



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)

**PROXY FORM FOR THE 2015 ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 15 JUNE 2016**

(or at any adjournment thereof)

I/We, _____
of _____ ^(Note 1)
being the registered holder of _____ Domestic Shares/H Shares ^(Note 2)
in Shenyang Public Utility Holdings Company Limited (the "Company"), HEREBY APPOINT ^(Note 3) the
Chairman of the 2015 annual general meeting or _____
of _____
as my/our proxy to attend and act for me/us at the 2015 annual general meeting of the Company ("AGM") to be
held at Conference room, 3rd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC on 15 June 2016
(Wednesday) at 3:00 p.m., and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS		For ⁽⁵⁾	Against ⁽⁵⁾
1.	To consider and approve the reports of the board of directors (the "Board") of the Company for the year ended 31 December 2015;		
2.	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2015;		
3.	To consider and approve the reports of the auditors of the Company and its subsidiaries for the year ended 31 December 2015;		
4.	To consider and approve the profit allocation and dividend distribution proposals for the year ended 31 December 2015;		
5.	To consider and approve the re-appointment of ZHONGLEI (HK) CPA Company Limited as the auditor of the Company;		
6.	To consider and approve the appointment of Mr. Chen Jen Feng as the Shareholder's representative supervisor of the Sixth Session of the supervisory committee;		
SPECIAL RESOLUTIONS		For ⁽⁵⁾	Against ⁽⁵⁾
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.		
2.	To consider and approve the proposed amendments to the articles of association of the Company.		

SPECIAL RESOLUTIONS		For ⁽⁵⁾	Against ⁽⁵⁾
3.	To cancel the proposed change in name of the Company from “瀋陽公用發展股份有限公司 Shenyang Public Utility Holdings Company Limited” to “深圳市金馬控股發展股份有限公司 Shenzhen Jinma Development Holdings Company Limited”.		
4.	To cancel the proposed change in the registered address of the Company from “瀋陽經濟技術開發區中央大街20甲1-4號 (No.1-4, 20A, Central Street, Shenyang Economic and Technological Development Zone, the PRC)” to “深圳市羅湖區延芳路安業馨園AB棟2樓211 (211, 2nd Floor, Block A and B, An Ye Xin Yuan, Yanfang Road, Luohu, Shenzhen, the PRC)”.		

Dated this _____ date of _____ 2016

Signature(s) ^(Note 6) _____

Notes:

- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) are to be inserted in BLOCK CAPITALS.
- Please insert the number of shares in the Company registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (Domestic Shares/H Shares) to which the proxy does not relate.
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.
- The full text of these resolutions is set out in the notice of the AGM which is sent to the shareholders of the Company together with this form of proxy.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) in the boxes marked “FOR”. If you wish to vote against any of the resolutions, please tick (“X”) in the boxes marked “AGAINST”. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice of the AGM.
- This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. All powers of attorney referred to in this note must be notarially certified.
- In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- As regards to the H Shareholders, in order to be valid, this form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s H Share Registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- As regards to the Domestic Shareholders, in order to be valid, this form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s office at 2nd Floor, No. 498, Yanfang Road, Luohu, Shenzhen, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- A proxy attending the AGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy’s proof of identification.
- This form of proxy is in duplicate, one of which should be lodged in accordance with the instruction under note 8 or note 9 and the other shall be presented at the AGM in accordance with the instruction under note 10.
- Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
- Unless the context requires otherwise, terms defined in the notice of the AGM shall bear the same meanings when used in this form of proxy.