**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)**

## Poll Results of 2014 Annual General Meeting

The Board is pleased to announce that all proposed resolutions set out in the notice of the AGM dated 11 May 2015 were duly passed by the Shareholders by way of poll at the AGM.

References are made to the circular (the "**Circular**") of Shenyang Public Utility Holdings Company Limited (the "**Company**") dated 11 June 2015 and the notice of the annual general meeting of the Company (the "**Notice of AGM**") dated 11 May 2015. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

The Board is pleased to announce that all the resolutions set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the annual general meeting of the Company for the financial year ended 31 December 2014 (the "**AGM**") held on 24 June 2015.

As at the date of the AGM, the total number of issued shares of the Company was 1,224,480,000, which was the total number of shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. There was no restriction on any Shareholders casting votes on any of the resolutions at the AGM. Shareholders and authorized proxies holding an aggregate of 600,000,000 Shares, representing 49.00% of the total number of issued shares of the Company, were represented at the AGM.

The AGM was convened in accordance with the requirements of the Company Law of the People's Republic of China and the articles of association of the Company. The Company's share registrar, Hong Kong Registrars Limited, acted as the scrutineer for the vote-taking at the AGM.

The poll results of the resolutions proposed on the AGM are as follows:

| Resolutions | Number of votes (approximate % of total number of votes) | |
|---|---|---|
| | **For** | **Against** |
| **Ordinary Resolutions** | | |
| 1. To consider and approve the reports of the board of directors (the "**Board**") of the Company for the year ended 31 December 2014. | 600,000,000 (100%) | 0 (0%) |
| As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution. | | |
| 2. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2014. | 600,000,000 (100%) | 0 (0%) |
| As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution. | | |
| 3. To consider and approve the reports of the auditors of the Company and its subsidiaries for the year ended 31 December 2014. | 600,000,000 (100%) | 0 (0%) |
| As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution. | | |
| 4. To consider and approve the profit allocation and dividend distribution proposals for the year ended 31 December 2014. | 600,000,000 (100%) | 0 (0%) |
| As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution. | | |
| 5. To consider and approve the re-appointment of Zhong Lei (HK) C.P.A. Company Limited as the auditor of the Company. | 600,000,000 (100%) | 0 (0%) |
| As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution. | | |
| 6. To consider and approve the appointment of Mr. Zhang Jing Ming as an executive director of the Sixth Session of the Board. | 600,000,000 (100%) | 0 (0%) |
| As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution. | | |
| 7. To consider and approve the appointment of Ms. Li Yu Xiang as a non-executive director of the Sixth Session of the Board. | 600,000,000 (100%) | 0 (0%) |
| As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution. | | |

| Special Resolutions | | |
|---|---|---|
| 1. To consider and approve the granting of the general and unconditional mandate to the board of directors of the Company to issue domestic shares and H shares not exceeding 20.00% of the existing number of domestic shares and H shares respectively. | 600,000,000 (100%) | 0 (0%) |
| As more than two-third of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution. | | |
| 2. To consider and approve the proposed amendments to the articles of association of the Company as set in the Appendix to the Circular. | 600,000,000 (100%) | 0 (0%) |
| As more than two-third of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution. | | |

By order of the Board of
**Shenyang Public Utility Holdings Company Limited**
**Deng Xiao Gang**
*Executive Director*

Shenyang, the PRC, 24 June 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Zhang Jing Ming, Mr. Deng Xiao Gang and Mr. Huang Zhen Kun, the non-executive directors are Mr. Yin Zhong Chen and Ms. Li Yu Xiang and the independent non-executive directors are Mr. Chan Ming Sun Jonathan, Mr. He Qing Jia and Mr. Yu Guan Jian.*