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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The announcement is published in accordance with the provisions of Rule 13.51(1) Listing Rules. Reference is made to the announcement (the "**Announcement**") of Shenyang Public Utility Holdings Company Limited (the "**Company**") dated 18 December 2013. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

In addition to the proposed amendments on the Article 119 and Article 120 of the Articles as disclosed in the Announcement, the Company proposed to amend the existing Article 124 of the Articles as follows:

Article 124 "The decisions of the supervisory committee shall be made by the affirmative vote of two-thirds or more of the supervisors.

(Article 109 of the Essential Clauses)"

The Board would also like to clarify that the wordings of the proposed amendments to the Article 119 and Article 120 set out in the Announcement should be as follows:

Article 119 "The supervisory committee shall be composed of 3 supervisors. The term of office of supervisors shall be three (3) years renewable upon re-election and re-appointment. The supervisory committee shall have one chairman who is subject to election or removal with the consent of over two-thirds of the members of the supervisory committee. The term of office of the chairman shall be three (3) years renewable upon re-election and re-appointment.

(Article 104 of the Essential Clauses)"

Article 120 "The supervisory committee shall comprise of 2 representatives of shareholders who shall be elected or removed by the shareholders in general meeting and 1 representative of staff and workers of the Company who shall be elected or removed democratically by the staff and workers.

(Article 105 of the Essential Clauses)"

The English version of the proposed amendments to the Articles is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The purpose of the proposed amendments to the Articles 119, 120 and 124 is to bring the Articles in line with the Company Law. The proposed amendments to the Articles are subject to the Shareholders' approval by way of a special resolution at the forthcoming EGM and completion of the registration procedures with Shenyang Administration for Industry and Commerce and relevant governmental authorities in the PRC. Prior to the proposed amendments to the Articles becoming effective, the existing Articles will continue to be in force.

A circular containing, among other things, further information on the proposed amendments to the Articles will be despatched to the Shareholders as soon as practicable.

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

Shenyang, the PRC, 16 January 2014

As at the date of this announcement, the executive directors of the Company are Mr. Ma Zhong Hong and Mr. Deng Xiao Gang, 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.