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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 ANNUAL GENERAL MEETING FOR 2025

NOTICE IS HEREBY GIVEN that the annual general meeting for 2025 (the "**AGM**") of Shenyang Public Utility Holdings Company Limited (the "**Company**") will be held at 4809, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, PRC at 11:00 a.m. on Friday, 26 June 2026 for the following purposes:

I. BY ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board (the "**Board**") of directors (the "**Director(s)**") of the Company for the year ended 31 December 2025;

2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2025;

3. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2025;

4. To consider and approve the report of the auditor of the Company for the year ended 31 December 2025;

5. To consider and approve the profit allocation and dividend distribution proposals of the Company for the year ended 31 December 2025; and

6. To consider and approve the re-appointment of Asian Alliance (HK) CPA Limited as the auditor of the Company, and to authorise the Board to fix its remuneration.

II. BY SPECIAL RESOLUTION:

7. To consider and approve the grant to the Board a general and unconditional mandate to allot, issue and deal with new domestic shares ("**Domestic Share(s)**") and overseas listed foreign shares ("**H Share(s)**") of the Company (the "**Share(s)**") independently or concurrently, according to the market conditions and the needs of the Company:

   "**THAT**

   (a) Subject to paragraphs (c) and (d) below and pursuant to the Company Law of the PRC (the "**Company Law**") and the relevant regulatory stipulations (as amended from time to time) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Board be granted a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with new Shares during the Relevant Period (as hereinafter defined) and to determine the terms and conditions for the allotment and issue of new Shares which include, without limitation, the following terms:

      (i) class and number of new Shares to be issued;

      (ii) price determination method of new Shares and/or issue price (including price range);

      (iii) the starting and closing dates for the issue of new Shares;

      (iv) class and number of the new Shares to be issued to existing shareholders of the Company; and

      (v) the making or granting of offers, agreements and options which might require the exercise of such powers.

   (b) The approval in paragraph (a) shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined).

   (c) The aggregate number of the new Domestic Shares and new H Shares allotted, issued and dealt with conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a), other than the Shares issued pursuant to the Rights Issue (as hereinafter defined) or the rights to purchase the Shares under any option scheme or similar arrangement, shall not exceed 20% of each of the aggregate number of Domestic Shares and H Shares in issue respectively as at the date of passing of this resolution.

(d) In exercising the powers granted in paragraph (a), the Board must (i) comply with the Company Law and the Listing Rules; and (ii) obtain approval from China Securities Regulatory Commission and other relevant government departments of the PRC.

(e) For the purpose of this resolution:

"**Relevant Period**" means the period from the date of passing this resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the 12-month period following the passing of this resolution; and

(iii) the revocation or variation of the mandate granted under this resolution by a special resolution of the shareholders of the Company (the "**Shareholders**") in a general meeting.

"**Rights Issue**" means the allotment or issue of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the Shareholders (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.

(f) The Board, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law, be authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (a) above.

(g) The Board be authorised to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new Shares, provided that the same do not violate the relevant laws, administrative regulations, the relevant regulatory stipulations (as amended from time to time) of the place where the Company is listed and the articles of association of the Company.

(h) Subject to the requirement of the relevant PRC authorities, the Board be authorised to make appropriate and necessary amendments to the articles of association of the Company after completion of the allotment and issue of new Shares according to the method, type and amount of the allotment and issue of new Shares by the Company and the actual situation of the shareholding structure of the Company at the time of completion of the allotment and issue of new Shares in order to reflect the alteration of the share capital structure and registered capital of the Company pursuant to the exercise of this mandate.''

By Order of the Board
Shenyang Public Utility Holdings Company Limited
Zhang Jing Ming
Chairman

Shenyang, the PRC, 1 June 2026

Notes:

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a Shareholder. In the case of joint holders of any Shares, only the person whose name appears first in the register of members of the Company shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Shares at the AGM, and this notice shall be deemed to be given to all joint holders of such Shares.

2. Where there are joint holders of any Shares, any one of such persons may vote at the AGM or any adjournment thereof (as the case may be), either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

3. To be valid, the 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 that power of attorney or authority must be deposited with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares only) or the Company's office at 4809, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, PRC (for holders of Domestic Shares only) as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should the Shareholder so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

4. The registration in the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of Shares will be effected. For the identification of Shareholders who are qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 22 June 2026 (for holders of H Shares only) or the Company's office at 4809, Jinzhonghuan Main Business Building, No. 3037 Jintian Road, Futian, Shenzhen, PRC, not later than 4:00 p.m. on Monday, 22 June 2026 (for holders of Domestic Shares only). Shareholders whose names appear on the register of members of the Company on Friday, 26 June 2026 will be entitled to attend the AGM.

5. Shareholders or their proxies attending the AGM shall produce their identification documents.

6. Pursuant to Rule 13.39(4) of the Listing Rules, each of the resolutions set out in this notice shall be voted by way of poll.

7. If a tropical cyclone warning signal no. 8 or above, or a black rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company at www.shenyang747.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Zhang Jing Ming, Mr. Huang Chunfeng and Mr. Leng Xiao Rong; the non-executive Director is Mr. Chau Ting Yan; and the independent non-executive Directors are Mr. Luo Zhuo Qiang, Ms. Jiang Hai Ling and Mr. Mao Hai Bin.