management (Holding) Limited (listed on the Hong Kong Stock Exchange, stock code: 8181) from February 2015 to October 2015, Fullshare Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 00607) since December 2013, Genertec Universal Medical Group Co., Ltd. (listed on the Hong Kong Stock Exchange, stock code: 2666) since June 2015, Sinco Pharmaceuticals Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 6833) since September 2015, Futong Technology Development Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 00465) since December 2016, China Everbright Greentech Limited (listed on the Hong Kong Stock Exchange, stock code: 01257) since March 2017, China Tobacco International (HK) Company Limited (listed on the Hong Kong Stock Exchange, stock code: 06055) since June 2016, Global Cord Blood Corporation (listed on the New York Stock Exchange, stock code: CO) since November 2019, and the non-executive director of Renrui Human Resources Technology Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 06919) since December 2019. Mr. Chow obtained his qualification as a fellow of the Association of Chartered Certified Accountants (英國特許公認會計師公會) in July 1991, the Hong Kong Institute of Certified Public Accountants (香港會計師公會) (HKICPA) in December 1993, the Hong Kong Institute of Chartered Secretaries (香港特許秘書公會) (HKICS) in 2009, and the Institute of Chartered Secretaries and Administrators (英國特許秘書及行政人員公會) in 2009. Mr. Chow was appointed as the chairman of the mainland development strategies advisor panel and a member of the registration and practicing committee of the HKICPA for the year 2016 in February 2016 (he currently still serves as the chairman of the mainland development strategies advisor panel). Mr. Chow was appointed as a council member and chairman of audit committee of the HKICS in December 2015. Mr. Chow currently serves as a member of the investment management committee of the HKICS. He obtained a professional diploma in accountancy from Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1983.

**(ix) Mr. Liu Zhengdong – Independent Non-executive Director**

Mr. Liu Zhengdong (劉正東), aged 50, was appointed as an independent non-executive Director of the Company on March 25, 2017. He is currently a senior partner and chairman of partners' meeting of MHP Law Firm in Shanghai (上海市君悅律師事務所). Mr. Liu served as an independent director of Shanghai Liangxin Electrical Co., Ltd. (上海良信電器股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002706) from April 2011 to April 2017. He has been an independent non-executive director of Hualing Xingma Automobile (Group) Co., Ltd. (華菱星馬汽車(集團)股份有限公司) (listed on the Shanghai Stock Exchange, stock code: 600375) since January 2016, and an independent non-executive director of Sinopharm Group Co. Ltd. (國藥控股股份有限公司) (listed on the Hong Kong Stock Exchange, stock code: 01099) since September 2014. Mr. Liu also currently serves as a member of All China Lawyers Association (中華全國律師協會), vice president of Shanghai Chamber of Commerce (上海市總商會) and an arbitrator under the China International Economic and Trade Arbitration Commission (中國國際經濟仲裁委員會). Mr. Liu obtained a bachelor's degree in law from East China University of Political Science and Law (華東政法大學) (formerly known as East China Academy of Political Science and Law (華東政法學院)) in July 1991, and a master's degree in international economic law from the same university in June 2002. He obtained independent director qualification certificate authorised by CSRC in March 2002. Mr. Liu has been named as Shanghai Outstanding Non-litigation Lawyer (上海市優秀非訴律師) by Shanghai Lawyers Association (上海市律師協會) in December 2004, the National Outstanding Lawyer (全國優秀律師) by All China Lawyers Association in June 2005, and Shanghai Leader Talent (上海市領軍人物) by Organisation Department of CPC Shanghai Committee (中共上海市委組織部) and Shanghai Municipal Human Resources and Social Security Bureau (上海市人力資源和社會保障局) in January 2010. Mr. Liu has been selected as a member of expert advisor panel of Shanghai Municipal People's Congress Internal and Judicial Affairs Committee (上海市人民代表大會內務司法委員會) since April 2014, a member of Shanghai Press Ethics Committee (上海市新聞道德委員會) since March 2013, and a people supervisor (人民監督員) of Shanghai People's Procuratorate (上海市檢察院) since February 2017.

When proposing the re-election of independent non-executive Directors, the Board has taken into account a number of factors pursuant to the diversity policy of the Board, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, to achieve the diversity of board members. The Board believes that the educational background, professional experience and cultural background of the independent non-executive Directors proposed to be re-elected contribute to the diversity of the Board. In addition, the independent non-executive Directors proposed to be re-elected have given to the Company confirmation of their independence in accordance with Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the **Listing Rules**). The Board, therefore, considers the independent non-executive Directors proposed to be re-elected to be independent and believes they should be re-elected.

Save as disclosed in relation to the biographical details of the above candidates, each of the candidates for Directors confirmed that (1) he/she does not hold an office position in the Company or other members of the Group, or hold an director or supervisor position in any public companies listed on any securities markets in Hong Kong or overseas during last three years; (2) he/she does not have any relationship with any other Directors, Supervisors or senior managements or substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (3) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement.

In addition, there is no information in relation to the above candidates for Directors which is required to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders of the Company in respect of the proposed appointments of the Directors.

As at the date of this announcement, Mr. Wang, Ms. Qu and Mr. Jin has not entered into a service contract as Directors with the Company. The Board proposed to appoint Mr. Wang, Ms. Qu and Mr. Jin as Directors of the eleventh session of the Board with a term of three years commencing from the date of forthcoming 2019 AGM. The remuneration policies to be proposed at the forthcoming 2019 AGM (if approved) will be applicable to Mr. Wang, Ms. Qu and Mr. Jin.

Ms. Yu Min and Mr. Zhuang Jianhao will retire from their current positions both as Executive Director and the will not seek re-election at the 2019 AGM. Mr. Li Songhua and Mr. Cheung Yip Sang will retire from their current positions both as non-executive director and the will not seek re-election at the 2019 AGM. Mr. Chan Wing Kin will retire from his current position as non-executive director and the position as member of the Strategic Development Committee and will not seek re-election at the 2019 AGM. Mr. Yao Cho Fai Andre will retire from his current position as independent non-executive director, and the position as Chairman of the Nomination Committee and member of the Audit Committee and the Remuneration and Appraisal Committee, and will not seek re-election at the 2019 AGM. Mr. Wang Hong liang will retire from his current position as independent non-executive director and the position as Chairman of the Audit Committee, and will not seek re-election at the 2019 AGM. Each of Ms. Yu Min, Mr. Zhuang Jianhao, Mr. Chan Wing Kin, Mr. Li Songhua, Mr. Cheung Yip Sang, Mr. Yao Cho Fai Andre and Mr. Wang Hong liang confirmed that he/she has no disagreement with the Company and there is no matter relating to his/her retirement that needs to be brought to the attention of Shareholders. The Board hereby expresses its gratitude to him/her for his/her valuable contributions during their term of office.

According to the Articles of Association and relevant laws and regulations of the PRC, the effectiveness of directors' nominations is subject to the approval of the Shareholders at the 2019 AGM. Upon approval by the Shareholders of the relevant resolutions at the 2019 AGM, the composition of the proposed eleventh session of the Board shall be as follows:

<b>Executive Directors</b>	<b>Non-executive Directors</b>	<b>Independent non-executive Directors</b>
Mr. Yang Guoping	Ms. Qu Jia	Mr. Wang Kaiguo
Mr. Liang Jiawei	Mr. Jin Yongsheng	Mr. Chow Siu Lui
Mr. Wang Baoping		Mr. Liu Zhengdong
Mr. Yang Weibiao		

## **2. PROPOSED RE-ELECTION AND APPOINTMENTS OF MEMBERS OF THE ELEVENTH SESSION OF THE SUPERVISORY COMMITTEE AND RETIREMENT OF SUPERVISORS**

Whereas the term of office of the tenth session of the supervisor committee of the Company (the **Supervisory Committee**) will expire in March 2020 (or until the conclusion of the forthcoming 2019 AGM at which members of the new session of the Board and the Supervisor Committee will be elected).

The Supervisor Committee proposed the re-election of Ms. Zhao Siyuan as supervisors of the eleventh session of the Supervisor Committee, and submitted such proposal of reelection to the Shareholders for consideration and approval at the 2019 AGM.

The Supervisor Committee also proposed to appoint Mr. Zhuang Jianhao (Executive Director of the tenth session of the Board) as supervisors of the eleventh session of the Supervisor Committee.

The employee congress of the Company has elected Ms. Zhao Fei as the employee representative Supervisor of the eleventh session of the Supervisor Committee.

Their biographical details are set out as follows:

### **(i) Ms. Zhao Siyuan — Supervisor**

Ms. Zhao Siyuan (趙思淵), aged 48, joined our Company in April 2014 and was appointed as a Supervisor of the Company in April 2014. Ms. Zhao has been the manager of legal department from July 1993 to August 2008, secretary to the board since August 2008 and director and vice general manager since March 2015 of Da hong Transportation (Group) Co., Ltd.\* (大眾交通(集團)股份有限公司) (listed on the Shanghai Stock Exchange, A shares: 600611, B shares: 900903) and the chairperson of Shanghai Da hong Business Management Co., Ltd.\* (上海大眾企業管理有限公司) (the Company's shareholder) since June 2019. Ms. Zhao is accredited as excellent secretary to the board (優秀董事會秘書) by the Listed Companies Association of Shanghai (上海上市公司協會) in March 2015. Ms. Zhao obtained a bachelor's degree in law from Shanghai University (上海大學) in July 1993.

**(ii) Mr. Zhuang Jianhao – Supervisor**

Mr. Zhuang Jianhao (莊建浩), aged 58, joined the Company in January 2002 and served in various positions responsible for technology and management of gas supply business sector of the Company. He was the assistant to chief executive officer from January 2002 to April 2008, a former Director from March 2002 to March 2003, a vice general manager from March 2002 to April 2008, and the chief technology officer from April 2008 to April 2014. Mr. Zhuang was re-appointed as a Director and vice general manager of the Company in April 2014. Mr. Zhuang is now the director and vice general manager of Shanghai Da hong Gas Co., Ltd.\* (上海大眾燃氣有限公司), the chairman of Nantong Da hong Gas Co., Ltd.\* (南通大眾燃氣有限公司), the director of Feng xian Gas Co., Ltd.\* (奉賢燃氣股份有限公司) and the director of Shanghai Songjiang Gas Co., Ltd.\* (上海松江燃氣有限公司). He was granted the title of senior engineer by Shanghai Title Reform Leading Group (上海市職稱改革工作領導小組) in December 1995. Mr. Zhuang obtained a bachelor degree in coal chemical industry from East China Chemical Industry College (華東化工學院) (currently known as East China University of Science and Technology (華東理工大學)) in July 1983. He attended a joint master program in business administration from the University of Canberra in Australia and the East China University of Science and Technology and received master's degrees in July and August 2004, respectively.

As at the date of this announcement, Mr. Zhuang Jianhao is deemed to be interested in the 115,000 A shares of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**(iii) Ms. Zhao Fei — Employee Representative Supervisor**

Ms. Zhao Fei (趙飛), aged 41, was appointed as a Supervisor of the Company in March 2017. She joined the Company in February 2004 and served as secretary to the Board from June 2015 to March 2017. She is currently a joint company secretary of the Company. She has been a legal staff of the Company and has been the general manager of our legal department since March 2014. Ms. Zhao was the assistant to the legal department of Da hong Transportation (Group) Co., Ltd.\* (大眾交通(集團)股份有限公司) (listed on Shanghai Stock Exchange, stock code: A Shares: 600611; B Shares: 900903) from July 2000 to December 2003. Ms. Zhao has been the supervisor of Shanghai Seari Intelligent System Co., Ltd. (上海電科智能系統股份有限公司) since April 2019. Ms. Zhao passed the PRC judicial examination and received the qualification of legal profession (法律職業資格證) by Ministry of Justice of the People's Republic of China (中華人民共和國司法部) in February 2007. Ms. Zhao obtained a bachelor's degree in law from Shanghai University of Finance and Economics (上海財經大學) in July 2000 and a master degree in law from Fudan University (復旦大學) in January 2011.

As at the date of this announcement, Ms. Zhao Fei is deemed to be interested in the 50,000 A shares of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as the disclosed above in relation to the biographical details of Ms. Zhao Si uan (being the director and vice general manager of Da hong Transportation (Group) Co., Ltd.\* (大眾交通(集團)股份有限公司)), Mr. Zhuang Jianhao and Ms. Zhao Fei (being the supervisor of Shanghai Seari Intelligent S stem Co., Ltd. (上海電科智能系統股份有限公司), which is a subsidiary of the Company), each of them confirmed that (1) he/she does not hold an position in the Company or an of the subsidiaries of the Company, or hold an director or supervisor position in an other listed public companies during last three ears; (2) he/she does not have an relationship with an other Directors, Supervisors or senior management or substantial shareholders or controlling shareholders of the Company or an of its subsidiaries; and (3) he/she does not have an interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement.

In addition, there is no other information in relation to Ms. Zhao Si uan, Mr. Zhuang Jianhao and Ms. Zhao Fei which is disclosable pursuant to an of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders of the Company in respect of the proposed appointment and employee congress's election of the Supervisors.

The eleventh session of the Supervisor Committee will consist of Ms. Zhao Si uan and Mr. Zhuang Jianhao and Ms. Zhao Fei as employee representative supervisor elected at the employee congress of the Company .

Mr. Yang Jicai will retire from his current position as Supervisor and will not seek re-election. He confirmed that he has no disagreement with the Company and there is no matter relating to his retirement that needs to be brought to the attention of Shareholders.

### **3. CIRCULAR**

A circular containing, among other things, further details regarding the proposed

*As at the date of this announcement, the executive directors of the Company are Mr. YANG Guoping, Mr. LIANG Jiawei, Ms. YU Min, Mr. ZHUANG Jianhao and Mr. YANG Weibiao; the non-executive directors of the Company are Mr. CHAN Wing Kin, Mr. LI Songhua and Mr. CHEUNG Yip Sang; and the independent non-executive directors of the Company are Mr. WANG Kaiguo, Mr. YAO Cho Fai Andrew, Mr. CHOW Siu Lui, Mr. WANG Hongxiang and Mr. LIU Zhengdong.*

*\* for identification purposes only*