

NOTICE IS HEREBY GIVEN that the 2001 Annual General Meeting of Shenyang Public Utility Holdings Company Limited (the "Company") will be held at the Company's office at the Conference Room, 4th Floor, No. 14, Shisiwei Road, Heping District, Shenyang, the People's Republic of China (the "PRC") at 9:00 a.m. on Friday, 7 June 2002 for the following purposes.

By way of ordinary resolutions:

1. To consider and approve the 2001 Report of the Board of Directors of the Company;
2. To consider and approve the 2001 Report of the Supervisory Committee of the Company;
3. To consider and approve the 2001 financial statements of the Company;
4. To consider and approve the 2001 reports of the domestic auditors and the international auditors of the Company;
5. To consider and approve the 2001 profit allocation and dividend distribution proposals of the Company;
6. To consider and approve the re-appointment of PricewaterhouseCoopers, Certified Public Accountants, as the international auditors of the Company and to authorise the Board of Directors to determine their remuneration;
7. To consider and approve the newly appointment of Yuehua Certified Public Accountants as domestic auditors of the Company and to authorise the Board of Directors to determine their remuneration.

By order of the Board
Wang Se
Company Secretary

19th April 2002, 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 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, 8th May 2002 to Friday, 7th June 2002 (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, 8th May 2002 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 No.14, Shisiwei Road, Heping District, Shenyang, the PRC, (postal code: 110003) or deliver the same to the Company's H share registrar, Hong Kong Registrars Limited on or before Friday, 17th May 2002. The reply slip may be delivered by hand, by post, by cable or by fax. The fax no. of the Company is 86-24-2325 7181. The fax no. of the Company's H share registrar is 852-2579 0095. 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.