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)

Proxy form for the 2009 Annual General Meeting to be held at 10:00 a.m. on 25th June 2010 (or any adjournment thereof)

No. of shares to which this Proxy relates (2)	
Type of shares (Promoter's shares or H shares) to which this Proxy relates (2)	

I/We(1) ______________________________

(of ______________________________)

being the registered holder(s) of Promoter's shares/H share(s)(3) of Shenyang Public Utility Holdings Company Limited (the "Company") **HEREBY APPOINT** the Chairman of the Annual General Meeting or(4) ______________________________

(of ______________________________)

as my/our proxy at the 2009 Annual General Meeting ("AGM") (and any adjournment thereof) of the Company to be held at the Conference Room of the Lexington Shenyang Rich Gate Hotel, No. 128, Ha'erbin Road, Shenhe District, Shenyang, the People's Republic of China at 10:00 a.m. on 25th June 2010 for the purposes of considering and, if thought fit, passing the ordinary resolutions and special resolutions as set out in the Notice of the AGM dated 25th June 2010 and at the AGM (or at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as directed below:

	ORDINARY RESOLUTIONS	For(5)	Against(5)
1.	To consider and approve the report of the board of directors of the Company for the year ended 31st December 2009;		
2.	To consider and approve the financial statements of the Company for the year ended 31st December 2009;		
3.	To consider and approve the reports of the auditors of the Company and its subsidiaries for the year ended 31st December 2009;		
4.	To consider and approve the profit allocation and dividend distribution proposals for the year ended 31st December 2009;		
5.	To consider and approve the re-appointment of Lo and Kwong C.P.A. Company Limited as the auditor of the Company;		
6.	To consider and approve the appointment of Mr. Bao Yi Qiang as non-executive director of the forth board of the directors of the Company.		
	SPECIAL RESOLUTION		
1.	To approve the granting of an issue mandate to the board of directors of the Company to issue State shares and H shares respectively not exceeding 20.00% of the existing number of State shares and H shares respectively.		

Date: ______________________________ 2010

Signature(s): ______________________________
Holder(s) of Promoter's shares or H shares

Notes:

1. Full name(s) (in Chinese and English) and address(es) (as shown in the Registers of Members) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Promoter's shares or H shares registered related to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
3. Please delete as appropriate.
4. A proxy needs not be a member of the Company. A holder of Promoter's shares or H shares is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. If such an appointment is made, you may delete the words "the Chairman of the Annual General Meeting or" and insert the name and address of the proxy you desired to appoint in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
5. Please indicate with a "✓" in the appropriate space how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the Notice of the AGM.
6. In the case of joint holders, the vote of the senior joint holders who lenders a vote, whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
7. This form of proxy must be signed by you or your attorney authorized in writing, or in the case of a company, must be either under its common seal or under the hand of an officer or attorney duly authorized.
8. To be valid, this proxy form together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited with the Company's H shares registrars, Hong Kong Registrars Limited, at **46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong** not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the AGM if you so wish.
10. The description of this resolution is by way of summary only. The full text appears in the Notice of the AGM dated 7th May 2010.