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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 with limited liability)

**ANNOUNCEMENT OF RESOLUTIONS PASSED
AT THE EXTRAORDINARY GENERAL MEETING**

The EGM was held on 10th February, 2003 whereby the Zhuhai Transaction, the Shanghai Transaction and the Zhuhai Lease Transactions were considered and passed as ordinary resolutions at the EGM.

In view of the uncertainty over the validity of the execution of the Beida Online Agreement by one of the vendors as explained below, the Board has resolved that the Beida Online Transaction should not be put forward to the Independent Shareholders for consideration at the EGM. As a result, the ordinary resolution in relation to the Beida Online Transaction was not considered by the Independent Shareholders at the EGM.

Reference is made to the circular of Shenyang Public Utility Holdings Company Limited (the "Company") dated 23rd December, 2002 (the "Circular"). Unless otherwise defined, terms used in this announcement have the same meanings as defined in the Circular.

Results of the EGM

The Directors announce that the extraordinary general meeting of the Company ("EGM") was held on Monday, 10th February, 2003 at 10:00 a.m. at 5/F., West PKU-HKUST Shenzhen-Hong Kong Institution Building, South Area, Hi-tech Industrial Park, Nanshan District, Shenzhen, the PRC and was attended by Shareholders representing 709,810,000 Shares, equivalent to about 69.56% of the total issued capital of the Company, which was in accordance with the requirements of the Company Law of the PRC and the articles of association of the Company. The EGM was chaired by the chairman of the Company, Mr. Xu Er Hui.

The following resolutions were considered and passed at the EGM:

1. To approve the ordinary resolution in relation to the acquisition of 35% equity interest in Zhuhai Education from each of Beida Education Investment and Beida Public School respectively by the Company (in aggregate equivalent to 70% equity interest) at a total cash consideration of approximately RMB166.6 million.

This resolution was passed by the Independent Shareholders holding 109,754,000 Shares, representing approximately 99.95% of the votes held by the Independent Shareholders present in person or by proxy and voting at the EGM.

2. To approve the ordinary resolution in relation to the acquisition by the Company and its subsidiary, the Real Estate Company, of an 80% and 20% equity interest (in aggregate equivalent to 100% equity interest) in Shanghai Education from Beida Education Investment and Beida Public School respectively at a cash consideration of approximately RMB155.5 million and approximately RMB38.9 million respectively.

This resolution was passed by the Independent Shareholders holding 109,754,000 Shares, representing approximately 99.95% of the votes held by the Independent Shareholders present in person or by proxy and voting at the EGM.

3. To approve the ordinary resolution in relation to the Zhuhai Master Lease Agreement in respect of the lease of the properties of Phase I of the Zhuhai Education Park owned by Zhuhai Education and the Waiver Application.

This resolution was passed by the Independent Shareholders holding 109,754,000 Shares, representing approximately 99.95% of the votes held by the Independent Shareholders present in person or by proxy and voting at the EGM.

In relation to the Beida Online Transaction, when the Beida Online Agreement was executed by the parties on 28th November, 2002, Mr. Qi Li Feng (“Mr Qi”), one of the Beida Online Vendors holding 2% equity interest in Beida Online, was not present and there was another person (the “Authorised Person”) who signed the Beida Online Agreement on behalf of Mr. Qi. With the understanding that a valid letter of authority to authorize the Authorised Person to sign the Beida Online Agreement on behalf of Mr. Qi will be provided to the Company by the Authorised Person subsequent to the date of signing of the Beida Online Agreement, the Directors accepted the Authorised Person to sign the Beida Online Agreement on behalf of Mr. Qi. Up to the date of the EGM, the Directors have not received the said letter of authority from the Authorised Person. Also, a letter (the “Letter”) from Mr. Qi was received by the Company on 30th January, 2003. In the Letter, Mr. Qi stated that he had not authorised any person to sign the Beida Online Agreement on his behalf. In view of the circumstances, the Board held a meeting on 10th February, 2003 (the “Board Meeting”) at the time immediately before the EGM. In the Board Meeting, the Directors resolved that the Beida Online Transaction should not be put forward to the Independent Shareholders for consideration until the validity of the execution of the Beida Online Agreement is clarified. As a result, the ordinary resolution in relation to the Beida Online Transaction was not considered by the Independent Shareholders at the EGM. Further announcement will be made by the Company as soon as the validity of the execution of the Beida Online Agreement is clarified.

By Order of the Board
Wang Se
Executive Director

Shenzhen, the PRC, 10th February, 2003

“Please also refer to the published version of this announcement in The Standard”.