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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)**

## **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2011**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting for 2011 (“EGM”) of Shenyang Public Utility Holdings Company Limited (the “Company”) will be held at the conference room of Shenyang Hai Yun Jinjiang International Hotel, Shenyang, the People’s Republic of China on 5 August 2011 (Friday) at 10:00 a.m. for the following purposes:

### **BY WAY OF ORDINARY RESOLUTIONS:**

#### **1. THAT**

- (a) the acquisition agreement (“Acquisition Agreement”) dated 11 May 2011 entered into between the Company as the purchaser and Tianjin Zhongfang Yongyang Property Company Limited\* (天津中房雍陽置業有限公司) and Shenzhen Zhongfang Chuangzhan Investment Group Company Limited\* (深圳市中房創展投資集團有限公司) as the vendors in relation to the acquisition of 100% equity interests of Zhongfang Chaozhou Investment Development Company Limited\* (中房潮州投資開發有限公司) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved and confirmed; and
- (b) any one or more of the directors (“Directors”) of the Company be and is/are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Acquisition Agreement and all the transactions contemplated thereunder.

## 2. THAT

- (a) the disposal agreement (“Disposal Agreement”) dated 23 May 2011 entered into between the Company as the vendor and Beijing Sihai Huaao Trading Company Limited\* (北京四海華澳貿易有限公司) as the purchaser in relation to the disposal of the entire equity interests of Shenzhen Jade Bird Shenfa Guangdian Company Limited\* (深圳青鳥瀋發光電有限公司) (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved and confirmed; and
- (b) any one or more of the Directors be and is/are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Disposal Agreement and all the transactions contemplated thereunder.

By order of the Board  
**Shenyang Public Utility Holdings Company Limited**  
**An Mu Zong**  
*Chairman*

Shenyang, the PRC, 15 June 2011

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the PRC

*Notes:*

1. Each shareholder entitled to attend and vote at the EGM is entitled to appoint in written form one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a member of the Company. Shareholders or their proxies are entitled to attend the EGM and vote.
2. To be valid, the proxy form together with the certified power of attorney or authority (if any) must be delivered to the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-7, 18/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong or the place of operation of the Company at 14/F, Jin Mao International Apartment, 1 Xiao Dong Road, Da Dong District, Shenyang, the People’s Republic of China not less than 24 hours before the time of the EGM.
3. Shareholders or their proxies shall produce their identity documents when attending the EGM.

4. The register of the members of the Company will be closed from 17 July 2011 to 5 August 2011 (both dates inclusive), during which period no transfers of H shares will be effected.
5. Shareholders whose names appear on the register of members of the Company on 15 July 2011 will be entitled to attend and vote at the EGM.
6. Shareholders who intend to attend the EGM should complete the reply slip for attending the EGM and return it to the Company's H Share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-7, 18/F, Hopewell Centre, 183 Queen's Road East, Hong Kong or the place of operation of the Company at 14/F, Jin Mao International Apartment, 1 Xiao Dong Road, Da Dong District, Shenyang, the People's Republic of China on or before 15 July 2011. The reply slip may be delivered by hand, by post or by facsimile at facsimile number (852) 28650990. Completion and return of the reply slip shall not affect the shareholder's right to attend and vote at the EGM pursuant to note 5 above.
7. The EGM is expected to last for less than one day. Shareholders and their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.

*As at the date of this announcement, the executive directors of the Company are Mr. An Mu Zong, Mr. Wang Zai Xing, Mr. Alex Chow Ka Wo and Mr. Wang Hui, the non-executive directors are Mr. Lin Dong Hui and Mr. Bao Yi Qiang and the independent non-executive directors are Mr. Cai Lian Jun, Mr. Wong Kai Tat and Mr. Chan Ming Sun Jonathan.*

\* *For identification purpose only*