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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 2020 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2020 first extraordinary general meeting (“EGM”) of Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (the “**Company**”) will be held at 3/F, Dazhong Building, 1515 Zhongshan West Road, Shanghai, the People’s Republic of China on Monday, 28 December 2020 at 2:00 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

1. Resolution regarding the change in use of proceeds raised from H Shares of the Company.

By order of the Board

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

Yang Guoping

Chairman

Shanghai, the People’s Republic of China

7 December 2020

As at the date of this notice, the executive directors of the Company are Mr. YANG Guoping, Mr. LIANG Jiawei, Mr. WANG Baoping and Mr. YANG Weibiao; the non-executive directors of the Company are Ms. QU Jia and Mr. JIN Yongsheng; and the independent non-executive directors of the Company are Mr. WANG Kaiguo, Mr. CHOW Siu Lui and Mr. LIU Zhengdong.

* For identification purposes only

Note:

1. In order to determine the shareholders eligible to attend the EGM, the register of members of the Company will be closed from Tuesday, 22 December 2020 to Monday, 28 December 2020, 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 Monday, 21 December 2020 or their proxies or duly authorised corporate representatives are entitled to attend the EGM. In order to qualify for attending and voting at the EGM, 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 Monday, 21 December 2020.
2. All shareholders are entitled to attend the EGM. The shareholders may fill in the form of proxy of the Company to appoint one or more persons as their representatives to attend the EGM and vote at the meeting. Representatives are not required to be shareholders of the Company.
3. 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.
4. 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 EGM (i.e. no later than 2:00 p.m. on Sunday, 27 December 2020) 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 EGM other than those referred to in the notice of EGM. Completion and delivery of the proxy form will not preclude you from attending and voting at the EGM if you so wish.
5. An individual shareholder attending the EGM in person shall present his identification card or other document or certification of identification. A proxy attending the EGM 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 EGM by its legal representative or his nominee. A legal representative attending the EGM shall present his identification card and document which can certify his capacity as a legal representative. A nominee attending the EGM shall present his identification card and the letter of attorney signed by the legal representative.
6. The EGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
7. The date of registration for shareholders who are entitled to attend the EGM is 4:30 p.m., Monday, 21 December 2020.

8. The contact person for matters relating to the EGM 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

9. 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 EGM will ask to vote on all resolutions proposed at the EGM by way of registered poll in accordance with the Article 114 of the articles of association of the Company.