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上海大眾公用事業（集團）股份有限公司

Shanghai Da Hong Public Utility (Group) Co., Ltd.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1635)

**CONNECTED TRANSACTION AND
CONTINUING CONNECTED TRANSACTION
TITLE TRANSFER AND LEASEBACK OF ASSETS**

TITLE TRANSFER AND LEASEBACK OF ASSETS

On 23 June 2018, Shanghai Da Hong Public Utility (Group) Co., Ltd. (the Company) entered into the Title Transfer and Leaseback Agreements with Shanghai Baohui Electric Machinery and Shanghai Xinhua Electric Equipment Co., Ltd. (collectively, the Counterparties). The Agreements are entered into for the purpose of the Company's business operations. The total consideration for the Title Transfer and Leaseback Agreements is RMB26,500,000 (approximately HK\$36,000,000). The Company is the lessee under the Leaseback Agreements. The Company's financial position and results of operations are not materially affected by the Title Transfer and Leaseback Agreements. The Company's financial position and results of operations are not materially affected by the Title Transfer and Leaseback Agreements. The Company's financial position and results of operations are not materially affected by the Title Transfer and Leaseback Agreements.

LISTING IMPLICATION

C n n e c e d a n a c i n

S-a a, Da a F, a c, a L e a , a - , e d , b , d , a f e C a .
S-a a, Da a B, e, M a a e e e , e , b , a , a a e - d e f e C a .
S-a a, Da a X, a e , b , d , a f i , b , a , a S a e - d e , S-a a,
Da a B, e, M a a e e . I a d d , M . Y a G (楊 國 平) a d M . L , a
J , a e , (梁 嘉 瑋) , a e e e e c , e D , e c f e C a , a e a e d , e c f
S-a a, Da a B, e, M a a e e . T e T , e T a f e c , i e a c e c e d
a a c , f e C a i d e e L , R e . S , c e e , e , a , c a b e
e c e a e a , e e c f e T , e T a f e , e a , 0.1% b , e , a , 5% , e ,
T , e T a f e , i b e c e e , a d a i c e e e e , e , b , e e
f e , d e e d e , a e - d e , ' a a e i , e e i d e C a , e 14A f e ,
L , R e .

C n i n i n g c n n e c e d a n a c i n

T e L e a e b a c a c , i e a c , i , c e c e d a a c , f e C a
i d e e L , R e . A a e c e a e a , (e , a , e , f , a ,) , e e c f
e A i a C a e c e e d 0.1% b , a e e , a , 5% , e L e a e b a c , i b e c e ,
e , a , i a e e a d a i c e e e e , e , b , e e f e ,
d e e d e , a e - d e , ' a a e i , e e i d e C a , e 14A f e L , R e .

INTRODUCTION

O 23 J u n e 2018, S-a a, Da a F, a c, a L e a , b e , a , i b , d , a f e C a ,
e e e d , e T , e T a f e A e e e a d e L e a e b a c A e e e , S-a a,
Da a B, e, M a a e e a d S-a a, Da a X, a . T e A e e e
a f e e d f S-a a, Da a B, e, M a a e e a d S-a a, Da a X,
X, a S-a a, Da a F, a c, a L e a , M e a , e A e , a , b e e a e d
b a c S-a a, Da a B, e, M a a e e a d S-a a, Da a X, a c ,
a e a , b , e d a e . T e T , e T a f e a d L e a e b a c f A e d c , i e a
f , c a a e e i c i , i d e e A d , a , e M e a i e S , f , c a A e
R e i c i , f L , e d C a , e (《上市公司重大資產重組管理辦法》).

INFORMATION ON THE COMPANY AND THE TRANSFEREE/LESSOR

The company is a limited liability company registered in the People's Republic of China. Its registered capital is RMB 100 million. The company is a wholly-owned subsidiary of the Company. The company is a limited liability company registered in the People's Republic of China. Its registered capital is RMB 100 million. The company is a wholly-owned subsidiary of the Company.

INFORMATION ON THE TRANSFERORS/LESSEES

The company is a limited liability company registered in the People's Republic of China. Its registered capital is RMB 100 million. The company is a wholly-owned subsidiary of the Company. The company is a limited liability company registered in the People's Republic of China. Its registered capital is RMB 100 million. The company is a wholly-owned subsidiary of the Company.

REASONS FOR THE TITLE TRANSFER AND LEASEBACK OF ASSETS

The Title Transfer and Leaseback of Assets is a financial arrangement between the Company and the Transferor/Lessee. The purpose of this arrangement is to optimize the Company's capital structure and improve its financial performance. The Transferor/Lessee is a limited liability company registered in the People's Republic of China. Its registered capital is RMB 100 million. The Transferor/Lessee is a wholly-owned subsidiary of the Company.

The Director (Mr. [Name]) of the Company is responsible for the Title Transfer and Leaseback of Assets. The Director is a natural person who is a citizen of the People's Republic of China. The Director is a wholly-owned subsidiary of the Company. The Director is a limited liability company registered in the People's Republic of China. Its registered capital is RMB 100 million. The Director is a wholly-owned subsidiary of the Company.

According to the PRC laws and regulations, Mr. Yang Guoping (楊國平) and Mr. Liang Jiawei (梁嘉瑋) are the directors of the Company. They are responsible for the Title Transfer and Leaseback of Assets. The Title Transfer and Leaseback of Assets is a financial arrangement between the Company and the Transferor/Lessee. The purpose of this arrangement is to optimize the Company's capital structure and improve its financial performance. The Transferor/Lessee is a limited liability company registered in the People's Republic of China. Its registered capital is RMB 100 million. The Transferor/Lessee is a wholly-owned subsidiary of the Company.

LISTING RULES IMPLICATION

C n n e c e d a n a c i n

S a a, Da F a c a L e a a - , e d i b, d a f e C a .
 S a a, Da B e. M a a e e e, i b, a a a e d e f e C a .
 S a a, Da X, a a - , e d i b, d a f i b, a a S a e d e,
 S a a, Da B e. M a a e e . I a d d, M. Y a G (楊國平) a d M.
 L a J a e (梁嘉璋), a e e e e c, e D, e c f e C a , a e a e d, e c
 f S a a, Da B e. M a a e e . T e T, e T a f e c, i e a c e c e d
 a a c, f e C a i d e L, R e. S, c e e, a, c a b e e c e a e
 a, e e c f e T, e T a f e e a, 0.1% b e, a, 5%, e T, e T a f e
 i b e c e e, a d a i c e e e i, e e, b, e e f e, d e e d e
 a e d e, a a e i, e e i d e C a, e 14A f e L, R e.

C n i n i n g c n n e c e d a n a c i n

T e L e a e b a c a c, i e a c, i, c e c e d a a c, f e C a i d e
 e L, R e. A a e c e a e a, (e, a, e, f, a,), e e c f e,
 A i a C a e c e e d 0.1% b a e e, a, 5%, e L e a e b a c i b e c e,
 e, a i a e e a d a i c e e e i, e e, b, e e f e,
 d e e d e a e d e, a a e i, e e i d e C a, e 14A f e L, R e.

USE OF PROCEEDS

The proceeds from the TAFE Beijing Education and Culture Affairs Loan Agreement / Letter of Intent.

DEFINITIONS

Article Capital refers to the capital of the Leabac Ltd. referred to as Article Capital.

Article 560 refers to (Article 560) referred to as Article 560, which is the Article 560 of the TAFE Beijing Education and Culture Affairs Loan Agreement, a total of 325 articles (Article 560) referred to as Article 560. The Shanghai, Daqing, Beijing, Maqin and 235 articles (Article 560) referred to as Shanghai, Daqing, Xingxing articles.

Bad refers to the Bad of the Company.

Company refers to Shanghai, Daqing, Beijing, U.S. (Group) Co., Ltd.* (上海大眾公用事業(集團)股份有限公司), a company established in the PRC in January 1992, the Article 560 and the Article 560 referred to as Shanghai, Sincere and the Article 4 March 1993 (Article 600635.SH) and the Bad of the Sincere and the Article 5 December 2016 (Article 1635).

Currency refers to the currency of the TAFE Beijing Education and Culture Affairs Loan Agreement, RMB100.

Director refers to the Director of the Company.

Group refers to the Company and its subsidiaries.

Lease Period refers to the period of (3) years, which is the period of the lease of the land and the lease of the Company, referred to as Lease.

Leabac refers to the Leabac of the Leabac referred to as Leabac, which is the TAFE Beijing Education and Culture Affairs Loan Agreement.

Lea ebac A ee e e ea ebac a ee e da ed 23 Ji 2018

Le ee S a a, Da B e. Ma a e e a d S a a, Da X a

Le S a a, Da F a c a Lea

L R e R e G e L f Sec e S c E c a e

e ce a e a () a e ea a c bed L R e

PRC T e P e' R e i b c f C a c f e . i e f a i t c e e , e c i d e . e H K S e c a Ad a e R e , e Maca S e c a Ad a a e R e a d T a a

RMB e b e a f i c e c f e PRC

S a a, Da B e. Ma a e e C ., L d.* (上海大眾企業管理有限公司), a ed ab c a c a ed e PRC 10 Ma c 1995 a d e . i b a a S a e d e f e C a

S a a, Da F a c a Lea C ., L d.* (上海 上海

T₁ e T a₁ fe A₁ ee e e e e a₁ fe a₁ ee e da ed 23 Ji 2018

T₁ e T a₁ fe a d Lea₁ e bac
Lea₁ e bac f A₁ e e

T a₁ fe ee e e S a₁ a₁ Da₁ e e Ma a₁ ee e a d S a₁ a₁
Da₁ e e X₁ a₁

T a₁ fe e e S a₁ a₁ Da₁ e e F₁ a c₁ a Lea₁ e e

Va₁ a₁ Re e e e a₁ a₁ e da ed 10 Ji 2018, a₁ c₁ a₁ e e e e
a₁ e f e e a₁ e e e e e e A₁ e e e e e
a e c a₁ a₁ a₁ ac e e

B de f e B a d f D₁ ec e e
Shanghai Da h ng P blic U ili ie (G) C ., L d.*
Yang G ing
Chairman

S a₁ a₁ e Pe e e' Re i b₁ c f C₁ a
23 Ji 2018

As at the date of this announcement, the executive directors of the Compan are Mr. YANG Guoping, Mr. LIANG Jiawei, Ms. YU Min, Mr. ZHUANG Jianhao and Mr. YANG Weibiao;