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 FIRST EXTRAORDINARY GENERAL MEETING FOR 2015

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting for 2015 ("**EGM**") of Shenyang Public Utility Holdings Company Limited (the "**Company**") will be held at Conference room, 3rd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the People's Republic of China at 3:00 p.m. on 12 February 2015 (Thursday) for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTIONS

1. To consider and approve the re-election of Mr. Ma Zhong Hong as an executive director of the sixth session of the board of directors of the Company (the "**Board**");

2. To consider and approve the re-election of Mr. Deng Xiao Gang as an executive director of the sixth session of the Board;

3. To consider and approve re-election of Mr. Huang Zhen Kun as an executive director of the sixth session of the Board;

4. To consider and approve the re-election of Mr. Yin Zong Chen as a non-executive director of the sixth session of the Board;

5. To consider and approve the re-election of Ms. Zhang Lei Lei as a non-executive director of the sixth session of the Board;

6. To consider and approve the re-election of Mr. Wong Kai Tat as an independent non-executive director of the sixth session of the Board;

7. To consider and approve the re-election of Mr. Yu Guan Jian as an independent non-executive director of the sixth session of the Board;

8. To consider and approve the re-election of Mr. Wang Xing Ye as an independent supervisor of the sixth session of the supervisory committee of the Company (the "**Supervisory Committee**");

9. To consider and approve the re-election of Mr. He Song Xi as a shareholder representative supervisor of the sixth session of the Supervisory Committee;

10. To consider and approve the appointment of Mr. He Qing Jia as an independent non-executive director of the sixth session of the Board;

11. To consider and approve the appointment of Mr. Zhang Yun Feng as an independent Supervisor of the sixth session of the Supervisory Committee; and

12. To authorize the Board to fix the Directors' and the Supervisors' remuneration.

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

Shenyang, the PRC, 30 December 2014

Notes:

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 the Domestic Shareholders, 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 15 January 2015 to 12 February 2015, 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 14 January 2015. Shareholders whose names appear on the register of Members on 14 January 2015 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 23 January 2015.

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 23 January 2015.

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. Huang Zhen Kun, the non-executive directors are Mr. Yin Zong Chen 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.