

## Notice of Annual General Meeting

Notice is hereby given that the 2000 Annual General Meeting of Shenyang Public Utility Holdings Company Limited (the "Company") will be held at the Company's premises at Level 9, Golden International Tower, 355 Zhong Shan Road, Shenhe District, Shenyang, the People's Republic of China (the "PRC") on Friday, 11th May 2001 at 9:00 a.m. for the purpose of the followings by way of ordinary resolutions:

1. To consider and approve the 2000 Report of the Board of Directors of the Company;
2. To consider and approve the 2000 Report of the Supervisory Committee of the Company;
3. To consider and approve the 2000 financial statements of the Company;
4. To consider and approve the 2000 Reports of the domestic auditors and the international auditors of the Company;
5. To consider and approve the 2000 profit allocation and dividend distribution proposals of the Company;
6. To consider and approve the re-appointment of the retiring domestic auditors (Hualun Certified Public Accountants) and international auditors (PricewaterhouseCoopers, Certified Public Accountants) and authorise the Board of Directors to determine their remuneration;
7. To elect new directors and supervisors and to authorise the Board of Directors to determine their remuneration; and
8. To accept the allocation of the fund realised from disposal of Jingwei Transportation and the fund originally for vehicle renovation to additional working capital of the Group.

By Order of the Board  
**Wang Se**  
*Company Secretary*

23rd March 2001, Shenyang, the PRC

*Notes:*

- (1) Each shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies in writing to attend and vote at the meeting on his/her behalf. A proxy need not be a member of the Company. Shareholders or their proxies are entitled to attend and vote at the meeting.
- (2) To be valid, the proxy form together with the notarised power of attorney or authority (if any) must be delivered to the Company's business address or the Company's H share registrar, Hong Kong Registrars Limited ("HKRL") at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, not less than 24 hours before the time of the meeting.
- (3) Shareholders or their proxies shall produce their identity documents when attending the meeting.
- (4) The register of members of the Company will be closed from Wednesday, 11th April 2001 to Friday, 11th May 2001 (both days inclusive), during which period no transfer of the Company's shares will be registered.
- (5) Shareholders whose names appear in the register of members on Wednesday, 11th April 2001 are entitled to attend and vote at the meeting.
- (6) Shareholders who intend to attend the meeting should complete and lodge the reply slip and return it to the Company's business address at Level 9, Golden International Tower, 355 Zhong Shan Road, Shenhe District, Shenyang, the PRC or deliver the same to the Company's H share registrar, HKRL on or before Friday, 20th April 2001. The reply slip may be delivered by hand, by post, by cable or by fax (at fax no. of the Company: 86-24-22842021 and the fax no. of the Company's H share registrar: (852) 25790095). Completion and return of reply slip shall not affect the right of shareholders to attend the meeting pursuant to note (5) above.
- (7) The Annual General Meeting is expected to take not more than one day. The attending shareholders and proxies shall be responsible for their own travelling and accommodation expenses.