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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)

**OVERSEAS REGULATORY ANNOUNCEMENT
ANNOUNCEMENT ON RELATED PARTY TRANSACTION IN
RELATION TO JOINT INVESTMENT WITH RELATED PARTIES**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following sets out the “Announcement on related party transaction in relation to joint investment with related parties” dated 4 May 2018 published by Shanghai Dazhong Public Utilities (Group) Co., Ltd.* on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>).

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

Shanghai, the People's Republic of China
4 May 2018

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

Stock code: 600635 Stock abbreviation: Dazhong Public Utilities Number: Lin 2018-020
Bond code: 143500 Bond abbreviation: 18 Public 01

Shanghai Dazhong Public Utilities (Group) Co., Ltd.* Announcement on Related Party Transaction in relation to Joint Investment with Related Parties

The board of directors (the “Board”) of the Company and all members of the Board warrant that there are no false representations, misleading statements or material omissions in this announcement, and are severally and jointly responsible for the authenticity, accuracy and completeness of the content herein.

DEFINITIONS:

Unless otherwise stated in context, the following terms should have the following meanings in this announcement:

the Company, Company: Shanghai Dazhong Public Utilities (Group) Co., Ltd.*

Dazhong Transportation: Dazhong Transportation (Group) Co., Ltd.*

Aiqi Ruidong, the Partnership: Beijing Aiqi Ruidong Investment Management Center (Limited Partnership)* (

Tibet Jinkun: Tibet Jinkun Venture Capital Management Co., Ltd.* (

)
Hexie Aiqi: Hexie Aiqi Investment Management (Beijing) Co., Ltd.* (

)
Partnership Agreement: the Limited Partnership Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership)*

IMPORTANT NOTICE:

- The transaction does not constitute a material asset restructuring
- There exists no significant legal obstacle to the implementation of the transaction
- The Partnership, an external investment, is subject to the change of industrial and commercial registration and the filing procedures with the Asset Management Association of China (the “AMAC”).
- The Company did not have any transaction of the related transaction type with the same related party in the last 12 months or any transaction of the related transaction type with different related parties.

I. SUMMARY OF RELATED PARTY TRANSACTION

On May 3, 2018, the Company and Dazhong Transportation entered into the Partnership Agreement and the Capital Contribution Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership) with each of Tibet Jinkun and other limited partners. The Company and Dazhong Transportation entered into the Management Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership) with each of Tibet Jinkun, Aiqi Ruidong, Hexie Aiqi and

other limited partners. Each of the Company and Dazhong Transportation will contribute RMB220 million to become limited partners of Aiqi Ruidong, with Tibet Jinkun as the general partner of Aiqi Ruidong. The related party transaction does not constitute a material asset restructuring as stipulated under the Administrative Measures on Material Asset Restructuring of Listed Companies.

As Mr. Yang Guoping, the Chairman of the Board of the Company, Mr. Liang Jiawei, an executive director, and Ms. Zhao Siyuan, a supervisor, serve concurrently as directors of Dazhong Transportation (Group) Co., Ltd., and the Company is the largest shareholder of Dazhong Transportation (Group) Co., Ltd., this transaction constitutes a related party transaction of the Company pursuant to the relevant requirements under the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange.

As of the date of this related party transaction, the related party transactions of the related transaction type between the Company and the same related party or different related parties in the last 12 months amounted to over RMB30 million, which is less than 5% of the absolute value of the latest audited net assets of the Company.

II. INFORMATION ABOUT RELATED PARTY

(I) Relationship between related parties

Mr. Yang Guoping, the Chairman of the Board of the Company, Mr. Liang Jiawei, an executive director, and Ms. Zhao Siyuan, a supervisor, serve concurrently as directors of Dazhong Transportation (Group) Co., Ltd., and the Company is the largest shareholder of Dazhong Transportation (Group) Co., Ltd..

(II) General information of the related party

1. Name: Dazhong Transportation (Group) Co., Ltd.

Type of registration: a joint stock company with limited liability (a sino-foreign equity joint venture and a listed company)

Registered office: 12/F, 1515 Zhongshan West Road, Xuhui District, Shanghai

Principal place of business: 22/F, 1515 Zhongshan West Road, Xuhui District, Shanghai

Legal representative: Yang Guoping

Registered capital: RMB2,364,122,864

Principal businesses: corporate operation and management consultation, modern logistics, transportation (car rental and passenger transport between different provinces by chartered vehicles) and relevant car maintenance services (for the operation of subsidiaries only).

Substantial shareholder: Shanghai Dazhong Public Utilities (Group) Co., Ltd.

2. The organizational development landscape of Dazhong Transportation in the last three years mainly focused on urban comprehensive transportation services, followed by real estate industry and financial and equity investment industry.

3. Relationship between the related party and the Company in aspects of property rights, business, assets, debts and personnel are in compliance with the requirements of relevant laws and regulations.

4. As at December 31, 2017, Dazhong Transportation had total assets of RMB15.839 billion, net assets of RMB9.265 billion, revenue from principal businesses of RMB2.394 billion and net profit attributable to the parent company of RMB873 million (all of the above are audited data).

III. GENERAL INFORMATION OF THE SUBJECT UNDER RELATED PARTY TRANSACTION

(I) Name and type of transaction

Each of the Company and Dazhong Transportation will contribute RMB220 million to Aiqi Ruidong for joint investment. The transaction is categorized as a joint investment with related parties.

(II) General information of Aiqi Ruidong

1. Registered address: Room 201-137, Building 1, Court No. 91 South 3rd Ring Road West, Fengtai District, Beijing;
2. Business scope: Investment management, asset management and project investment. No fund shall be raised publicly; no security products and financial derivatives shall be traded publicly; no loan shall be provided; no guarantee shall be provided to other enterprises other than investees; no guarantee relating to the protection of principal or minimum returns shall be made to investors (the enterprise can engage in the business of its choice and carry out such business activities pursuant to the laws; for projects subject to approval by law, they can be carried out after obtaining approvals from relevant authorities; no business activity as prohibited by the local industrial policies and restricted by the authorities shall be carried out).
3. Scale and contribution by investors: As agreed under the Partnership Agreement, the total investment target for Aiqi Ruidong is tentatively RMB2,332,165,000, which shall be contributed by all partners. As at the publication date of this announcement, the capital contribution by the partners of Aiqi Ruidong and the proportion of their investment are set out as follows:

Name of partner	Type	Capital contribution (RMB100 million)	Proportion of investment (%)
Tibet Jinkun Venture Capital Management Co., Ltd.	General partner	0.01	0.0429
Dazhong Transportation (Group) Co., Ltd.	Limited partner	2.2	9.4333
Shanghai Dazhong Public Utilities (Group) Co., Ltd.	Limited partner	2.2	9.4333
Henan Hexie Jinyu Industrial Investment Fund (Limited Partnership)	Limited partner	7.91165	33.9241
Zhuhai Huajin Alpha No. 3 Equity Investment Fund Partnership (Limited Partnership)	Limited partner	5.544	23.7719
Zhuhai Huajin Tongda Equity Investment Fund Partnership (Limited Partnership)	Limited partner	4.95	21.2249

Zhuhai Huajin Zhongying No. 2 Equity Investment Fund Partnership (Limited Partnership)	Limited partner	0.506	2.1697
Total		23.32165	100

(III) General information of the partners

Pursuant to the Partnership Agreement, the details of the partners involved in the external investment are as follows:

1. Fund manager

Aiqi Ruidong intended to appoint Hexie Aiqi Investment Management (Beijing) Co., Ltd. as the fund manager. Its general information is set out as follows:

Name	Hexie Aiqi Investment Management (Beijing) Co., Ltd.
Unified social credit code	91110108684387778L
Type	Limited liability company (invest or control by natural person)
Registered address	Room 5835, 5th Floor, Shen Chang Building, No. 51 Zhichun Road, Haidian District, Beijing
Registered capital	RMB200 million
Date of establishment	January 7, 2009
Operation period	From January 7, 2009 to January 6, 2029
Legal representative	Shong Hugo
Business scope	Corporate management; investment management; asset management; investment consultation; Corporate management consultation. (“1. No fund shall be raised publicly without the approval of relevant authorities; 2. No security products and financial derivatives shall be traded publicly; 3. No loan shall be provided; 4. No guarantee shall be provided to other enterprises other than investees; 5. No guarantee relating to the protection of principal or minimum returns shall be made to investors”; the enterprise can engage in the business of its choice and carry out such business activities pursuant to the laws; for projects subject to approval by law, they can be carried out after obtaining approvals from relevant authorities; no business activity as prohibited by the local industrial policies and restricted by the authorities shall be carried out.)
Private equity fund manager registration code	P1000758

2. General partner

Tibet Jinkun Venture Capital Management Co., Ltd. is the proposed general partner of Aiqi Ruidong. Its general information is set out as follows:

Name	Tibet Jinkun Venture Capital Management Co., Ltd.
Unified social credit code	91540125MA6T4E0W61
Type	Limited liability company (not invest solely or control by natural

	person)
Registered address	Room1601, Block B, Renhe Xinzuo, Doilungdeqen District, Lhasa, Tibet Autonomous Region
Registered capital	RMB52,000,000
Date of establishment	November 16, 2017
Legal representative	Niu Kuiguang
Business scope	Trustee management of venture funds (excluding public funds; shall not participate in initiating or managing public or private securities investment fund and investment financial derivatives; shall not engage in real estate and guarantee business; shall not raise fund publicly, accept public deposits and provide loans; shall not engage in securities and futures investments; shall not trade securities investment products or financial derivatives products publicly; shall not operate businesses in connection with financial products, wealth management products and relevant derived businesses.) For projects subject to approval by laws, they can be carried out after obtaining approvals from relevant authorities

3. Limited partners

General information of the proposed limited partners of Aiqi Ruidong is set out as follows:

(1) Shanghai Dazhong Public Utilities (Group) Co., Ltd.

Name	Shanghai Dazhong Public Utilities (Group) Co., Ltd. (600635.SH) (1635.HK)
Profile	A company with A shares and H shares listed, with Shanghai Dazhong Business Management Co., Ltd. as its largest shareholder
Registered address	No. 518 Shangcheng Road, China (Shanghai) Pilot Free Trade Zone
Registered capital	RMB2,952,434,576
Date of establishment	January 1, 1992
Legal representative	Yang Guoping
Business scope	Industrial investment, domestic commercial business (except for those subject to special examination and approval), asset restructuring, mergers and acquisitions and related business consultation, with affiliated branch established. For projects subject to approval by laws, they can be carried out after obtaining approvals from relevant authorities

(2) Dazhong Transportation (Group) Co., Ltd.

Name	Dazhong Transportation (600611.SH)
Profile	A company with A shares and B shares listed, with the Company as its largest shareholder
Registered	12th Floor, No. 1515 Zhongshan West Road, Xuhui District,

address	Shanghai
Registered capital	RMB2,364,122,864
Date of establishment	June 6, 1994
Legal representative	Yang Guoping
Business scope	Corporate operation and management consultation, modern logistics, transportation (car rental and passenger transport

Date of establishment	October 31, 2017
Executive business partner	Zhuhai Huaying Investment Co., Ltd.* ()
Business scope	Business scope as stipulated under the Partnership Agreement: Equity investment (the private equity fund should complete filing at the AMAC in a timely manner).

(5) Zhuhai Huajin Tongda Equity Investment Fund Partnership (Limited Partnership)*
(

Name	Zhuhai Huajin Tongda Equity Investment Fund Partnership (Limited Partnership)* (
Unified social credit code	91440400MA51BP742M
Type	Limited partnership
Registered address	44469 (centralized office area) – Room 105, No. 6 Baohua Road, Hengqin New District, Zhuhai
Registered capital	RMB501,000,000
Date of establishment	February 8, 2018
Executive business partner	Zhuhai Huaying Investment Co., Ltd.* ()
Business scope	Business scope as stipulated under the Partnership Agreement: Equity investment (the private equity fund should complete filing at the AMAC in a timely manner). (For projects subject to approval by laws, they can be carried out after obtaining approvals from relevant authorities.)

(6) Zhuhai Huajin Zhongying No. 2 Equity Investment Fund Partnership (Limited Partnership)* (

Name	Zhuhai Huajin Zhongying No. 2 Equity Investment Fund Partnership (Limited Partnership)* (
Unified social credit code	91440400MA51BNQT2M
Type	Limited partnership
Registered address	44479 (centralized office area) – Room 105, No. 6 Baohua Road, Hengqin New District, Zhuhai
Registered capital	RMB47,700,000 (change in commercial and industrial registration in progress)
Date of establishment	February 8, 2018
Executive business partner	Zhuhai Huaying Investment Co., Ltd.* ()
Business scope	Business scope as stipulated under the Partnership Agreement: Equity investment (the private equity fund should complete filing at the AMAC in a timely manner). (For projects subject to approval

	by laws, they can be carried out after obtaining approvals from relevant authorities.)
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IV. EXPLANATION ON RELATED PARTY RELATIONSHIP AND OTHER INTERESTS

None of Aiqi Ruidong, Tibet Jinkun and Hexie Aiqi has any related party relation or arrangement of interests with the Company and its substantial shareholder, directors, supervisors or senior management. They are not party acting in concert with the said parties. Aiqi Ruidong, Tibet Jinkun and Hexie Aiqi do not, directly or indirectly, hold any share of the Company, and do not intend to purchase shares of the Company. They have not entered into any relevant arrangement of interests with the Company, or any other arrangement with third parties that would affect the interests of the Company.

V. MAJOR CONTENTS OF PARTNERSHIP AGREEMENT AND RELEVANT AGREEMENTS AND ARRANGEMENTS OF IMPLEMENTATION

(I) Purpose of partnership

The Partnership aims to realize capital appreciation through equity investments and convertible debt investments as permitted by applicable laws and scope of business applicable to domestic enterprises in China, as well as other investments as permitted by laws and regulations. Except for temporary investment and cash management, the Partnership shall only invest in the target enterprises for project investment.

(II) Scope of business

The scope of businesses of the Partnership includes: investment management, asset management and project investment. (1. No fund shall be raised publicly without the approval of relevant authorities; 2. No security products and financial derivatives shall be traded publicly; 3. No loan shall be provided; 4. No guarantee shall be provided to other enterprises other than investees; and 5. No guarantee relating to the protection of principal or minimum returns shall be made to investors)

(III) Term

Unless otherwise agreed under the Partnership Agreement, the initial term of the Partnership is four (4) years from the date of completion of project investment of the Partnership. To ensure the successful withdrawal of project investment, the term can be extended for one (1) year upon the approval at a partners' meeting.

(IV) Paid-in capital

Basically, partners will make capital contribution to the Partnership by installments, among which the first installment of the paid-in capital shall not exceed 10% of the total capital contribution, and the total paid-in capital for the first installment of the Partnership shall not be less than the minimum investment for the first installment as required by the project investment. All partners confirmed that the payment date of the first paid-in capital of Aiqi Ruidong shall be determined by the general partner according to the actual situation of the project investment, and a notice shall be given at least three (3) working days in principle.

(V) Execution of partnership affairs and management of the Partnership

The execution of the Partnership Agreement by all partners shall be deemed as the appointment of Tibet Jinkun, the general partner, as the executive business partner of the Partnership, and serve as the external representative of the Partnership. The executive business partner shall have the right to invest, manage, utilize and dispose

of the properties of the Partnership.

Hexie Aiqi will serve as the fund manager of the Partnership and be responsible for management affairs. Before conducting fundraising activities, the manager has been registered as private equity fund manager with the AMAC. The registration number of the manager is P1000758.

Limited partners are prohibited from controlling or participating in the management of Aiqi Ruidong, or launching any business under the name of Aiqi Ruidong. None of the limited partners is entitled to sign any document for Aiqi Ruidong or act on behalf of Aiqi Ruidong. Unless otherwise stipulated under applicable laws stip

the Partnership Agreement

VI. SOURCES OF FUNDING OF THIS RELATED PARTY TRANSACTION

The related party transaction is funded by the Company's own funds.

VII. PURPOSE OF THIS RELATED PARTY TRANSACTION AND IMPACT ON THE COMPANY

The investment is to leverage the expertise of professional investment institutions, which would be beneficial for the Company to acquire new investment opportunities and further broaden its investment channels, developing new sources of profit for the Company.

The determination of the price of the related party transaction strictly follows the principles of fairness, justice, voluntariness and integrity, without prejudice to the Company's interest and negative impact on the operation of the Company.

VIII. PROCEDURES OF CONSIDERING AND APPROVING THE RELATED PARTY TRANSACTION

1. On May 3, 2018, the Company held the seventh meeting of the tenth session of the Board to consider and vote on the proposal on the above related party transaction. Mr. Yang Guoping, the Chairman of the Board of the Company, and Mr. Liang Jiawei, an executive director, abstained from voting in accordance with the provisions, and the other eleven non-related s n

related party transaction of each of the Company and Dazhong Transportation contributing RMB220 million in cash to become partners of Aiqi Ruidong:

1. Before the meeting of the Board, the Company had sufficient communication with independent directors in relation to the related party transaction and submitted relevant transaction documents, and the independent directors unanimously considered that the plan was practicable and agreed to submit the relevant proposal to the Board for discussion and voting.

2. Each of the Company and Dazhong Transportation contributing RMB220 million in cash to become partners of Aiqi Ruidong will constitute a related party transaction. Related directors abstained from voting at the Board meeting, and other non-related directors participated in the voting and agreed the proposal of the related party transaction that the procedures for voting were in compliance with the requirements of relevant laws and regulations.

3. The related party transaction is practicable. We consider that the investment has strictly followed the principles of fairness, justice, voluntariness and integrity and is in the interests of the Company and all shareholders.

IX. RISK WARNING

1. The Partnership, an external investment, is subject to the change of industrial and commercial registration and the filing procedures with the AMAC. It is uncertain whether the Partnership will be successfully established or not. The Company will

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(I) Resolution of the seventh meeting of the tenth session of the Board of the Company;

(II) Resolution of the seventh meeting of the tenth session of the Board of Supervisors of the Company;

(III) Limited Partnership Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership), Capital Contribution Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership) and Management Agreement for Beijing Aiqi Ruidong Equity Investment Management Center (Limited Partnership).

** For identification purposes only*

Stock code: 600635 Stock abbreviation: Dazhong Public Utilities Number: Lin 2018-020
Bond code: 143500 Bond abbreviation: 18 Public 01

Shanghai Dazhong Public Utilities (Group) Co., Ltd.* Announcement on Related Party Transaction in relation to Joint Investment with Related Parties

The board of directors (the “Board”) of the Company and all members of the Board warrant that there are no false representations, misleading statements or material omissions in this announcement, and are severally and jointly responsible for the authenticity, accuracy and completeness of the content herein.

DEFINITIONS:

Unless otherwise stated in context, the following terms should have the following meanings in this announcement:

the Company, Company: Shanghai Dazhong Public Utilities (Group) Co., Ltd.*

Dazhong Transportation: Dazhong Transportation (Group) Co., Ltd.*

Aiqi Ruidong, the Partnership: Beijing Aiqi Ruidong Investment Management Center (Limited Partnership)* (

Tibet Jinkun: Tibet Jinkun Venture Capital Management Co., Ltd.* (

)
Hexie Aiqi: Hexie Aiqi Investment Management (Beijing) Co., Ltd.* (

)
Partnership Agreement: the Limited Partnership Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership)*

IMPORTANT NOTICE:

- The transaction does not constitute a material asset restructuring
- There exists no significant legal obstacle to the implementation of the transaction
- The Partnership, an external investment, is subject to the change of industrial and commercial registration and the filing procedures with the Asset Management Association of China (the “AMAC”).
- The Company did not have any transaction of the related transaction type with the same related party in the last 12 months or any transaction of the related transaction type with different related parties.

I. SUMMARY OF RELATED PARTY TRANSACTION

On May 3, 2018, the Company and Dazhong Transportation entered into the Partnership Agreement and the Capital Contribution Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership) with each of Tibet Jinkun and other limited partners. The Company and Dazhong Transportation entered into the Management Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership) with each of Tibet Jinkun, Aiqi Ruidong, Hexie Aiqi and

other limited partners. Each of the Company and Dazhong Transportation will contribute RMB220 million to become limited partners of Aiqi Ruidong, with Tibet Jinkun as the general partner of Aiqi Ruidong. The related party transaction does not constitute a material asset restructuring as stipulated under the Administrative Measures on Material Asset Restructuring of Listed Companies.

As Mr. Yang Guoping, the Chairman of the Board of the Company, Mr. Liang Jiawei, an executive director, and Ms. Zhao Siyuan, a supervisor, serve concurrently as directors of Dazhong Transportation (Group) Co., Ltd., and the Company is the largest shareholder of Dazhong Transportation (Group) Co., Ltd., this transaction constitutes a related party transaction of the Company pursuant to the relevant requirements under the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange.

As of the date of this related party transaction, the related party transactions of the related transaction type between the Company and the same related party or different related parties in the last 12 months amounted to over RMB30 million, which is less than 5% of the absolute value of the latest audited net assets of the Company.

II. INFORMATION ABOUT RELATED PARTY

(I) Relationship between related parties

Mr. Yang Guoping, the Chairman of the Board of the Company, Mr. Liang Jiawei, an executive director, and Ms. Zhao Siyuan, a supervisor, serve concurrently as directors of Dazhong Transportation (Group) Co., Ltd., and the Company is the largest shareholder of Dazhong Transportation (Group) Co., Ltd..

(II) General information of the related party

1. Name: Dazhong Transportation (Group) Co., Ltd.

Type of registration: a joint stock company with limited liability (a sino-foreign equity joint venture and a listed company)

Registered office: 12/F, 1515 Zhongshan West Road, Xuhui District, Shanghai

Principal place of business: 22/F, 1515 Zhongshan West Road, Xuhui District, Shanghai

Legal representative: Yang Guopin

Registered capital: RMB2,364,122,864

Principal businesses: corporate operation and management consultation, modern logistics, transportation (car rental and passenger transport between different provinces by chartered vehicles) and relevant car maintenance services (for the operation of subsidiaries only).

Substantial shareholder: Shanghai Dazhong Public Utilities (Group) Co., Ltd.

2. The organizational development landscape of Dazhong Transportation in the last three years mainly focused on urban comprehensive transportation services, followed by real estate industry and financial and equity investment industry.

3. Relationship between the related party and the Company in aspects of property rights, business, assets, debts and personnel are in compliance with the requirements of relevant laws and regulations.

4. As at December 31, 2017, Dazhong Transportation had total assets of RMB15.839 billion, net assets of RMB9.265 billion, revenue from principal businesses of RMB2.394 billion and net profit attributable to the parent company of RMB873 million (all of the above are audited data).

III. GENERAL INFORMATION OF THE SUBJECT UNDER RELATED PARTY TRANSACTION

(I) Name and type of transaction

Each of the Company and Dazhong Transportation will contribute RMB220 million to Aiqi Ruidong for joint investment. The transaction is categorized as a joint investment with related parties.

(II) General information of Aiqi Ruidong

1. Registered address: Room 201-137, Building 1, Court No. 91 South 3rd Ring Road West, Fengtai District, Beijing;
2. Business scope: Investment management, asset management and project investment. No fund shall be raised publicly; no security products and financial derivatives shall be traded publicly; no loan shall be provided; no guarantee shall be provided to other enterprises other than investees; no guarantee relating to the protection of principal or minimum returns shall be made to investors (the enterprise can engage in the business of its choice and carry out such business activities pursuant to the laws; for projects subject to approval by law, they can be carried out after obtaining approvals from relevant authorities; no business activity as prohibited by the local industrial policies and restricted by the authorities shall be carried out).
3. Scale and contribution by investors: As agreed under the Partnership Agreement, the total investment target for Aiqi Ruidong is tentatively RMB2,332,165,000, which shall be contributed by all partners. As at the publication date of this announcement, the capital contribution by the partners of Aiqi Ruidong and the proportion of their investment are set out as follows:

Name of partner	Type	Capital contribution (RMB100 million)	Proportion of investment (%)
Tibet Jinkun Venture Capital Management Co., Ltd.	General partner	0.01	0.0429
Dazhong Transportation (Group) Co., Ltd.	Limited partner	2.2	9.4333
Shanghai Dazhong Public Utilities (Group) Co., Ltd.	Limited partner	2.2	9.4333
Henan Hexie Jinyu Industrial Investment Fund (Limited Partnership)	Limited partner	7.91165	33.9241
Zhuhai Huajin Alpha No. 3 Equity Investment Fund Partnership (Limited Partnership)	Limited partner	5.544	23.7719
Zhuhai Huajin Tongda Equity Investment Fund Partnership (Limited Partnership)	Limited partner	4.95	21.2249

Zhuhai Huajin Zhongying No. 2 Equity Investment Fund Partnership (Limited Partnership)	Limited partner	0.506	2.1697
Total		23.32165	100

(III) General information of the partners

Pursuant to the Partnership Agreement, the details of the partners involved in the external investment are as follows:

1. Fund manager

Aiqi Ruidong intended to appoint Hexie Aiqi Investment Management (Beijing) Co., Ltd. as the fund manager. Its general information is set out as follows:

Name	Hexie Aiqi Investment Management (Beijing) Co., Ltd.
Unified social credit code	91110108684387778L
Type	Limited liability company (invest or control by natural person)
Registered address	Room 5835, 5th Floor, Shen Chang Building, No. 51 Zhichun Road, Haidian District, Beijing
Registered capital	RMB200 million
Date of establishment	January 7, 2009
Operation period	From January 7, 2009 to January 6, 2029
Legal representative	Shong Hugo
Business scope	Corporate management; investment management; asset management; investment consultation; Corporate management consultation. (“1. No fund shall be raised publicly without the approval of relevant authorities; 2. No security products and financial derivatives shall be traded publicly; 3. No loan shall be provided; 4. No guarantee shall be provided to other enterprises other than investees; 5. No guarantee relating to the protection of principal or minimum returns shall be made to investors”; the enterprise can engage in the business of its choice and carry out such business activities pursuant to the laws; for projects subject to approval by law, they can be carried out after obtaining approvals from relevant authorities; no business activity as prohibited by the local industrial policies and restricted by the authorities shall be carried out.)
Private equity fund manager registration code	P1000758

2. General partner

Tibet Jinkun Venture Capital Management Co., Ltd. is the proposed general partner of Aiqi Ruidong. Its general information is set out as follows:

Name	Tibet Jinkun Venture Capital Management Co., Ltd.
Unified social credit code	91540125MA6T4E0W61
Type	Limited liability company (not invest solely or control by natural

	person)
Registered address	Room1601, Block B, Renhe Xinzuo, Doilungdêqên District, Lhasa, Tibet Autonomous Region
Registered capital	RMB52,000,000
Date of establishment	November 16, 2017
Legal representative	Niu Kuiguang
Business scope	Trustee management of venture funds (excluding public funds; shall not participate in initiating or managing public or private securities investment fund and investment financial derivatives; shall not engage in real estate and guarantee business; shall not raise fund publicly, accept public deposits and provide loans; shall not engage in securities and futures investments; shall not trade securities investment products or financial derivatives products publicly; shall not operate businesses in connection with financial products, wealth management products and relevant derived businesses.) For projects subject to approval by laws, they can be carried out after obtaining approvals from relevant authorities

3. Limited partners

General information of the proposed limited partners of Aiqi Ruidong is set out as follows:

(1) Shanghai Dazhong Public Utilities (Group) Co., Ltd.

Name	Shanghai Dazhong Public Utilities (Group) Co., Ltd. (600635.SH) (1635.HK)
Profile	A company with A shares and H shares listed, with Shanghai Dazhong Business Management Co., Ltd. as its largest shareholder
Registered address	No. 518 Shangcheng Road, China (Shanghai) Pilot Free Trade Zone
Registered capital	RMB2,952,434,576
Date of establishment	January 1, 1992
Legal representative	Yang Guoping
Business scope	Industrial investment, domestic commercial business (except for those subject to special examination and approval), asset restructuring, mergers and acquisitions and related business consultation, with affiliated branch established. For projects subject to approval by laws, they can be carried out after obtaining approvals from relevant authorities

(2) Dazhong Transportation (Group) Co., Ltd.

Name	Dazhong Transportation (600611.SH)
Profile	A company with A shares and B shares listed, with the Company as its largest shareholder
Registered	12th Floor, No. 1515 Zhongshan West Road, Xuhui District,

address	Shanghai
Registered capital	RMB2,364,122,864
Date of establishment	June 6, 1994
Legal representative	Yang Guoping
Business scope	Corporate operation and management consultation, modern logistics, transportation (car rental and passenger transport

Date of establishment	October 31, 2017
Executive business partner	Zhuhai Huaying Investment Co., Ltd.* ()
Business scope	Business scope as stipulated under the Partnership Agreement: Equity investment (the private equity fund should complete filing at the AMAC in a timely manner).

(5) Zhuhai Huajin Tongda Equity Investment Fund Partnership (Limited Partnership)*
(

Name	Zhuhai Huajin Tongda Equity Investment Fund Partnership (Limited Partnership)* (
Unified social credit code	91440400MA51BP742M
Type	Limited partnership
Registered address	44469 (centralized office area) – Room 105, No. 6 Baohua Road, Hengqin New District, Zhuhai
Registered capital	RMB501,000,000
Date of establishment	February 8, 2018
Executive business partner	Zhuhai Huaying Investment Co., Ltd.* ()
Business scope	Business scope as stipulated under the Partnership Agreement: Equity investment (the private equity fund should complete filing at the AMAC in a timely manner). (For projects subject to approval by laws, they can be carried out after obtaining approvals from relevant authorities.)

(6) Zhuhai Huajin Zhongying No. 2 Equity Investment Fund Partnership (Limited Partnership)* (

Name	Zhuhai Huajin Zhongying No. 2 Equity Investment Fund Partnership (Limited Partnership)* (
Unified social credit code	91440400MA51BNQT2M
Type	Limited partnership
Registered address	44479 (centralized office area) – Room 105, No. 6 Baohua Road, Hengqin New District, Zhuhai
Registered capital	RMB47,700,000 (change in commercial and industrial registration in progress)
Date of establishment	February 8, 2018
Executive business partner	Zhuhai Huaying Investment Co., Ltd.* ()
Business scope	Business scope as stipulated under the Partnership Agreement: Equity investment (the private equity fund should complete filing at the AMAC in a timely manner). (For projects subject to approval

	by laws, they can be carried out after obtaining approvals from relevant authorities.)
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IV. EXPLANATION ON RELATED PARTY RELATIONSHIP AND OTHER INTERESTS

None of Aiqi Ruidong, Tibet Jinkun and Hexie Aiqi has any related party relation or arrangement of interests with the Company and its substantial shareholder, directors, supervisors or senior management. They are not party acting in concert with the said parties. Aiqi Ruidong, Tibet Jinkun and Hexie Aiqi do not, directly or indirectly, hold any share of the Company, and do not intend to purchase shares of the Company. They have not entered into any relevant arrangement of interests with the Company, or any other arrangement with third parties that would affect the interests of the Company.

V. MAJOR CONTENTS OF PARTNERSHIP AGREEMENT AND RELEVANT AGREEMENTS AND ARRANGEMENTS OF IMPLEMENTATION

(I) Purpose of partnership

The Partnership aims to realize capital appreciation through equity investments and convertible debt investments as permitted by laws and scope of business applicable to domestic enterprises in China, as well as other investments as permitted by laws and regulations. Except for temporary investment and cash management, the Partnership shall only invest in the target enterprises for project investment.

(II) Scope of business

The scope of businesses of the Partnership includes: investment management, asset management and project investment. (1. No fund shall be raised publicly without the approval of relevant authorities; 2. No security products and financial derivatives shall be traded publicly; 3. No loan shall be provided; 4. No guarantee shall be provided to other enterprises other than investees; and 5. No guarantee relating to the protection of principal or minimum returns shall be made to investors)

(III) Term

Unless otherwise agreed under the Partnership Agreement, the initial term of the Partnership is four (4) years from the date of completion of project investment of the Partnership. To ensure the successful withdrawal of project investment, the term can be extended for one (1) year upon the approval at a partners' meeting.

(IV) Paid-in capital

Basically, partners will make capital contribution to the Partnership by installments, among which the first installment of the paid-in capital shall not exceed 10% of the total capital contribution, and the total paid-in capital for the first installment of the Partnership shall not be less than the minimum investment for the first installment as required by the project investment. All partners confirmed that the payment date of the first paid-in capital of Aiqi Ruidong shall be determined by the general partner according to the actual situation of the project investment, and a notice shall be given at least three (3) working days in principle.

(V) Execution of partnership affairs and management of partnership

The execution of the Partnership Agreement by all partners shall be deemed as the appointment of Tibet Jinkun, the general partner, as the executive business partner of the Partnership, and serve as the external representative of the Partnership. The executive business partner shall have the right to invest, manage, utilize and dispose of the properties of the Partnership.

Hexie Aiqi will serve as the fund manager of the Partnership and be responsible for management affairs. Before conducting fundraising activities, the manager has been registered as private equity fund manager with the AMAC. The registration number of the manager is P1000758.

Limited partners are prohibited from controlling or participating in the management of Aiqi Ruidong, or launching any business under the name of Aiqi Ruidong. None of the limited partners is entitled to sign any document for Aiqi Ruidong or act on behalf of Aiqi Ruidong. Unless otherwise stipulated under applicable laws or the Partnership Agreement, none of the limited partners is entitled to request for an election, dismissal or replacement of the general partner.

(VI) Management fee

The manager will not charge Aiqi Ruidong any management fee for the provision of investment management and operation service as agreed in this clause.

(VII) Method of investment and withdrawal

Except for temporary investment and cash management, the Partnership shall only undertake project investment. The method of withdrawal is that the shares of target enterprise held by the Partnership are acquired, in whole or in part, by other investors, and other methods.

(VIII) Investment decision committee

The Partnership will set up an investment decision committee that comprises of 3 members. The investment decision committee is responsible for the consideration and decision-making of project investments. All investment decisions shall be implemented by the executive business partner upon approval by a majority of the members of the investment decision committee. Members of the investment decision committee receive no remuneration from the Partnership.

(IX) Principles of allocation

Profits of the Partnership are allocated in the following manners: the distributable income of the Partnership generated from project investment, temporary investment and cash management gains obtained by the Partnership shall be allocated to all partners based on their respective proportion of paid-in capital contribution; the outstanding income of the Partnership generated from default payment by a defaulting partner and other events after deducting costs incurred shall be allocated to all non-defaulting partners according to the proportion of each of their respective paid-in capital contribution to the summation of paid-in capital contributed by non-defaulting partners.

(X) Dispute resolution

The Partnership Agreement is governed by the laws of the People's Republic of China. Any dispute arising from or in relation to the limited partnership agreement shall first be settled by the relevant parties through amicable negotiation. If the dispute cannot be resolved through negotiation, it shall be submitted to the Beijing Arbitration Commission and be resolved through arbitration in Beijing in accordance with the existing arbitration rules of the commission. The arbitration decision is final and binding on all relevant parties. Unless the arbitration tribunal decides otherwise, the arbitration expenses shall be borne by the losing party. And the losing party shall also compensate the winning party for the counsel fee and other expenses.

(XI) Effective date of the Partnership Agreement

The Partnership Agreement shall become effective and binding immediately from the date of signing of this agreement by each party. If the agreement is amended, the amended agreement shall become effective upon the signing in the manner agreed in the Partnership Agreement

VI. SOURCES OF FUNDING OF THIS RELATED PARTY TRANSACTION

The related party transaction is funded by the Company's own funds.

VII. PURPOSE OF THIS RELATED PARTY TRANSACTION AND IMPACT ON THE COMPANY

The investment is to leverage the expertise of professional investment institutions, which would be beneficial for the Company to acquire new investment opportunities and further broaden its investment channels, developing new sources of profit for the Company.

The determination of the price of the related party transaction strictly follows the principles of fairness, justice, voluntariness and integrity, without prejudice to the Company's interest and negative impact on the operation of the Company.

VIII. PROCEDURES OF CONSIDERING AND APPROVING THE RELATED PARTY TRANSACTION

1. On May 3, 2018, the Company held the seventh meeting of the tenth session of the Board to consider and vote on the proposal on the above related party transaction. Mr. Yang Guoping, the Chairman of the Board of the Company, and Mr. Liang Jiawei, an executive director, abstained from voting in accordance with the provisions, and the other eleven non-related directors unanimously approved the proposal. Five independent directors, namely Wang Kaiguo, Yao Cho Fai Andrew, Chow Siu Lui, Wang Hongxiang and Liu Zhengdong issued their statement on prior approval and gave their independent opinions.

2. Statement on prior approval of independent directors:

As independent directors of Shanghai Dazhong Public Utilities (Group) Co., Ltd., we have earnestly reviewed the relevant information provided by the Board in relation to the contributions of RMB220 million in cash by each of the Company and Dazhong Transportation to become partners in Aiqi Ruidong, considering that:

(1) Each of the Company and Dazhong Transportation contributing RMB220 million in cash to become partners in Aiqi Ruidong will be beneficial for the Company to acquire new investment opportunities and further broaden its investment channels, developing new sources of profit for the Company. As such, the transaction is necessary.

(2) The investment strictly follows the principles of fairness, justice, voluntariness and integrity, and is in the interests of the Company and all shareholders.

(3) The Board will stringently implement the relevant requirements of Shanghai Stock Exchange Listing Rules, ensuring that all processes of the related party transaction are legal.

(4) We agree to submit this matter to the seventh meeting of the tenth session of the Board of the Company for consideration.

3. Opinions of independent directors

According to Guidance Opinion on establishing an Independent Director System in Listed Companies, the Company Law and the Articles of Association as well as the relevant requirements of Certain Requirements on Strengthening the Protection of Rights and Interests of Public Shareholders by the China Securities Regulatory Commission, independent directors express the following independent views on the related party transaction of each of the Company and Dazhong Transportation

contributing RMB220 million in cash to become partners in Aiqi Ruidong:

1. Before the meeting of the Board, the Company had sufficient communication with independent directors in relation to the related party transaction and submitted relevant transaction documents, and the independent directors unanimously considered that the plan was practicable and agreed to submit the relevant proposal to the Board for discussion and voting.

2. Each of the Company and Dazhong Transportation contributing RMB220 million in cash to become partners in Aiqi Ruidong will constitute a related party transaction. Related directors abstained from voting at the Board meeting, and other non-related directors participated in the voting and agreed the proposal of the related party transaction that the procedures for voting were in compliance with the requirements of relevant laws and regulations.

3. The related party transaction is practicable. We consider that the investment has strictly followed the principles of fairness, justice, voluntariness and integrity and is in the interests of the Company and all shareholders.

IX. RISK WARNING

1. The Partnership, an external investment, is subject to the change of industrial and commercial registration and the filing procedures with the AMAC. It is uncertain whether the Partnership will be successfully established or not. The Company will closely keep track of the investment and timely make announcements on the investment progress.

2. The investment in Aiqi Ruidong has features of a relatively long investment period and relatively low liquidity, and there is a risk that it cannot contribute profit to the Company in the short run. The Company will track and manage well after the investment to prevent risks and adopt relevant response measures.

3. The Partnership will be affected by various factors such as the macroeconomic environment, the industry cycle, the operation management of the investees and the transaction proposals during the investment process. If sufficient and effective pre-investment argumentation and post-investment management are not carried out as to the investees and the transaction proposals, there is a risk of lower-than-expected investment returns. For the above risks, the Company will combine the trend of the macroeconomic environment and closely monitor the operation of the Partnership. Through the risk sharing with joint investors, the risk of the investment is mitigated. The Company will adequately discharge its rights as an investor and safeguard the interests of the Company and its shareholders.

X. INTERNET ANNOUNCEMENT ATTACHMENTS

- (1) Statement on prior approval of independent directors
- (2) Opinions of independent directors

Notice is hereby given.

Boards of Directors of
Shanghai Dazhong Public Utilities (Group) Co., Ltd.
May 4, 2018

- Documents available for inspection
 - (I) Resolution of the seventh meeting of the tenth session of the Board of the

Company;

(II) Resolution of the seventh meeting of the tenth session of the Board of Supervisors of the Company;

(III) Limited Partnership Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership), Capital Contribution Agreement for Beijing Aiqi Ruidong Investment Management Center (Limited Partnership) and Management Agreement for Beijing Aiqi Ruidong Equity Investment Management Center (Limited Partnership).

** For identification purposes only*