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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**

**POLL RESULTS OF THE 2016 ANNUAL GENERAL MEETING  
HELD ON 25 May 2017  
AND  
CHANGE OF DIRECTORS AND SUPERVISORS**

The AGM of the Company was held on 25 May 2017. The Board is pleased to announce that all proposed resolutions as set out in the AGM Notice have been duly approved by the Shareholders by way of poll.

Reference is made to the notice of annual general meeting of Shanghai Dazhong Public Utilities (Group) Co., Ltd.\* (the “**Company**”) dated 7 April 2017 and the circular of the Company dated 20 April 2017 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the Circular.

The AGM was held at Multi-Function Hall, 3/F, Jimao Hotel, 1525 Zhongshan West Road, Shanghai, PRC at 1:30 p.m. on 25 May 2017. The AGM was chaired by Mr. Yang Guoping, chairman of the Company. The AGM was convened and held in compliance with the relevant laws, administrative regulations and rules, regulatory documents and the Articles of Association.

**ATTENDANCE AT THE AGM**

As at the date of the AGM, the total number of issued shares of the Company were 2,952,434,675 shares, of which 2,418,791,675 shares were A Shares and 533,643,000 shares were H Shares. Holders of such shares were entitled to attend and vote on the proposed resolutions at the AGM. A total of 42 Shareholders or their proxies, holding an aggregate of 690,751,172 Shares, which represented approximately 23.3960% of the total number of Shares carrying voting rights, have attended the AGM. Of such 42 Shareholders, 41 were

holders of A Shares, holding an aggregate of 659,207,172 Shares, which represented approximately 22.3276% of the total number of Shares carrying voting rights, while 1 was a holder of H Shares, holding an aggregate of 31,544,000 Shares, which represented approximately 1.0684% of the total number of Shares carrying voting rights.

9 holders of A Shares have attended the AGM through the online voting system of Shanghai Stock Exchange, representing 1,701,770 Shares or approximately 0.0576% of the total number of Shares carrying voting rights. Shanghai Gas (Group) Co., Ltd.\* (上海燃氣集團有限公司), the second largest Shareholder of the Company, who has interest in the transaction contemplated under the resolution 6.01 in relation to the ordinary related party transaction of the Company for the year 2017, was required and had abstained from voting at the AGM for such resolution. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save as disclosed above, no other Shareholder and their respective close associates has any material interest in the resolutions proposed at the AGM and is required to abstain from voting at the AGM. There was no Share of the Company entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules. No Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the resolutions proposed at the AGM. No Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the AGM.

**RESULTS OF THE AGM**

The Board is pleased to announce that all proposed resolutions as set out in the AGM Notice have been duly approved by the Shareholders by way of poll. The poll results in respect of


2. To consider and approve the work report of the Board of Supervisors for the year 2016.

<b>Type of Shareholders</b>	<b>For</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>
Holder of A Shares	658,288,346	99.8606	896,395	0.1360	22,431	0.0034
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares	689,832,346	99.8670	896,395	0.1298	22,431	0.0032

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

3. To consider and approve the work report of the general manager for the year 2016.

<b>Type of Shareholders</b>	<b>For</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>
Holder of A Shares	658,288,346	99.8606	896,395	0.1360	22,431	0.0034
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares	689,832,346	99.8670	896,395	0.1298	22,431	0.0032

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

4. To consider and approve the final financial report for the year 2016 and the financial budget report for the year 2017.

<b>Type of Shareholders</b>	<b>For</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>
Holder of A Shares	657,576,146	99.7526	1,136,595	0.1724	494,431	0.0750
Holder of H Shares	0	0.0000	31,544,000	100.0000	0	0.0000
Total Number of the Ordinary Shares	657,576,146	95.1973	32,680,595	4.7312	494,431	0.0715

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

5. To consider and approve the profit distribution plan for the year 2016.

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holders of A Shares	658,288,346	99.8606	896,395	0.1360	22,431	0.0034
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	5,552,277	85.8011	896,395	13.8523	22,431	0.3466
Total Number of the Ordinary Shares	689,832,346	99.8670	896,395	0.1298	22,431	0.0032

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

6. To consider and approve the resolution on ordinary related party transactions of the Company for the year 2017.

6.01 Shanghai Dazhong Gas Co. Ltd.\* (上海大眾燃氣有限公司), a subsidiary of the Company, procure natural gas business and lease office premises from Shanghai Gas (Group) Co., Ltd.\* (上海燃氣(集團)有限公司), the second largest shareholder of the Company

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holders of A Shares	504,965,711	99.9191	386,295	0.0764	22,431	0.0045
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	6,062,377	93.6838	386,295	5.9695	22,431	0.3467
Total Number of the Ordinary Shares	536,509,711	99.9239	386,295	0.0719	22,431	0.0042

6.02 The company lease office premises from Shanghai Dazhong Building Co., Ltd.\*  
(上海大眾大廈有限責任公司)

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holder of A Shares	656,440,185	99.9320	386,295	0.0588	60,531	0.0092
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holder of less than 5%	6,024,277	93.0951	386,295	5.9695	60,531	0.9354
Total Number of the Ordinary Shares	687,984,185	99.9351	386,295	0.0561	60,531	0.0088

As more than half of the votes were cast in favour of these resolutions, the above resolutions were duly passed as an ordinary resolutions.

7. To consider and approve the resolutions on the application of credit facilities of the Company and the provision of guarantees for external financing of controlled subsidiary by the Company.

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holder of A Shares	657,514,746	99.7433	1,669,995	0.2533	22,431	0.0034
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares	689,058,746	99.7550	1,669,995	0.2418	22,431	0.0032

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

8. To consider and approve the election of executive Directors of the tenth session of the Board of Directors.

8.01 election of Mr. Yang Guoping as an executive Director of the tenth session of the Board of Directors

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holders of A Shares	658,301,346	99.8626	896,395	0.1360	9,431	0.0014
Holders of H Shares	0	0.0000	31,544,000	100.0000	0	0.0000
Holders of less than 5%	5,565,277	86.0020	896,395	13.8523	9,431	0.1457
Total Number of the Ordinary Shares	658,301,346	95.3022	32,440,395	4.6964	9,431	0.0014

8.02 election of Mr. Liang Jiawei as an executive Director of the tenth session of the Board of Directors

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holders of A Shares	658,301,346	99.8626	896,395	0.1360	9,431	0.0014
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	5,565,277	86.0020	896,395	13.8523	9,431	0.1457
Total Number of the Ordinary Shares	689,845,346	99.8689	896,395	0.1298	9,431	0.0013

8.03 election of Ms. Yu Min as an executive Director of the tenth session of the Board of Directors

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holder of A Shares	658,301,346	99.8626	896,395	0.1360	9,431	0.0014
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holder of less than 5%	5,565,277	86.0020	896,395	13.8523	9,431	0.1457
Total Number of the Ordinary Shares	689,845,346	99.8689	896,395	0.1298	9,431	0.0013

8.04 election of Mr. Zhuang Jianhao as an executive Director of the tenth session of the Board of Directors

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holder of A Shares	658,301,346	99.8626	896,395	0.1360	9,431	0.0014
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holder of less than 5%	5,565,277	86.0020	896,395	13.8523	9,431	0.1457
Total Number of the Ordinary Shares	689,845,346	99.8689	896,395	0.1298	9,431	0.0013

8.05 Election of Mr. Yang Weibiao as an executive Director of the tenth session of the Board of Directors

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holders of A Shares	658,301,346	99.8626	896,395	0.1360	9,431	0.0014
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	5,565,277	86.0020	896,395	13.8523	9,431	0.1457
Total Number of the Ordinary Shares	689,845,346	99.8689	896,395	0.1298	9,431	0.0013

As more than half of the votes were cast in favour of these resolutions, the above resolutions were duly passed as an ordinary resolutions.

9. To consider and approve the election of non-executive Directors of the tenth session of the Board of Directors.

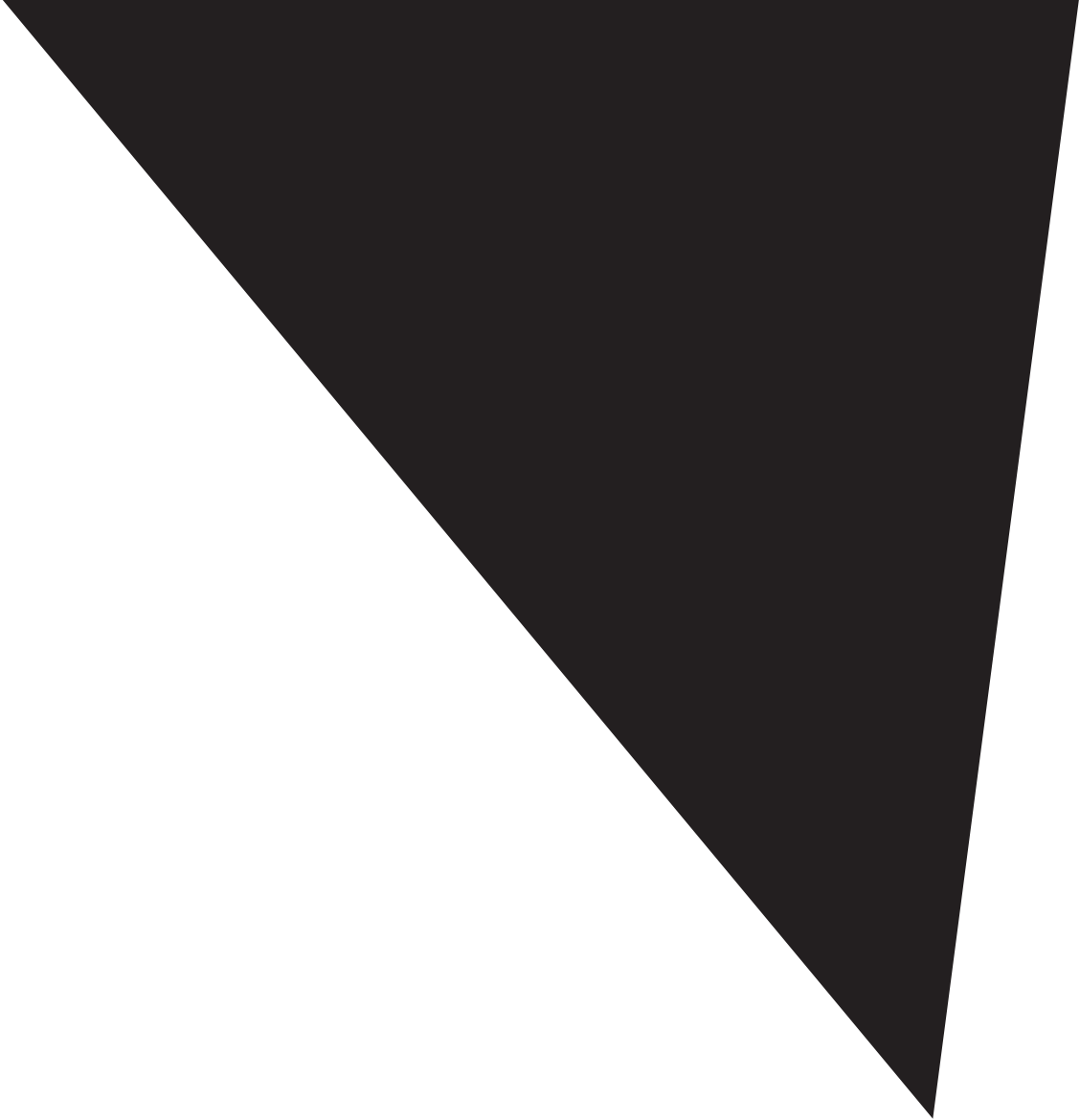
9.01 election of Mr. Chan Wing Kin as a non-executive Director of the tenth session of the Board of Directors

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holders of A Shares	658,301,346	99.8626	896,395	0.1360	9,431	0.0014
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	5,565,277	86.0020	896,395	13.8523	9,431	0.1457
Total Number of the Ordinary Shares	689,845,346	99.8689	896,395	0.1298	9,431	0.0013

9.02 election of Mr. Li Songhua as a non-executive Director of the tenth session of the Board of Directors

Type of Shareholders	For		AGAINST		ABSTAIN	
	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>
Holder of A Shares	658,301,346	99.8626	896,395	0.1360	9,431	0.0014
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holder of less than 5%	5,565,277	86.0020	896,395	13.8523	9,431	0.1457
Total Number of the Ordinary Shares						

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10.03 election of Mr. Chow Siu Lui as an independent non-executive Director of the tenth session of the Board of Directors

<b>Type of Shareholders</b>	<b>For</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>
Holder of A Shares	658,288,346	99.8606	909,395	0.1380	9,431	0.0014
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holder of less than 5%	5,552,277	85.8011	909,395	14.0532	9,431	0.1457
Total Number of the Ordinary Shares	689,832,346	99.8670	909,395	0.1317	9,431	0.0013

10.04 election of Mr. Wang Hongxiang as an independent non-executive Director of the tenth session of the Board of Directors

<b>Type of Shareholders</b>	<b>For</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>
Holder of A Shares	658,288,346	99.8606	909,395	0.1380	9,431	0.0014
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holder of less than 5%	5,552,277	85.8011	909,395	14.0532	9,431	0.1457
Total Number of the Ordinary Shares	689,832,346	99.8670	909,395	0.1317	9,431	0.0013


11.02 election of Ms. Zhao Siyuan as a Supervisor of the tenth session of the Board of Supervisors

<b>Type of Shareholders</b>	<b>For</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>
Holder of A Shares	658,217,946	99.8499	896,395	0.1360	92,831	0.0141
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holder of less than 5%	5,481,877	84.7132	896,395	13.8523	92,831	1.4345
Total Number of the Ordinary Shares	689,761,946	99.8568	896,395	0.1298	92,831	0.0134

As more than half of the votes were cast in favour of these resolutions, the above resolutions were duly passed as an ordinary resolutions.

12. To consider and approve the resolution on the re-appointment of the domestic audit firm and internal control audit firm for the Company for the year 2017.

<b>Type of Shareholders</b>	<b>For</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>	<i>Number of shares</i>	<i>% of total valid voting shares</i>
Holder of A Shares	658,204,946	99.8480	424,395	0.0644	577,831	0.0876
Holder of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares	689,748,946	99.8549	424,395	0.0614	577,831	0.0837

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

13. To consider and approve the resolution on the appointment of the overseas audit firm for the Company for the year 2017.

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holders of A Shares	658,676,946	99.9196	424,395	0.0644	105,831	0.0160
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares	690,220,946	99.9232	424,395	0.0614	105,831	0.0154

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

### Special Resolution

14. To consider and approve the resolution on the amendments on the Articles of Association and change on industrial and commercial registration.

Type of Shareholders	For		AGAINST		ABSTAIN	
	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares	Number of shares	% of total valid voting shares
Holders of A Shares	658,676,946	99.9196	424,395	0.0644	105,831	0.0160
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares	690,220,946	99.9232	424,395	0.0614	105,831	0.0154

As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

### SCRUTINY OF VOTE-COUNTING AND LEGAL OPINION

BDO Limited acted as the scrutineer of the AGM and reviewed the counting of the votes at the AGM. Jin Mao PRC Lawyers (金茂凱德 師事務所), the PRC legal adviser of the Company attended the AGM and issued legal opinion that (i) the convening and holding procedures adopted for the AGM are in compliance with the relevant laws, administrative regulations and regulatory documents such as the Company Law, Securities Law and Rules of Procedures of General Meetings for Listed Companies, and the Articles of Association; (ii) the qualifications of the attendees and convener present at the AGM are legal and valid; and (iii) the voting procedures and poll results of the AGM are legal and valid.

## CHANGE OF DIRECTORS AND SUPERVISORS

The ordinary resolutions in relation to the appointment of Directors of the tenth session of the Board had been proposed to the Shareholders for approval and were duly passed at the AGM. The term of office of all Directors of the tenth session of the Board will be three years commencing from the date of election at the AGM. The Company will enter into service contracts with the appointed Directors. Their remuneration as Directors will be determined based on relevant remuneration policies of the Company. The ordinary resolutions in relation to the appointment of Supervisors of the tenth session of the Supervisory Committee had been proposed to the Shareholders for approval and were duly passed at the AGM. The term of office of Supervisors of the tenth session of the Supervisory Committee will be three years commencing from the date of the AGM. The Company will enter into service contracts with the appointed Supervisors. Their remuneration as Supervisors will be determined based on relevant remuneration policies of the Company.

Biographical details of the appointed Directors and Supervisors and the information required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules are set out in the Circular. As at the date of this announcement, there has been no change to such information.

Save as disclosed in the Circular, each of the appointed Directors and Supervisors confirmed that (1) he/she does not hold any position in the Company or any of the subsidiaries of the Company, or hold any director or supervisor position in any other listed public companies during last three years; (2) he/she does not have any relationship with any other Directors, Supervisors or senior managements or substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (3) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement.

In addition, there is no other information in relation to the above appointed Directors and Supervisors which is disclosable pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders of the Company in respect of the appointments of the Directors and Supervisors.

Mr. Wang Kaiguo, Mr. Yao Cho Fai Andrew, Mr. Chow Siu Lui, Mr. Wang Hongxiang and Mr. Liu Zhengdong have confirmed that they have fulfilled the independent factors as stipulated in Rule 3.13 of the Hong Kong Listing Rules. The Company considered that Mr. Wang Kaiguo, Mr. Yao Cho Fai Andrew, Mr. Chow Siu Lui, Mr. Wang Hongxiang and Mr. Liu Zhengdong are independent pursuant to the guidelines on independence under the Hong Kong Listing Rules.

Retirements of Mr. Zhong Jinxing, Mr. Yang Jicai and Mr. Cai Jianmin and resignation of Mr. Yan Xuehai from the positions as Director were effective at the conclusion of the AGM. Each of them confirmed that he has no disagreement with the Company and there is no matter relating to his retirement or resignation that needs to be brought to the attention of Shareholders.

Retirements of Ms. Cao Yongqin from the position as Supervisor was effective after the AGM. She confirmed that she has no disagreement with the Company and there is no matter relating to her retirement that needs to be brought to the attention of Shareholders.

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

Shanghai, the People's Republic of China  
25 May 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*