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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)

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is hereby given that 2016 Annual General Meeting (“AGM”) of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the “**Company**”) will be held at Multi-Function Hall, 3/F, Jimao Hotel, 1525 Zhongshan West Road, Shanghai, PRC on Thursday, 25 May 2017 at 1:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

- 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)

* For identification purpose only

- 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
- 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 Board of Supervisors
 - 11.01 Election of Mr. Yang Jicai as a Supervisor of the Tenth Session of the Board of Supervisors
 - 11.02 Election of Ms. Zhao Siyuan as a Supervisor of the Tenth Session of the Board of Supervisors
- 12 Resolution on the Re-appointment of the Domestic Audit Firm and Internal Control Audit Firm for the Company for the Year 2017
- 13 Resolution on the Appointment of the Overseas Audit Firm for the Company for the Year 2017

SPECIAL RESOLUTION

- 14 Resolution on the Amendments on the Articles of Association and Change on Industrial and Commercial Registration

By order of the Board of Directors
Shanghai Dazhong Public Utilities (Group) Co., Ltd.
Yang Guoping
Chairman

Shanghai, the People's Republic of China
7 April 2017

Note:

1. In order to determine the Shareholders eligible to attend the AGM of the Company, the register of members of the Company will be closed from Tuesday, 25 April 2017 to Thursday, 25 May 2017, both days inclusive, during which no transfer of shares will be registered. Only Shareholders of the Company whose names appear on the register of members of the Company on Friday, 12 May 2017 or their proxies or duly authorised corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 April 2017.
2. Shareholders who intend to attend the AGM shall complete the reply slip and return it to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H Shareholders) no later than 20 days before the date of the AGM, i.e. no later than Friday, 5 May 2017 and receive the receipt.
3. All shareholders are entitled to attend the AGM. The shareholders may fill in the form of proxy of the Company to appoint one or more persons as their representatives to attend the AGM and vote at the meeting. Representatives are not required to be shareholders of the Company.
4. The appointment of a proxy must be in writing by using this form. This proxy form must be signed under the hand of the appointer or his/her attorney duly authorized in writing ("**Power of Attorney**"). Where the Power of Attorney is signed on behalf of the relevant shareholder by an attorney, such Power of Attorney or other relevant authorization documents (if any) thereof must be notarized. For a corporate shareholder, such Power of Attorney must be affixed with the common seal or signed by its director or attorney duly authorized.

5. For H shareholder(s), this proxy form shall only be valid if it is returned to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM in person or by mail. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of AGM. Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM if you so wish.
6. An individual shareholder attending the AGM in person shall present his identification card or other document or certification of identification. A proxy attending the AGM on behalf of a shareholder shall present his identification card and the Power of Attorney signed by the appointer or his representative with the issue date. A corporate shareholder shall attend the AGM by its legal representative or his nominee. A legal representative attending the AGM shall present his identification card and document which can certify his capacity as a legal representative. A nominee attending the AGM shall present his identification card and the letter of attorney signed by the legal representative.
7. The AGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the AGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
8. None of the directors, supervisors, managers and other senior management of the Company have a material interest in the matters to be discussed.
9. The date of registration for shareholders who are entitled to attend the AGM: Friday, 12 May 2017.
10. The contact person for matters relating to the AGM of the Company:

Cao Jing
Tel No.: (86 021) 64280679
Fax No.: (86 021) 64288727

The address of the Company's H share registrar, Computershare Hong Kong Investor Services Limited is:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel No.: 2862 8555
Fax No.: 2865 0990
11. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will ask to vote on all resolutions proposed at the AGM by way of registered poll in accordance with the Article 114 of the Articles of Association of the Company.
12. Shanghai Gas (Group) Co., Ltd.* (上海燃氣(集團)有限公司) should obtain from voting on resolution 6.01.
13. Resolution to small and medium investors for separate counting: 5, 6, 8, 9, 10, 11.

As at the date of this notice, the Board of Directors comprises Mr. YANG Guoping, Mr. ZHONG Jinxing, Mr. LIANG Jiawei, Ms. YU Min, Mr. YANG Jicai and Mr. ZHUANG Jianhao as executive Directors; Mr. LI Songhua as non-executive Director; and Mr. CAI Jianmin, Mr. CHOW Siu Lui, Mr. YAN Xuehai and Mr. YAO Cho Fai Andrew as independent non-executive Directors.