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 second Extraordinary General Meeting for 2012 to be held at 10:00 a.m. on 23 August 2012 (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 Extraordinary General Meeting or(4) ____________________

(of) ____

as my/our proxy at the second extraordinary general meeting for 2012 ("EGM") (and any adjournment thereof) of the Company to be held at the conference room of Lexington Shenyang Rich Gate Hotel, Shenyang, the People's Republic of China at 10:00 a.m. on Thursday, 23 August 2012 for the purposes of considering and, if thought fit, passing the ordinary resolutions as set out in the Notice of the EGM dated Thursday, 23 August 2012 and at the EGM (or at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as directed below:

	ORDINARY RESOLUTION		For(5)	Against(5)
1.	(a)	the disposal agreement ("**Disposal Agreement**") dated 13 June 2012 between the Company as the vendor, and Xinjiang Dingxin Huayu Equity Investment Company Limited* (新疆鼎新華域股權投資有限公司) and Xinjiang Shengshi Xintian Equity Investment Company Limited* (新疆盛世新天股權投資有限公司) as the purchasers regarding the disposal of the 100% equity interests in Beijing ShenFa Property Management Company Limited* (北京瀋發物業管理有限公司) (a copy of which has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved and confirmed; and		
	(b)	any one or more of the 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 contemplated thereunder.		

Date: ____________________ 2012

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 Extraordinary 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 EGM other than those referred to in the Notice of the EGM.
6. In the case of joint holders, the vote of the senior joint holders who renders 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 Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the EGM 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 EGM dated 5 July 2012.

* *For identification only*