



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 EXTRAORDINARY GENERAL MEETING
TO BE HELD ON TUESDAY, 13 JUNE 2023**
(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
extraordinary general meeting or _____
of _____
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company (the “EGM”) to be
held at 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC on Tuesday,
13 June 2023 at 2 p.m., and to vote on my/our behalf as directed below.

SPECIAL RESOLUTION ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and approve the proposed amendments to the existing articles of association of the Company.		

Dated this _____ date of _____ 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 EGM WILL ACT AS YOUR PROXY.
- The full text of this resolution is set out in the notice of the EGM which is sent to the shareholders of the Company together with this form of proxy.
- If you wish to vote for the resolution set out above, please tick (“✓”) in the box marked “FOR”. If you wish to vote against the resolution, please tick (“X”) in the box marked “AGAINST”. If this form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those set out in the notice of the EGM.
- This form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney to it. 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 EGM 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 2606A, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, the PRC not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- A proxy attending the EGM 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 EGM 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 EGM shall bear the same meanings when used in this form of proxy.