



**上海大眾公用事業(集團)股份有限公司**  
**Shanghai Dazhong Public Utilities (Group) Co., Ltd.\***

(a joint stock company incorporated in the People's Republic of China with limited liability)

**(Stock Code: 1635)**

**PROXY FORM FOR THE 2016 ANNUAL GENERAL MEETING**

I/We <sup>(note 1)</sup> \_\_\_\_\_ of <sup>(note 2)</sup> \_\_\_\_\_

being holder(s) of \_\_\_\_\_ H shares in Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the "Company") <sup>(note 3)</sup>, as shareholder(s) of the Company, **hereby appoint** <sup>(note 4)</sup> the chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_

as as my/our proxy to attend and act for me/us at the 2016 annual general meeting of the Company or any adjourned meeting(s) (the "AGM") thereof to be held at Multi-Function Hall, 3/F, Jimao Hotel, 1525 Zhongshan West Road, Shanghai, People's Republic of China ("PRC") on Thursday, 25 May 2017 at 1:30 p.m. and to vote for me/us on my/our behalf at such meeting in respect of the resolutions set out in the Notice of the AGM, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 20 April 2017.

ORDINARY RESOLUTIONS <sup>(note 5)</sup>		FOR <sup>(note 6)</sup>	AGAINST <sup>(note 6)</sup>	ABSTAIN <sup>(note 6)</sup>
1	Work Report of the Board of Directors for the Year 2016			
2	Work Report of the Board of Supervisors for the Year 2016			
3	Work Report of the General Manager for the Year 2016			
4	Final Financial Report for the Year 2016 and the Financial Budget Report for the Year 2017			
5	Profit Distribution Plan for the Year 2016			
6	Resolution on Ordinary Related Party Transactions of the Company for the Year 2017	/	/	/
6.01	Shanghai Dazhong Gas Co. Ltd.* (上海大眾燃氣有限公司), a subsidiary of the Company, procure natural gas business and lease office premises from Shanghai Gas (Group) Co., Ltd.* (上海燃氣(集團)有限公司), the second largest shareholder of the Company			
6.02	The company lease office premises from Shanghai Dazhong Building Co., Ltd.*(上海大眾大廈有限責任公司)			
7	Resolutions on the Application of Credit Facilities of the Company and the Provision of Guarantees for External Financing of Controlled Subsidiary by the Company			
8	Election of Executive Directors of the Tenth Session of the Board of Directors	/	/	/
8.01	Election of Mr. Yang Guoping as an Executive Director of the Tenth Session of the Board of Directors			
8.02	Election of Mr. Liang Jiawei as an Executive Director of the Tenth Session of the Board of Directors			
8.03	Election of Ms. Yu Min as an Executive Director of the Tenth Session of the Board of Directors			
8.04	Election of Mr. Zhuang Jianhao as an Executive Director of the Tenth Session of the Board of Directors			
8.05	Election of Mr. Yang Weibiao as an Executive Director of the Tenth Session of the Board of Directors			
9	Election of Non-executive Directors of the Tenth Session of the Board of Directors	/	/	/
9.01	Election of Mr. Chan Wing Kin as a Non-Executive Director of the Tenth Session of the Board of Directors			
9.02	Election of Mr. Li Songhua as a Non-Executive Director of the Tenth Session of the Board of Directors			
9.03	Election of Mr. Cheung Yip Sang as a Non-Executive Director of the Tenth Session of the Board of Directors			

<b>ORDINARY RESOLUTIONS</b> <i>(note 5)</i>		<b>FOR</b> <i>(note 6)</i>	<b>AGAINST</b> <i>(note 6)</i>	<b>ABSTAIN</b> <i>(note 6)</i>
10	Election of Independent Non-Executive Directors of the Tenth Session of the Board of Directors			
10.01	Election of Mr. Wang Kaiguo as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
10.02	Election of Mr. Yao Cho Fai Andrew as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
10.03	Election of Mr. Chow Siu Lui as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
10.04	Election of Mr. Wang Hongxiang as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
10.05	Election of Mr. Liu Zhengdong as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
11	Election of Supervisors of the Tenth Session of the Board of Supervisors			
11.01	Election of Mr. Yang Jicai as a Supervisor of the Tenth Session of the Board of Supervisors			

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