

# NOTICE OF 2002 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2002 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 Monday, 16th June, 2003 for the following purposes:

By way of ordinary resolutions:

1. To consider and approve the 2002 report of the board of directors of the Company;
2. To consider and approve the 2002 report of the supervisory committee of the Company;
3. To consider and approve the 2002 financial statements of the Company;
4. To consider and approve the 2002 reports of the PRC auditors and the international auditors of the Company;
5. To consider and approve the 2002 profit allocation and dividend distribution proposals of the Company;
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu, 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 re-appointment of Deloitte Touche Tohmatsu Certified Public Accountant Ltd. as the PRC auditors of the Company and to authorise the board of directors to determine their remuneration.
8. To consider and approve and ratify the board of directors resolution to terminate the proposed acquisition of 50% equity interest in Beijing Beida – Online internet Company Limited on 10th February 2003.

By way of special resolution:

9. To consider and approve the granting of authorisation to the board of directors of the Company to issue domestic shares and H shares respectively not exceeding 20% of the existing number of domestic shares and H shares respectively.

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

26th April 2003, Shenyang, the PRC

## NOTICE OF 2002 ANNUAL GENERAL MEETING

*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 Rooms 1901-5 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time of the meeting.
- (3) Shareholders or their proxies shall procure their identity documents when attending the meeting.
- (4) The register of members of the Company will be closed from Saturday, 17th May 2003 to Sunday, 15th June 2003 (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 at 4:00pm, Friday, 16th May 2003 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: 11003) or deliver the same to the Company's H share registrar, Hong Kong Registrars Limited on or before Tuesday, 27th May 2003. The reply slip may be delivered by hand, by post, by cable or by fax. The fax no. of the Company is 86-24-23257181. The fax no. of the Company's H share registrar is 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 accomodation expenses.