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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 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2018 annual general meeting (“AGM”) of Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (the “**Company**”) will be held at 3/F, Dazhong Building, 1515 Zhongshan West Road, Shanghai, People’s Republic of China on Wednesday, 12 June 2019 at 2:00 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

ORDINARY RESOLUTIONS

1. Work report of the board of directors of the Company for the year 2018.
2. Work report of the board of supervisors of the Company for the year 2018.
3. Final financial report for the year 2018 and the financial budget report for the year 2019.
4. Profit distribution proposal for the year 2018.
5. Resolution on the estimated ongoing ordinary related party transactions of the Company for the year 2019.
6. Resolution on the application of bank credit facilities of the Company and its subsidiaries.

* *For identification purposes only*

7. Resolution on the proposal of the provision of guarantee for controlled subsidiaries with respect to their external financing.
8. Resolution on the proposal for the Company and its subsidiaries to use idle funds for entrusted financing for the year 2019.
9. Resolution on the re-appointment of the domestic audit firm and internal control audit firm for the Company for the year 2019.
10. Resolution on the re-appointment of the overseas audit firm for the Company for the year 2019.
11. Resolution on the proposed registration and issuance of super short-term commercial papers and short-term commercial papers.
12. Resolution on the proposed registration and issuance of mid-term notes.
13. Resolution on the proposed change in use of proceeds.

SPECIAL RESOLUTION

14. Resolution on the amendments on the articles of association of the Company and the change on industrial and commercial registration.

By order of the Board

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

Yang Guoping

Chairman

Shanghai, the People's Republic of China

25 April 2019

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

Note:

1. In order to determine the shareholders eligible to attend the AGM, the register of members of the Company will be closed from Monday, 13 May 2019 to Wednesday, 12 June 2019, 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, 10 May 2019 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 10 May 2019.
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 Thursday, 23 May 2019 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. The 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), the proxy form shall only be valid if it is returned 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 not less than 24 hours before the time for holding the AGM (i.e. no later than 2:00 p.m. on Tuesday, 11 June 2019) 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 the 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. The date of registration for shareholders who are entitled to attend the AGM is Friday, 10 May 2019.

9. The book closure period for determining the entitlement to the final dividend will be announced later.
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.: (852) 2862 8555

Fax No.: (852) 2865 0990

11. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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. Resolutions to small and medium investors for separate counting: 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 14.