

If you are in any doubt

If you have sold or transferred

The Hong Kong Stock Exchange



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)

**PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016;
PROPOSED ELECTION OF DIRECTORS OF THE TENTH SESSION OF
THE BOARD OF DIRECTORS;
PROPOSED ELECTION OF SUPERVISORS OF THE TENTH SESSION
OF THE SUPERVISORY COMMITTEE; AND
PROPOSED AMENDMENTS ON THE ARTICLES OF ASSOCIATION
AND CHANGE ON INDUSTRIAL AND COMMERCIAL REGISTRATION**



CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR DIRECTORS OF THE TENTH SESSION OF THE BOARD	10
APPENDIX II — BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS OF THE TENTH SESSION OF THE SUPERVISORY COMMITTEE	14
APPENDIX III — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	15

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

- “A h r()” S h h d v fP. B1.00 h , h h r d h S E h
- “A h h d r()” S h d r() f A h r() S
- “AG ” h 2016 r u f h C u b h d -F H , 3/F, J u H , 1525 Zh h P. d , h h , P. C 1:30 . . u Th d , W 25, 2017^S
- “A r f A ” h A r f A f h h Dzh b (G r) C , L d . * S
- “B d ” h b d f D r r f h C u
- “C u ” h h Dzh b (G r) C , L d . * , S u r r d h P. C h L u d b , h h H h r d A h r r d h H S E h d h S h h S E h , r S v
- “C u L ” h C u L f h P. C
- “P. C” S G S r P. r C u u
- “D r r ” h d r r f h C u
- “H h r()” S h v r d f r h r() f h C u h h u v fP. B1.00 h , h h r d h H S E h
- “H h h d r()” S h d r() f H h r() S
- “H \$” H d r , h f r f H
- “H ” h H S Ad u r v P. f h P. C
- “H L P. ”

LETTER FROM THE BOARD



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)

Directors:

Executive Directors:

Zh G
J
L J
Zh J h

Non-executive Director:

L S h

Independent non-executive Directors:

C J
G S h L
X G F A d f

Registered office:

518, h h P. d
d S A f
h h
S. C

Principal place of business
in Hong Kong:

3011, T f 6, Th G
1 C P. d
T h T
H S

A f 20, 2017

To H Shareholders

D f f f d u

**PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016;
PROPOSED ELECTION OF DIRECTORS OF THE TENTH SESSION OF
THE BOARD OF DIRECTORS;
PROPOSED ELECTION OF SUPERVISORS OF THE TENTH SESSION
OF THE SUPERVISORY COMMITTEE; AND
PROPOSED AMENDMENTS ON THE ARTICLES OF ASSOCIATION
AND CHANGE ON INDUSTRIAL AND COMMERCIAL REGISTRATION**

INTRODUCTION

Th f f h f f h d f (1) h f f d f b
f f h f 2016; (2) f D f f h h f h B f; (3)
f f f f h h f h S f C u u ; d (4) h f f d
S d u h A f f A S d h d f d u u f
f f .

* For identification purpose only

The following table (4) shows the distribution of the net profit for the year 2016.

1. PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016

The net profit for the year 2016 is Rs. 547,642,000. The proposed distribution of the net profit is as follows:

Dividend to shareholders	Rs. 342,759,000
Reserve for contingencies	Rs. 100,000,000
Reserve for depreciation	Rs. 100,000,000
Reserve for other purposes	Rs. 100,000,000
Total	Rs. 642,759,000

The dividend for the year 2016 is 10% of the net profit, which is Rs. 54,764,200. The dividend is payable to the shareholders on the basis of their shareholding as on the date of the declaration of dividend.

於印發〈非居民享受稅收定待管理辦法(試行)〉的知》(國稅發-2009 124)). S h d

h AG .E h f Zh J , J , C J d 5 h
f d h h h d h h C d h h
h d b b h h f h h d .
S

B h d f h d d f D f f h h f h B d
Appendix I h

Th f f f f D f f h h f h B d b h
f h d f h AG .Th d h f h B d

AG, h

Executive Directors	Non-executive Directors	Independent non-executive Directors
G J Zh J h W b	W S	F A d S H L Zh d

3. ELECTION OF SUPERVISORS OF THE TENTH SESSION OF THE SUPERVISORY COMMITTEE

Th S C d h Zh S S f f

Th S C d h J (f h
 D S f h h f h B d) S f f h h f h
 S C

C f f f h S d
 h AG S h f d h h h d S h h C d h
 S h h d b b h h f h h d

Th f h C h d Zh F h
 S f f h h f h S C h
 A , h S h W h b d h A f
 d b f h C v h f f , S b h

B h d f h d f f h h f h S
 C Appendix II h

Th f f f f S f h h f h S C
 b h S f h d f h AG h S d
 f S , h C h h S Th
 C S b d d b d S f h

(1) S h d S 2(1) .31-2.36(29.5) h 73 38(C)1. S

LETTER FROM THE BOARD

h C ... f b d ; d (3h /h d h h h
 h h ... f 50 f h S d F d h d S f h
 S

I dd ,h h f ... h d S ... h h
 d b ... f h ... P. 13.S1(2)() f h
 H P. d h ... h h d b b f h h
 f h S h h d f f f h d ... d ...
 f h S ...

Th h f h S C ... f J , Zh
 d .Zh F S ... d h ...
 S f h C .

4. PROPOSED AMENDMENTS ON THE ARTICLES OF ASSOCIATION AND CHANGE ON INDUSTRIAL AND COMMERCIAL REGISTRATION

T h d ... f ... f h h f h
 B d d h f h ,h B d ... h A f f
 A f d ... f h B d d h ... D f h ...
 Appendix III.

h S f h d ... h A f f A A d III,
 h A f f A h d.

Th ... h A f f A
 d d d ... d h f h h f h B d , d
 b b d h AG f ... b S h h d f b f ...

5. AGM

A h AG b h d -F H , 3/F, J ... H , 1525
 Zh h P. d ,h h , P. C 1:30 ... Th d , 25, 2017
 b h d W h b S f h H S E h (h .).

A f d f ... b d h AG f b h d h b
 f h H S E h (h .). F f b d d d
 h AG , S d f h h h h f h d
 h f f F d , 5, 2017. h h d f h d
 d h AG h d f h S f f h h h
 f d h f h 24h f f h f d f h d h AG f
 d f h f (h b). C d f f f h f f
 f d f h AG d f h f d f
 h .

B f h d f h d d f f D f f f h h f h B d :

Wang Hongxiang (王鴻祥), born in Shanghai, China, graduated from Shanghai University of Finance and Economics (上海財經大學) in 1983. He has worked for Shanghai Securities Company Limited (上海證券股份有限公司) since 1998 and is currently a Director of the Board of Directors of the company (董事).

Mr. Wang Hongxiang (王鴻祥) graduated from Jilin University (吉林大學) in 1984. He has worked for Shanghai Securities Company Limited (上海證券股份有限公司) since 1987. He is currently a Director of the Board of Directors of the company (董事).

Mr. Wang Hongxiang (王鴻祥) graduated from the Department of Economics, Shanghai University of Finance and Economics (上海財經大學) in 1992. He is currently a Director of the Board of Directors of the company (董事).

Mr. Wang Hongxiang (王鴻祥) is a Director of the Board of Directors of the company (董事). He has been named as one of the "Top 100 Most Influential Figures in China's Capital Markets" (中國上市公 百強企業領袖獎) in 2012, and as one of the "Top 100 Most Influential Figures in China's Capital Markets" (中國上市公 百強企業領袖獎) in 2014. He is also a Director of the Board of Directors of the company (董事).

(v) Mr. Wang Hongxiang — Independent Non-executive Director

Mr. Wang Hongxiang (王鴻祥) ("Mr. Wang HX"), born in 1961, graduated from Shanghai University of Finance and Economics (上海財經大學) in 1983. He has worked for Shanghai Securities Company Limited (上海證券股份有限公司) since 1998, and is currently a Director of the Board of Directors of the company (董事). He is also a Director of the Board of Directors of the company (董事).

Mr. Wang Hongxiang (王鴻祥) graduated from Jilin University (吉林大學) in 1983. He has worked for Shanghai Securities Company Limited (上海證券股份有限公司) since 1987. He is currently a Director of the Board of Directors of the company (董事).

W d H5 A * (上海市註冊會計 會) A S 1995. A dh
 C , A * (上海市會計系 高級 業技術職務任職資格評審委
 員會) b 2015.

(vi) Mr. Liu Zhengdong — Independent Non-executive Director

Zh d 正東 (“Mr. Liu”), d 47, f h (上海市君悅律 事務所). f h d
 S d d f L f h h E f C ., d.* (上海良信電器股份
 有限公), S d L Z E h (L d : 002706) f . A f
 2011 A f 2017. H h b S d d d f f J J F d
 h f T h C ., d.* (蘇 金靈 流 機械科技股份有限公),
 d h Z E h L (d : 300091) S . f 2014,
 d d d f f H 5 . A . b (G .) S ., d.* (星馬
 車(集團)股份有限公), d h H E h L (d :
 600375) J f 2016, d d d f f S A h H I f
 H d C ., d.* (安徽 信國際控股股份有限公), d h Z
 E h (L d : 002018) F b f 2016, d d d d f S f
 S h h J D C ., d.* (上海交大昂立股份有限公), d
 S H E h (d : 600530) A f 2016.

L b d b h f d f f E G f f
 S d L (東政法大學) f . E G A d . f
 S d L (東政法學院)) J 1991, d . f d f
 f f . h . J 2002. H b d
 d d d f f f h h h x. d b S C . h
 2002.

h b .d “h h d - * (上海市
 優秀非訴律)” b h h S f A * (上海市律 L會) D . f
 2004, h “ d L * (全國優秀律)” b A G f
 A * (中 全國律 會) J 2005, d “h h d T L * (上
 海市領軍人物)” b f . D . f C C h h C . * (中共上
 海市委組織) d h h B f f S H . P . f d
 S * (上海市人 資源和社會保障局) J f 2010. f h S b
 d . f f f f h h L .
 C f H J d f C . * (上海市人民代表大會內務 法委員會)
 A f 2014, . f f h h f E h C . * (上海市新聞 德委員
 會) 2013, d S * (人民監督員) f h h
 f f * (上海市檢察院) F b f 2017.

B f h d f h f d S f f h h f h S f f

(i) Mr. Yang Jicai — Supervisor

J 楊才 (“Mr. Yang JC”), d 59, d h C 2004 d 19, 2011. H d C f 2004 2005 dh b h C A 2005. JC d d T (國旅聯合股份有限公) (h h A h d ; 600358) f D 1998 A 2005. S H d d f f h h d D C * (上海醫療器械工業 科學校) (S H h d C * (上海健 醫學院)) J 1981, S h f JC d d f f h h Ad f v d C * (上海市行政管理 學院) S h h Ad L f v C * (上海行政學院)) J 1990, S d f v . H d h f E 6 (東 範大學) d d J 1997.

A h d f h f b f f h f D 2 d 3 f f 50 f h S d F d , JC d b d f 500,306 A h .

(ii) Ms. Zhao Fei — Employee Representative Supervisor

Zh F 趙飛 (“Ms. Zhao”), d 38, d f 2004 d d f h B d J 2015. h f f h C h h b f f h C d h b h f f S h 2014. h f h d f h B d J 18, 2015. Zh S h h f D zh T (G) C . * (大眾交 (集團)股份有 限公) f J 2000 D 2003. Zh L d h P C d d f d h f f (法律職業資格證) b f J f h P b f 6 (中 人民共和國 法) F b f 2007. Zh b d b h d f f h h f F d E (上海財經大學) J 2000 d S (復旦大學) J 2011.

A h d f h f b f f h f D 2 d 3 f f 50 f h S d F d , Zh d b d d f 50,000 A h .

D f h ... d ... h A f f A * f f :
A f 6:

Current Article 6

Proposed Amended Article 6

Th f ... f h C ...
P. B-.

Th f ... f h C ...
P. B2,952,434,675.

A f 24:

Current Article 24

Proposed Amended Article 24

h f H h f d b f ...
h f h ...
h h f ...
C h ... d
d f h 2,902,704,675
h , h h : h h D h
B S (h)
h h d h d 495,143,859 h ;
h h G G (h d)
S h h d h d 158,674,147 h ;
f d h h d h d
1,769,946,669 h ; h f
f - d f h
478,940,000 h . h f
f h y ... , h
h f f h C
: h f d d
h 2,968,014,675 h ,
h h : h h D h B
S (h h h d)
h d 495,143,859 h ; h h G
G (h d) S h h d
h d 152,315,961 h ; h
d h h d h d 1,769,773,855
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f h 550,781,000 h .

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f 2,952,434,675 d d
h , f h h 2,418,791,675 h
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533,643,000 h f f h (H
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Article 148:

Current Article 148

Proposed Amended Article 148

<p>The Board of Directors shall be composed of 11 Directors. The Board shall elect a Chairman and a Vice Chairman. The Board shall also elect a Secretary and a Treasurer. The Board shall have the power to:</p> <ol style="list-style-type: none"> (1) elect and remove the officers and directors; (2) determine the compensation of the officers and directors; <p>and to do all such other acts and things as may be necessary or proper for the conduct of the business of the Association.</p>	<p>The Board of Directors shall be composed of 13 Directors. The Board shall elect a Chairman and a Vice Chairman. The Board shall also elect a Secretary and a Treasurer. The Board shall have the power to:</p> <ol style="list-style-type: none"> (5) determine the compensation of the officers and directors; <p>and to do all such other acts and things as may be necessary or proper for the conduct of the business of the Association.</p>
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* The Articles of Association and its amendments were originally drafted in Chinese and there was no official English version. Therefore, any English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.