

Shanghai Dazhong Public Utilities (Group) Co., Ltd.
(the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE
A PERSON FOR ELECTION AS A DIRECTOR OF
THE COMPANY (A DIRECTOR”)**

The following procedures apply to shareholder(s) of the Company (the “**Shareholder(s)**”) who, after having received notice of a general meeting of the Company, wish to propose a person for election as a Director. These procedures are subject to the Company’s Articles of Association and other applicable regulations and rules:

1. According to Article 79 of the Company’s Articles of Association, when the Company convenes a general meeting, the shareholder(s) individually and jointly holding more than 5% of the Company’s shares have the right to propose resolutions to the Company. Shareholder(s) individually or jointly holding more than 5% of the Company’s shares may propose interim resolutions in writing to the convener(s) 10 working days before the general meeting is convened. The convener(s) shall issue a supplementary notice of the general meeting within 2 days after receiving the resolutions to announce the contents of the special resolutions.
2. Pursuant to the Article 110 of the Articles of Association, Candidates for Directors and Supervisors of the Company are generally shareholders’ representatives of the Company, senior officer of the Company or social celebrities. Directors and Supervisors who are not staff representatives shall be nominated by the last term of office of the Directors and the Supervisors and submitted to the general meeting for a poll.
3. If a Shareholder (other than the person to be proposed), who is duly qualified to attend and vote at a general meeting convened, wishes to propose a person (other than a retiring Director) for election as a Director at that general meeting, he/she shall give a written notice to the Company at 8/F, Dazhong Building, 1515 Zhongshan West Road, Shanghai, PRC.
4. The written notice shall specify (i) the intention of such Shareholder to propose such person for election as a Director; and (ii) the contact information and personal information of the nominated candidate as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and be signed by the nominating Shareholder and the nominated candidate indicating his/her willingness to be elected as a Director and consent to the publication of his/her personal information.

5. Pursuant to the Article 138 of the Articles of Association, written notices of intent to nominate candidates for Directors and indication of consent to such nomination shall be given to the Company seven days prior to the general meeting. The Company shall permit no less than seven days (commencing from the next day of the date of the general meeting notice) for relevant nominators and nominees to submit the aforesaid notice and document.

6. Upon receipt of the above notice from a Shareholder after publication of the notice of general meeting, the Company shall, prior to the general meeting, publish an announcement or issue a supplementary circular disclosing the personal information of the nominated candidate for Director pursuant to Rule 13.51(2) of the Listing Rules.