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**东胜智慧城市服务**

ORIENT VICTORY SMART URBAN SERVICES

**ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED**

**東勝智慧城市服務控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 265)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 28 JUNE 2024;**  
**(2) RETIREMENT OF DIRECTORS, CHAIRMAN AND  
CHIEF EXECUTIVE OFFICER;**  
**(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES;**  
**(4) APPOINTMENT OF DIRECTORS;**  
**AND**  
**(5) APPOINTMENT OF CHAIRMAN, HONORARY CHAIRMAN AND  
SENIOR CONSULTANT**

The board of directors (the “**Board**”) of Orient Victory Smart Urban Services Holding Limited (the “**Company**”) announces that at the Annual General Meeting of the Company held on 28 June 2024 (the “**AGM**”), all the proposed resolutions as set out in the circular (the “**Circular**”) incorporating the notice of the AGM dated 21 May 2024 (the “**AGM Notice**”) were duly passed by holders (the “**Shareholders**”) of the Company’s ordinary shares of HK\$0.005 each (the “**Shares**”) by way of poll. The relevant poll results are set out as follows:

Ordinary Resolutions		Number of Shares actually voted (% of total number of Shares actually voted)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ <b>Director(s)</b> ”) and independent auditors of the Company for the year ended 31 December 2023.	8,317,659,515 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Shares actually voted (% of total number of Shares actually voted)	
		For	Against
2.	To re-elect Mr. Mo Yueming as an executive Director.	8,317,659,515 (100.00%)	0 (0.00%)
3.	To re-elect Mr. He Qi as an independent non-executive Director.	8,317,659,515 (100.00%)	0 (0.00%)
4.	To appoint Mr. Xue Fei as an executive Director.	8,317,659,515 (100.00%)	0 (0.00%)
5.	To appoint Ms. Hao Ying as an executive Director.	8,317,659,515 (100.00%)	0 (0.00%)
6.	To appoint Mr. Lin Hua Rong Harry as an independent non-executive Director.	8,317,659,515 (100.00%)	0 (0.00%)
7.	To authorise the Board to fix the Directors' remuneration.	8,317,659,515 (100.00%)	0 (0.00%)
8.	To re-appoint Mazars CPA Limited as independent auditors of the Company and authorize the Board to fix their remuneration.	8,317,659,515 (100.00%)	0 (0.00%)
9(A).	To grant a general mandate to the Directors to issue new Shares. <i>(Note 7)</i>	8,317,659,515 (100.00%)	0 (0.00%)
9(B).	To grant a general mandate to the Directors to repurchase Shares. <i>(Note 7)</i>	8,317,659,515 (100.00%)	0 (0.00%)
9(C).	To extend the general mandate granted to the Directors to issue new Shares by the number of Shares repurchased. <i>(Note 7)</i>	8,317,659,515 (100.00%)	0 (0.00%)
Special Resolutions		For	Against
10.	To change the English name of the Company from "ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED" to "GANGYU SMART URBAN SERVICES HOLDING LIMITED" and to adopt "港譽智慧城市服務控股有限公司" as the new Chinese name of the Company in place of its existing Chinese name of "東勝智慧城市服務控股有限公司".	8,317,659,515 (100.00%)	0 (0.00%)
11.	To approve the amendments to the existing memorandum and articles of association of the Company and to adopt the New M&A (that is, the third amended and restated memorandum and articles of association) as the memorandum and articles of association of the Company.	8,317,659,515 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of resolution no. 1 to resolution no. 9(C), resolution no. 1 to resolution no. 9(C) were duly passed as ordinary resolutions of the Company by the Shareholders at the AGM. As not less than 75% of the votes were cast in favour of resolution no. 10 and resolution no. 11, resolution no. 10 and resolution no. 11 were duly passed as special resolutions of the Company by the Shareholders at the AGM.

## **ADOPTION OF THE NEW M&A**

The Board is pleased to announce that the proposed amendments to the existing memorandum and articles of association and the proposed adoption of the third amended and restated memorandum and articles of association (the “**New M&A**”) were approved by the Shareholders at the AGM. The New M&A has become effective from 28 June 2024, the full text of which is available on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company.

## **RETIREMENT OF DIRECTORS, CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

As set out in the Circular, (i) Mr. Shi Baodong (“**Mr. Shi**”) would retire as the chairman of the Board (the “**Chairman**”), an executive Director and the chief executive officer of the Company (the “**CEO**”); and (ii) each of Mr. Zhao Huining (“**Mr. Zhao**”), Ms. Chang Meiqi (“**Ms. Chang**”) and Mr. Dong Xiaojie (“**Mr. Dong**”) would retire as a Director, and would not offer themselves for re-election at the AGM. Accordingly, with effect from the conclusion of the AGM, (i) Mr. Shi has retired as an executive Director, the Chairman and the CEO; (ii) Mr. Zhao has retired as an executive Director; (iii) Ms. Chang has retired as a non-executive Director; and (iv) Mr. Dong has retired as an independent non-executive Director.

Each of Mr. Shi, Mr. Zhao, Ms. Chang and Mr. Dong has confirmed that (i) he/she has no claim against the Company, its subsidiaries or affiliates; and (ii) he/she has no disagreement with the Board and there are no other matters relating to his/her retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its appreciation to each of Mr. Shi, Mr. Zhao, Ms. Chang and Mr. Dong for his/her valuable contributions to the Company during his/her tenure of office.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the retirement of Mr. Shi, Mr. Zhao, Ms. Chang and Mr. Dong, with effect from the conclusion of the AGM, (i) Mr. Shi has ceased to be the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”); (ii) Ms. Chang has ceased to be a member of the audit committee of the Company (the “**Audit Committee**”); and (iii) Mr. Dong has ceased to be the chairman of the Remuneration Committee.

## **APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that each of Mr. Xue Fei (“**Mr. Xue**”) and Ms. Hao Ying (“**Ms. Hao**”) was duly appointed as an executive Director at the AGM, and that Mr. Lin Hua Rong, Harry (“**Mr. Lin**”) was duly appointed as an independent non-executive Director at the AGM, all appointed without specific term. The biographical details of Mr. Xue, Ms. Hao and Mr. Lin are set out in the Circular.

## **APPOINTMENT OF CHAIRMAN, HONORARY CHAIRMAN AND SENIOR CONSULTANT**

### **Appointment of Chairman**

The Board is pleased to announce that, following the retirement of Mr. Shi as the Chairman, Mr. Mo Yueming (“**Mr. Mo**”), an executive Director, has been appointed as the Chairman with immediate effect. The biographical details of Mr. Mo are set out below:

Mr. Mo, aged 59, was appointed as an executive Director on 2 May 2018. Mr. Mo holds a degree of Executive Master of Business Administration from the HEC school of Management in Paris, France, a Master’s degree in Business in Economics (商業經濟學) from the Chinese Academy of Social Sciences (中國社會科學院) and a Bachelor’s degree in Accounting from Beijing Institute of Business\* (北京商學院).

Mr. Mo has over 20 years of experience in accounting and corporate management of the tourism industry and other industries, including working as the vice general manager and Chief Accountant of China Pan Travel Industry Development Co., Ltd.\* (中國泛旅實業發展股份有限公司) (now known as China Spacesat Co., Ltd. (中國天地衛星股份有限公司) (“**China Spacesat**”), a company listed on the Shanghai Stock Exchange with stock code 600118 and Mr. Mo has been a director of China Spacesat since June 2001; Mr. Mo has been a director of Zhejiang Yongfeng Environmental Sci&tech Co., Ltd. (浙江永峰環保科技股份有限公司), a company listed on National Equities Exchange and Quotations with stock code 838806 since 23 February 2016 for a term from 23 February 2016 to 22 February 2019; and the senior vice president of Orient Landscape Holdings Co., Ltd.\* (東方園林股份分公司) and the Chief Operating Officer of Orient Brigade Group\* (東方文旅集團) from 28 April 2017 to 27 November 2017. Besides, Mr. Mo was the president of Orient Victory Culture & Travel Group\* (東勝文化旅遊集團) that was controlled by Mr. Shi, and Comfort Cultural Tourism Industry Group Co., Ltd.\* (康輝文化旅遊產業集團股份有限公司), of which China Comfort Tourism Group Company Limited\* (中國康輝旅遊集團有限責任公司) (“**China Comfort**”) is the largest equity holder, from March 2018 to March 2019.

Mr. Mo currently serves as a co-vice chairman of Orient Victory Group\* (東勝集團) that was controlled by Mr. Shi and has been a director of China Comfort since April 2018. Further, since 2020, Mr. Mo serves as the chairman of Beijing Dora Aimeng Travel Development Holding Co., Ltd.\* (北京朵拉愛萌旅遊開發股份有限公司) and Beijing Dongfu Petroleum Technology Co., Ltd.\* (北京東孚石油科技有限公司).

Immediately after the AGM, Mr. Mo has entered into a service agreement with the Company. His term of office shall be subject to retirement by rotation and re-election at least once every three years and in accordance with the memorandum and articles of association of the Company. Under the service agreement, Mr. Mo is entitled to a fixed director’s fee of HK\$300,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position (including his appointment as the Chairman).

To the best knowledge of the Directors, and save as disclosed above, (i) Mr. Mo has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Mo has not held any other positions in the Company and other members of the Company’s group; and (iii) Mr. Mo does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. Mo does not have, and is not deemed to 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). Save as disclosed above, Mr. Mo has confirmed that there are no other matters that need to be brought to the attention of shareholders in connection with his appointment and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

### **Appointment of Honorary Chairman and Senior Consultant**

The Board is pleased to announce that Mr. Shi was appointed as the honorary chairman of the Board (the “**Honorary Chairman**”) and a senior consultant of the Company (the “**Senior Consultant**”) with immediate effect. The biographical details of Mr. Shi are set out below:

Mr. Shi, aged 55, was the Chairman, an executive Director and the CEO and was also the chairman of the Nomination Committee and a member of the Remuneration Committee. Mr. Shi graduated from the Hebei University of Architecture in 1989, who has over 24 years of experience in property development and is a qualified engineer in the PRC.

Mr. Shi is the director of Orient Victory Group HK Holdings Limited, chairman of Orient Victory Property Development Group Limited\* (東勝房地產開發集團有限公司), director of Dongyuan Holdings Limited and vice chairman of China Comfort. In addition, Mr. Shi is the honorary vice chairman of the China Real Estate Industry Association, chairman of Shijiazhuang City Real Estate Industry Association\* (石家莊市房地產業協會) and vice president of Chinese Rowing Association.

Immediately prior to this announcement, Mr. Shi entered into a consultancy agreement (the “**Consultancy Agreement**”) with the Company for a term of one year commencing on 28 June 2024 (i.e. until 27 June 2025) (both dates inclusive). Pursuant to the Consultancy Agreement, Mr. Shi is entitled to an annual consultancy fee of HK\$2,200,000. He is required to deliver his advice on the Group’s business operation and provide solutions from time to time during the term. Mr. Shi’s annual consultancy fee is determined by reference to his experiences and responsibilities to the Group, the prevailing market conditions of remuneration of similar position and the terms of the Company’s remuneration policy.

*Notes:*

1. The total number of Shares entitling the Shareholders to attend and vote on the proposed resolutions set out in the AGM Notice (the “**Proposed Resolutions**”) at the AGM: 12,922,075,516.
2. The number of Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions as set out in Rule 13.40 of the Listing Rules: Nil.
3. The number of Shares that are required under the Listing Rules to abstain from voting: Nil.
4. No parties have stated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.
5. Union Registrars Limited, the Hong Kong share registrar and transfer office of the Company, acted as scrutineer for the poll taken at the AGM.
6. Mr. Shi Baodong attended the AGM in person and Mr. Mo Yueming, Ms. Chang Meiqi, Mr. Dong Xiaojie, and Mr. Swei Feng-jih participated in the AGM by way of telephone conference. Mr. Zhao Huining and Mr. He Qi were unable to attend due to their business commitments.
7. The full text was set out in the AGM Notice.

\* denotes an English translation of the Chinese name for identification purpose only.

By Order of the Board  
**Orient Victory Smart Urban Services Holding Limited**  
**Mo Yueming**  
*Chairman and Executive Director*

Hong Kong, 28 June 2024

*As at the date of this announcement, the Board comprises three executive directors, being Mr. Mo Yueming, Mr. Xue Fei and Ms. Hao Ying and three independent non-executive directors, being Mr. He Qi, Mr. Swei Feng-jih and Mr. Lin Hua Rong, Harry.*