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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 2021 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that 2021 annual general meeting (“AGM”) 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 Friday, 27 May 2022 at 2:00 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

### **ORDINARY RESOLUTIONS**

1. Work report of the board of directors for the year 2021.
2. Work report of the supervisory committee for the year 2021.
3. Final financial report of the Company for the year 2021 and the financial budget report for the year 2022.
4. Profit distribution proposal of the Company for the year 2021.

\* For identification purposes only

5. Resolution on the estimated ongoing ordinary related party transactions of the Company for the year 2022:
- 5.01 The purchase of natural gas, LNG and the construction work by Shanghai Dazhong Gas, Nantong Dazhong Gas and other subsidiaries from Shanghai Gas.
- 5.02 The lease of office space by the subsidiary Shanghai Dazhong Gas from Shanghai Gas.
- 5.03 The lease of office space and purchase of goods and services by the Company and its subsidiaries from Dazhong Transportation, a subsidiary, and its controlling subsidiaries.
- 5.04 The lease of office space and purchase of goods and services by the Company's subsidiary, Dazhong Transportation, and its controlling subsidiaries, from the Company.
- 5.05 The commissioning made by the Company in relation to the operational, management and services provided by Shanghai Dazhong Business Management Co., Ltd. and Shanghai Dazhong Hebin Hotel Management Co., Ltd. to the Company's properties and their users, and the lease of buildings and management services provided by Dazhong Hebin to the Company.
- 5.06 The factoring business related to receivables carried out by Dazhong Commercial Factoring, a wholly owned subsidiary of the Company, and Dazhong Transportation and its controlling subsidiaries.
- 5.07 The factoring business related to receivables carried out by Dazhong Commercial Factoring, a wholly owned subsidiary of the Company, and Dazhong Business Management and its controlling subsidiaries.
- 5.08 The financial leasing business such as leaseback carried out by Dazhong Financial Leasing, a subsidiary of the Company, and Dazhong Business Management and its controlling subsidiaries.

6. Resolution on the application of bank credit facilities of the Company for the year 2022.
7. Resolution on the proposal for the Company to provide guarantee for controlled subsidiaries with respect to external financing for the year 2022.
8. Resolution on the proposal for the Company to use idle funds for cash management.
9. Resolution on the re-appointment of the domestic audit firm and internal control audit firm for the Company for the year 2022.
10. Resolution on the re-appointment of the overseas audit firm for the Company for the year 2022.
11. Resolution on the nomination of the candidates for non-executive director and independent non-executive directors of the Company.
  - 11.01 Resolution on the nomination of Mr. Shi Pingyang as a non-executive director candidate of the Company.
  - 11.02 Resolution on the nomination of Ms. Li Yingqi as an independent non-executive director candidate of the Company.
  - 11.03 Resolution on the nomination of Mr. Yang Ping as an independent non-executive director candidate of the Company.
  - 11.04 Resolution on the nomination of Mr. Liu Feng as an independent non-executive director candidate of the Company.
12. Resolution on the adjustment of allowance for independent non-executive directors.

## SPECIAL RESOLUTIONS

13. Resolution on the amendments to the Articles of Association and the change on industrial and commercial registration.
14. Resolution on the amendments to the Rules of Procedures for the General Meeting.

By order of the Board  
**Shanghai Dazhong Public Utilities (Group) Co., Ltd.\***  
**YANG Guoping**  
*Chairman*

Shanghai, the People's Republic of China

26 April 2022

*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.*

*Notes:*

1. In order to determine the shareholders eligible to attend the AGM, the register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022, both days inclusive, during which no transfer of shares will be registered. Only shareholders whose names appear on the register of members of the Company on Friday, 27 May 2022 or their proxies or duly authorised corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, 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, 23 May 2022.
2. All shareholders are entitled to attend the AGM. The shareholders may fill in the form of proxy of the Company to appoint one or more persons as their representatives to attend the AGM 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 AGM (i.e. no later than 2:00 p.m. on Thursday, 26 May 2022) 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 AGM other than those referred to in the notice of AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM if you so wish.
5. An individual shareholder attending the AGM in person shall present his identification card or other document or certification of identification. A proxy attending the AGM 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 AGM by its legal representative or his nominee. A legal representative attending the AGM shall present his identification card and document which can certify his capacity as a legal representative. A nominee attending the AGM shall present his identification card and the letter of attorney signed by the legal representative.
6. The AGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the AGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
7. The date of registration for H shareholder(s) who are entitled to attend the AGM is Friday, 27 May 2022.
8. The book closure period for determining the entitlement to the final dividend will be announced later.
9. The contact person for matters relating to the AGM of the Company:

Cao Jing

Tel No.: (86 021) 6428 0679

Fax No.: (86 021) 6428 8727

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

10. 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 AGM will ask to vote on all resolutions proposed at the AGM by way of registered poll in accordance with the Article 114 of the articles of association of the Company.
11. Resolutions to small and medium investors for separate counting: 4, 5.01, 5.02, 5.03, 5.04, 5.05, 5.06, 5.07, 5.08, 6, 7, 8, 9, 10, 11.01, 11.02, 11.03, 11.04, 12, 13, 14.