



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 EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 12 FEBRUARY 2015

(or at any adjournment thereof)

I/We, _____
of _____ (Note 1)
being the registered holder of _____ Domestic Shares/H Shares (Note 2)
in Shenyang Public Utility Holdings Company Limited (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the
extraordinary general meeting or _____
of _____
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company ("EGM") to be held at
Conference room, 3rd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC on Thursday, 12 February 2015 at 3:00 p.m., and
to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS (Note 4)		FOR (Note 5)	AGAINST (Note 5)
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.		

Dated this _____ date of _____ 2015

Signature(s) (Note 6) _____

* For identification purpose only

Notes:

1. Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) are to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares in the Company registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (Domestic Shares/H Shares) to which the proxy does not relate.
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.
4. The full text of these resolutions is set out in the notice of the EGM which is sent to the shareholders of the Company together with this form of proxy.
5. If you wish to vote for any of the resolutions set out above, please tick ("✓") in the boxes marked "FOR". If you wish to vote against any of the resolutions, please tick ("X") in the boxes marked "AGAINST". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice of the EGM.
6. This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. All powers of attorney referred to in this note must be notarially certified.
7. In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
8. As regards to the H Shareholders, in order to be valid, this 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 such power 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 not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
9. As regards to the Domestic Shareholders, in order to be valid, this 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 such power or authority, must be deposited with the Company's office at 2nd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
10. A proxy attending the EGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy's proof of identification.
11. This form of proxy is in duplicate, one of which should be lodged in accordance with the instruction under note 8 or note 9 and the other shall be presented at the EGM in accordance with the instruction under note 10.
12. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
13. Unless the context requires otherwise, terms defined in the notice of the EGM shall bear the same meanings when used in this form of proxy.