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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)

**ANNOUNCEMENT
APPROVAL FROM THE CSRC REGARDING
THE PUBLIC OFFERING OF CORPORATE BONDS
TO QUALIFIED INVESTORS**

At the 2017 first extraordinary general meeting of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (hereinafter referred to as the “**Company**”) on 14 July 2017, the Proposal on the Issuance of Onshore and Offshore Debt Financing Instruments (《關於發行境內外債務融資工具的預案》) was considered and approved, and such resolution shall be valid for 36 months from the date of approval by the general meeting (please refer to the relevant announcements disclosed on the websites of the Shanghai Stock Exchange and The Hong Kong Stock Exchange Limited for details).

On 3 November 2017, the Company received the Approval on the Public Offering of Corporate Bonds by Shanghai Dazhong Public Utilities (Group) Co., Ltd. to Qualified Investors (Zheng Jian Xu Ke [2017] No. 1928) (《關於核准上海大眾公用事業(集團)股份有限公司向合格投資者公開發行公司債券的批覆》(證監許可[2017]1928號)) issued by the China Securities Regulatory Commission (the “**CSRC**”). Details of the approval from the CSRC in respect of the public offering of corporate bonds by the Company to qualified investors are as follows:

- I. The CSRC has approved the public offering of corporate bonds by the Company to qualified investors with an aggregate nominal value of not exceeding RMB1.69 billion.
- II. The corporate bonds of the Company shall be issued in tranches. Issuance of the initial tranche shall be completed within 12 months from the date of approval of issuance by the CSRC, while issuance of the remaining tranches shall be completed within 24 months from the date of approval of issuance by the CSRC.
- III. The issuance of corporate bonds shall be conducted in strict compliance with the offering circular(s) submitted to the CSRC.

- IV. The approval shall be effective within 24 months from the date of approval of the issuance by the CSRC.
- V. If there is any significant event of the Company during the period from the date of approval of the issuance to the completion of the issuance of corporate bonds, the Company shall report and deal with such matters according to the relevant provisions in a timely manner.

The board of directors of the Company shall deal with the matters relating to the issuance of corporate bonds according to the relevant laws and regulations and the requirements of the approval documents and within the authorized scope of the general meeting, and perform the information disclosure obligation in a timely manner.

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

Shanghai, the PRC
6 November 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 purposes only*