

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



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 FIRST EXTRAORDINARY GENERAL MEETING FOR 2010

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting for 2010 (“EGM”) of Shenyang Public Utility Holdings Company Limited (the “Company”) will be held at the Conference Room of Lexington Shenyang Rich Gate Hotel, Shenyang, the People Republic of China at 9:00 a.m. on 12 February 2010 (Friday) for the following purposes:

I BY WAY OF ORDINARY RESOLUTIONS:

1. THAT

- (a) the disposal agreement (“Disposal Agreement”) dated 31 December 2008 between the Company as the vendor, and Beijing Zhong Yi Chong Yi Technology Development Company* (北京中億創一科技發展有限公司) as the purchaser regarding the disposal of the 80% equity interests in and the Group’s receivable from Beijing Diye Real Estate Development Company Limited* (北京地業房地產開發有限公司), a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification and the transactions contemplated thereunder, the details of which are provided in the Announcements and the Circular, be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the directors (“Directors”) of the Company be and is/are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Disposal Agreement and all the transactions completed thereunder into full effect.

* For identification purposes only

2. THAT

- (a) the sale and purchase agreement (“Sale and Purchase Agreement”) dated 5 January 2009 between Beijing Beida Jade Bird Company Limited* (北京北大青鳥有限責任公司) and Shenzhen Beida Jade Bird Sci-tech Company Limited* (深圳市北大青鳥科技有限公司) collectively as the vendors, and the Company as the purchaser regarding the acquisition of the entire equity interests in Shenzhen Jade Bird Optoelectronic Co., Ltd.* (深圳青鳥光電有限公司), a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification and the transactions contemplated thereunder, the details of which are provided in the Announcements and the Circular, be and are hereby approved, ratified and confirmed; and
- (b) Directors of the Company be and is/are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Sale and Purchase Agreement and all the transactions completed thereunder into full effect.

3. THAT

- (a) the sale and purchase agreement (“Acquisition Agreement”) dated 5 January 2009 between Beijing Zhong Yi Chong Yi Technology Development Company* (北京中億創一科技發展有限公司) as the vendor, and the Company as the purchaser (“Parties”) regarding the acquisition of the property (“Property”) located at 1st floor and 2nd floor, HP Building, No.112, Jianguo Road, Chaoyang District, Beijing, the PRC, a copy of which has been produced to the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification and the transactions contemplated thereunder, the details of which are provided in the Announcements and the Circular, be and are hereby approved, ratified and confirmed;
- (b) the terms of the supplemental agreement (“Supplemental Agreement”) dated 20 October 2009 between the Parties regarding that the Company will indirectly hold the Property through its wholly-owned subsidiary, a copy of which has been produced to the Meeting marked “D” and signed by the chairman of the Meeting for the purpose of identification and the transactions contemplated thereunder, the details of which are provided in the Announcements and the Circular, be and are hereby approved, ratified and confirmed;

- (c) Directors of the Company be and is/are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Acquisition Agreement and the Supplemental Agreement and all the transactions completed thereunder into full effect.

By order of the Board
Shenyang Public Utility Holdings Company Limited
An Mu Zong
Chairman

Shenyang, the PRC, 28 December 2009

Notes:

1. Each shareholder entitled to attend and vote at the meeting is entitled to appoint in written form one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a member of the Company. Shareholders or their proxies are entitled to attend the meeting and vote.
2. To be valid, the proxy form together with the certified power of attorney or authority (if any) must be delivered to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-7, 18/F, Hopewell Centre, 183 Queen's Road East, Hong Kong or the place of operation of the Company at 14/F, Jin Mao International Apartment, 1 Xiao Dong Road, Da Dong District, Shenyang, the People's Republic of China not less than 24 hours before the time of the meeting.
3. Shareholders or their proxies shall produce their identity documents when attending the meeting.
4. The register of the members of the Company will be closed from 13 January 2010 to 12 February 2010 (both dates inclusive), during which period no transfers of H Shares will be effected.
5. Shareholders whose names appear on the register of members of the Company on 13 January 2010 will be entitled to attend and vote at the meeting.
6. Shareholders who intend to attend the meeting should complete the reply slip for attending the meeting and return it to the Company's H Share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-7, 18/F, Hopewell Centre, 183 Queen's Road East, Hong Kong or the place of operation of the Company at 14/F, Jin Mao International Apartment, 1 Xiao Dong Road, Da Dong District, Shenyang, the People's Republic of China on or before 22 January 2010. The reply slip may be delivered by hand, by post or by facsimile at facsimile number (852) 28650990. Completion and return of the reply slip shall not affect the shareholder's right to attend the meeting pursuant to note 5 above.
7. The EGM is expected to last for less than one day. Shareholders and their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.

As at the date of this document, the directors of the Company are as follows:

Executive directors: *Mr. An Mu Zong, Mr. Wang Zai Xing, Mr. Chow Ka Wo Alex, Mr. Wang Hui*

Non executive directors: *Mr. Deng Yan Bin, Mr. Lin Dong Hui*

Independent non executive director: *Mr. Cai Lian Jun, Mr. Wong Kai Tat, Mr. Chan Ming Sun Jonathan*