





(“Hong Kong Listing Rules”).

**RESULTS OF THE EGM**

**Special Resolutions**

1. To consider and approve the 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

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Class A Shares	657,301,177	0.065	6,161,123	0.27	5,230	0.000
Class B Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Class C Shares (5%)	4,715,505	43.67	6,161,123	56.2535	5,230	0.047
<b>Total</b>	<b>667,560,682</b>	<b>0.111</b>	<b>6,161,123</b>	<b>0.75</b>	<b>5,230</b>	<b>0.0007</b>

1.2. Type of bonds to be issued

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,16,123	0.27	7,33	0.0011
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,16,123</u>	<u>56.2535</u>	<u>7,33</u>	<u>0.066</u>
	<u>6,43,07</u>	<u>.1115</u>	<u>6,16,123</u>	<u>0.75</u>	<u>7,33</u>	<u>0.0010</u>

1.3. Issue method and size

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,170,223	0.300	5,23	0.000
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,170,223</u>	<u>56.2727</u>	<u>5,23</u>	<u>0.0477</u>
	<u>6,43,07</u>	<u>.1115</u>	<u>6,170,223</u>	<u>0.7</u>	<u>5,23</u>	<u>0.0007</u>

1.4. Par value and issue price

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,170,223	0.300	5,23	0.000
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,170,223</u>	<u>56.2727</u>	<u>5,23</u>	<u>0.0477</u>
	<u>6,430,7</u>	<u>.1115</u>	<u>6,170,223</u>	<u>0.7</u>	<u>5,23</u>	<u>0.0007</u>

1.5. Issue target and arrangement on placement to the Shareholders of the Company

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,170,223	0.300	5,23	0.000
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,170,223</u>	<u>56.2727</u>	<u>5,23</u>	<u>0.0477</u>
	<u>6,430,7</u>	<u>.1115</u>	<u>6,170,223</u>	<u>0.7</u>	<u>5,23</u>	<u>0.0007</u>

1.6. Term and type of bonds

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,7405	43.676	6,16,123	56.2535	7,33	0.066	
5%						
6,43,07	.1115	6,16,123	0.75	7,33	0.0010	

1.7. Coupon rate

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,7405	43.676	6,16,123	56.2535	7,33	0.066	
5%						
6,43,07	.1115	6,16,123	0.75	7,33	0.0010	

1.8. Initial conversion price

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,170,223	0.300	5,23	0.000	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,740,5	43.676	6,170,223	56.2727	5,23	0.0477	
6,430,7	.1115	6,170,223	0.7	5,23	0.0007	

1.9. Security measures

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,740,5	43.676	6,16,123	56.2535	7,33	0.066	
6,430,7	.1115	6,16,123	0.75	7,33	0.0010	

1.10. Use of proceeds and special account for raising funds

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,74,405	43.676	6,16,123	56.2535	7,33	0.066	
5%						
6,43,07	.1115	6,16,123	0.75	7,33	0.0010	

1.11. Measures to Ensure Repayment

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,74,405	43.676	6,16,123	56.2535	7,33	0.066	
5%						
6,43,07	.1115	6,16,123	0.75	7,33	0.0010	

1.12. Listing and transfer arrangement of bonds

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,170,223	0.300	5,23	0.000	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,7405	43.676	6,170,223	56.2727	5,23	0.0477	
6,4307	.1115	6,170,223	0.7	5,23	0.0007	

1.13. Underwriting method

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,7405	43.676	6,16,123	56.2535	7,33	0.066	
6,4307	.1115	6,16,123	0.75	7,33	0.0010	



1.14. Other matters

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,740,505	43.676	6,16,123	56.2535	7,33	0.066	
5%						
6,43,077	.1115	6,16,123	0.75	7,33	0.0010	

1.15. Validity Period of resolution

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,740,505	43.676	6,16,123	56.2535	7,33	0.066	
5%						
6,43,077	.1115	6,16,123	0.75	7,33	0.0010	

1.16. Authorization

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
...	657,207	.062	6,170,223	0.300	5,23	0.000
...	31,544,000	100.0000	0	0.0000	0	0.0000
... 5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,170,223</u>	<u>56.2727</u>	<u>5,23</u>	<u>0.0477</u>
...	<u>6,43,07</u>	<u>.1115</u>	<u>6,170,223</u>	<u>0.7</u>	<u>5,23</u>	<u>0.0007</u>

2. To consider and approve the 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

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
...	657,207	.062	6,170,223	0.300	5,23	0.000
...	31,544,000	100.0000	0	0.0000	0	0.0000
... 5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,170,223</u>	<u>56.2727</u>	<u>5,23</u>	<u>0.0477</u>
...	<u>6,43,07</u>	<u>.1115</u>	<u>6,170,223</u>	<u>0.7</u>	<u>5,23</u>	<u>0.0007</u>

2.2. Type of onshore and offshore debt financing instruments to be issued

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,170,223	0.300	5,23	0.000
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,170,223</u>	<u>56.2727</u>	<u>5,23</u>	<u>0.0477</u>
	<u>6,43,07</u>	<u>.1115</u>	<u>6,170,223</u>	<u>0.7</u>	<u>5,23</u>	<u>0.0007</u>

2.3. Issue Method and size

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,16,123	0.27	7,33	0.0011
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,16,123</u>	<u>56.2535</u>	<u>7,33</u>	<u>0.066</u>
	<u>6,43,07</u>	<u>.1115</u>	<u>6,16,123</u>	<u>0.75</u>	<u>7,33</u>	<u>0.0010</u>

2.4. Par value and issue price

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,170,223	0.300	5,23	0.000
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,170,223</u>	<u>56.2727</u>	<u>5,23</u>	<u>0.0477</u>
	<u>6,43,07</u>	<u>.1115</u>	<u>6,170,223</u>	<u>0.7</u>	<u>5,23</u>	<u>0.0007</u>

2.5. Issue target and arrangement on placement to the Shareholders of the Company

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,16,123	0.27	7,33	0.0011
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,16,123</u>	<u>56.2535</u>	<u>7,33</u>	<u>0.066</u>
	<u>6,43,07</u>	<u>.1115</u>	<u>6,16,123</u>	<u>0.75</u>	<u>7,33</u>	<u>0.0010</u>

2.6. Term and type of bonds

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,16,123	0.27	7,33	0.0011
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,7405</u>	<u>43.676</u>	<u>6,16,123</u>	<u>56.2535</u>	<u>7,33</u>	<u>0.066</u>
	<u>6,43,07</u>	<u>.1115</u>	<u>6,16,123</u>	<u>0.75</u>	<u>7,33</u>	<u>0.0010</u>

2.7. Coupon rate

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	.062	6,16,123	0.27	7,33	0.0011
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,7405</u>	<u>43.676</u>	<u>6,16,123</u>	<u>56.2535</u>	<u>7,33</u>	<u>0.066</u>
	<u>6,43,07</u>	<u>.1115</u>	<u>6,16,123</u>	<u>0.75</u>	<u>7,33</u>	<u>0.0010</u>

## 2.8. Security measures

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	0.062	6,161,123	0.27	7,33	0.0011
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,161,123</u>	<u>56.2535</u>	<u>7,33</u>	<u>0.066</u>
	<u>6,430,7</u>	<u>.1115</u>	<u>6,161,123</u>	<u>0.75</u>	<u>7,33</u>	<u>0.0010</u>

## 2.9. Use of proceeds

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
	657,207	0.062	6,161,123	0.27	7,33	0.0011
	31,544,000	100.0000	0	0.0000	0	0.0000
5%	<u>4,740,5</u>	<u>43.676</u>	<u>6,161,123</u>	<u>56.2535</u>	<u>7,33</u>	<u>0.066</u>
	<u>6,430,7</u>	<u>.1115</u>	<u>6,161,123</u>	<u>0.75</u>	<u>7,33</u>	<u>0.0010</u>

2.10. Listing Arrangements for bonds

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,7405	43.676	6,16,123	56.2535	7,33	0.066	
5%						
6,43,07	.1115	6,16,123	0.75	7,33	0.0010	

2.11. Validity Period of resolution

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
657,207	.062	6,16,123	0.27	7,33	0.0011	
31,544,000	100.0000	0	0.0000	0	0.0000	
4,7405	43.676	6,16,123	56.2535	7,33	0.066	
5%						
6,43,07	.1115	6,16,123	0.75	7,33	0.0010	

## 2.12. Authorization

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Individual Shareholders	657,207	0.062	6,16,123	0.27	7,33	0.0011
Corporate Shareholders	31,544,000	100.0000	0	0.0000	0	0.0000
5% Shareholders	4,740,5	43.676	6,16,123	56.2535	7,33	0.066
<b>Total</b>	<b>6,43,07</b>	<b>.1115</b>	<b>6,16,123</b>	<b>0.75</b>	<b>7,33</b>	<b>0.0010</b>

## SCRUTINY OF VOTE-COUNTING AND LEGAL OPINION

(金茂凱德律師事務所),

**Shanghai Dazhong Public Utilities (Group) Co., Ltd.\***  
 Chairman  
**Yang Guoping**

17 2017

As at the date of this announcement, the Board of Directors comprises Mr. YANG Guoping, Mr. LIANG Jiawei, Ms. YU Min, Mr. ZHUANG Jianhao and Mr. YANG Weibiao as executive Directors; Mr. CHAN Wing Kin, Mr. LI Songhua and Mr. CHEUNG Yip Sang as non-executive Directors; and Mr. WANG Kaiguo, Mr. YAO Cho Fai Andrew, Mr. CHOW Siu Lui, Mr. WANG Hongxiang and Mr. LIU Zhengdong as independent non-executive Directors.

\* For identification purpose only