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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of all shareholders ("**Shareholders**") of Shenyang Public Utility Holdings Company Limited ("**Company**") will be held at Conference room, 3rd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC on Wednesday, 9 October 2013 at 3:00 p.m. (or the time immediately after the conclusion of the Class Meeting for holders of H Shares to be held on the same date that is to take place immediately after the conclusion of the Class Meeting for holders of Domestic Shares to be held on the same date at 2:00 p.m. (or any adjournment thereof)) for the purpose of considering and, if thought fit, passing the following resolutions of the Shareholders. Unless the context otherwise requires, the terms defined in the announcements of the Company dated 13 August 2013 and 20 August 2013 respectively shall have the same meaning herein.

SPECIAL RESOLUTION

1. "**THAT**

    (a) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the proposed amendments to the Articles (details of which is set out in the announcement of the Company dated 20 August 2013) be and are hereby approved and confirmed;

    (b) the Board be and is hereby authorised to apply, register and filing, for and on behalf of the Company to obtain relevant approvals and all ancillary matters relating thereto to effect the proposed amendments of the Articles."

ORDINARY RESOLUTION

1. “**THAT**

   (a) the disposal agreement (“**Disposal Agreement**”) dated 13 August 2013 entered into between the Company as the vendor and Shenzhen Chengxin Xingye Trading Company Limited* 深圳市誠信興業貿易有限公司 as the purchaser in relation to the disposal of the entire equity interests of Guangzhou Zhongzhan Investment Holdings Company Limited* (廣州市中展投資控股有限公司), (a copy of which has been produced to the EGM marked “B” 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 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.”

By Order of the Board
Shenyang Public Utility Holdings Company Limited
Ma Zhong Hong
Chairman

Shenyang, the PRC
22 August 2013

Note:

1. A member of the Company (“**Member**”) entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. In the case of joint holders of any Share, only the person whose name appears first in the register of Members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the EGM, and this notice shall be deemed to be given to all joint holders of such Share.

2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of Domestic shares, with the Company’s office at 2nd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC not later than 24 hours before the time appointed for holding the EGM or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The registration in the register of Members will be closed from 8 September 2013 to 9 October 2013, both days inclusive, during which period no transfer of shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company's H share registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 7 September 2013. Shareholders whose names appear on the register of Members on 7 September 2013 will be entitled to attend the EGM.

4. Whether or not H Shareholders intend to attend the EGM, they are requested to complete the reply slip for the EGM and return it, by hand or by post, to the Company's H share registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 20 September 2013.

5. Whether or not Domestic Shareholders intend to attend to the EGM, they are requested to complete the reply slip for the EGM and return it, by hand or by post, to the Company's office at 2nd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC on or before 20 September 2013.

6. Shareholders or their proxies attending the EGM shall produce their identification documents.

As at the date of this announcement, the executive directors of the Company are Mr. Ma Zhong Hong, Mr. Deng Xiao Gang and Mr. Chau Ngai Ming, the non-executive directors are Mr. Huang Zhen Kun and Ms. Zhang Lei Lei and the independent non-executive directors are Mr. Wong Kai Tat, Mr. Wei Jie Sheng and Mr. Yu Guan Jian.