



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 EXTRAORDINARY GENERAL MEETING

I/We ^(note 1) _____ of ^(note 2) _____

being holder(s) of _____ H shares in Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the “**Company**”) ^(note 3) as shareholder(s) of the Company, **hereby appoint** ^(note 4) **the chairman of the meeting** or _____ of _____

as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company or any adjourned meeting(s) (the “**EGM**”) thereof to be held at Multi-Function Hall, 3/F, Jimao Hotel, 1525 Zhongshan West Road, Shanghai, People’s Republic of China (“**PRC**”) on Friday, 14 July 2017 at 2 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 EGM, 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 notice of extraordinary general meeting dated 29 May 2017.

SPECIAL RESOLUTIONS ^(note 5)		FOR ^(note 6)	AGAINST ^(note 6)	ABSTAIN ^(note 6)
1	Proposal on the non-public issue of the convertible corporate bonds			
1.1	Fulfilment of the conditions for the issue of the convertible corporate bonds			
1.2	Type of bonds to be issued			
1.3	Issue method and size			
1.4	Par value and issue price			
1.5	Issue target and arrangement on placement to the Shareholders of the Company			
1.6	Term and type of bonds			
1.7	Coupon rate			
1.8	Initial conversion price			
1.9	Security measures			
1.10	Use of proceeds and special account for raising funds			
1.11	Measures to Ensure Repayment			
1.12	Listing and transfer arrangement of bonds			
1.13	Underwriting method			
1.14	Other matters			
1.15	Validity Period of resolution			
1.16	Authorization			

SPECIAL RESOLUTIONS <i>(note 5)</i>		FOR <i>(note 6)</i>	AGAINST <i>(note 6)</i>	ABSTAIN <i>(note 6)</i>
2	Proposal on the issuance of onshore and offshore debt financing instruments			
2.1	Fulfilment of the conditions for the issuance of onshore and offshore debt financing instruments			
2.2	Type of onshore and offshore debt financing instruments to be issued			
2.3	Issue Method and size			
2.4	Par value and issue price			
2.5	Issue target and arrangement on placement to the Shareholders of the Company			
2.6	Term and type of bonds			
2.7	Coupon rate			
2.8	Security measures			
2.9	Use of proceeds			
2.10	Listing Arrangements for bonds			
2.11	Validity Period of resolution			
2.12	Authorization			

Date: _____ 2017

Signature *(note 7)*: _____

Notes:

1. Please insert your full name(s) (Chinese and English) as recorded in the share register of the Company in **BLOCK CAPITALS**.
2. Please insert your address as recorded in the share register of the Company in **BLOCK CAPITALS**.
3. Please write out the number of shareholders corresponding to the proxy form. If the number is not specified in the proxy form, it shall be regarded that this Proxy Form represents all Company shares registered under your name.
4. If a proxy other than the chairman of the meeting is preferred, please cross out the words “**the chairman of the meeting or**” and insert the full name(s) and address(es) of the proxy(ies) desired in the space provided. Any shareholder entitled to attend and vote is entitled to appoint one or more persons (whether such person is a shareholder of the Company or not) as his/her proxy(ies) to attend and vote on his/her behalf. In the case of joint shareholders, any shareholder may sign the proxy form(s). The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register of members in respect of the joint shareholding.
5. A special resolution shall be passed by votes representing at least two-thirds of the voting rights held by the shareholders (including proxies thereof) attending the EGM.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE ABSTAINED THE RESOLUTION, TICK THE BOX MARKED “ABSTAIN”.** The votes abstained will be counted towards the total vote count. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Any alteration of this proxy form must be initialed by the person who signs this proxy form.
7. 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.
8. 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 EGM 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 EGM other than those referred to in the notice of EGM. Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM if you so wish.
9. An individual shareholder attending the EGM in person shall present his identification card or other document or certification of identification. A proxy attending the EGM 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 EGM by its legal representative or his nominee. A legal representative attending the EGM shall present his identification card and document which can certify his capacity as a legal representative. A nominee attending the EGM shall present his identification card and the letter of attorney signed by the legal representative.

* For identification purpose only