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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 2022 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that 2022 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 Wednesday, 28 June 2023 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 2022.
2. Work Report of the Supervisory Committee for the Year 2022.
3. Final Financial Report of the Company for the Year 2022 and the Financial Budget Report for the Year 2023.
4. Profit Distribution Proposal of the Company for the Year 2022.

\* *For identification purposes only*

5. Resolution on the Estimated Ongoing Ordinary Related Party Transactions of the Company for the Year 2023:
- 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 provision of transportation and labor services by the subsidiary Dazhong Run Logistics to Shanghai Gas Co., Ltd and its controlled subsidiaries.
- 5.03 The lease of office space by the subsidiary Shanghai Dazhong Gas from Shanghai Gas.
- 5.04 The purchase of materials by the subsidiary Shanghai Dazhong Gas from Shanghai Gas Operation Service Company.
- 5.05 The provision of transportation and labor services by the subsidiary Dazhong Run Logistics to a shareholder Shanghai Gas (Group) Co., Ltd and its controlled subsidiaries.
- 5.06 Purchase of materials and services by the subsidiary Dazhong Gas from a shareholder Shanghai Gas (Group) Co., Ltd and its controlled subsidiaries.
- 5.07 The lease of office space and purchase of goods and services by the Company and its subsidiaries from an affiliate Dazhong Transportation and its controlled subsidiaries.
- 5.08 The lease of office space and purchase of goods and services by the Company's affiliate Dazhong Transportation and its controlled subsidiaries from the Company.
- 5.09 The commissioning made by the Company in relation to the operational, management and services provided by Shanghai Dazhong Business Management Co., Ltd and its controlled subsidiary Shanghai Dazhong Hebin Hotel Management Co., Ltd to the Company's properties and their users.

- 5.10 The factoring business related to accounts receivable carried out by Dazhong Commercial Factoring, a wholly owned subsidiary of the Company, and an affiliate Dazhong Transportation and its controlled subsidiaries.
- 5.11 The factoring business related to accounts receivable carried out by Dazhong Commercial Factoring, a wholly owned subsidiary of the Company, and a controlling shareholder Dazhong Business Management and its controlled subsidiaries.
- 5.12 The financial leasing business such as sale-leaseback carried out by Dazhong Financial Leasing, a subsidiary of the Company, and Dazhong Business Management and its controlled subsidiaries.
6. Resolution on the Application for Bank Credit Facilities of the Company for the Year 2023.
7. Resolution on the Proposal for the Company to Provide Guarantee for Controlled Subsidiaries with Respect to External Financing for the Year 2023.
8. Resolution on the Use of Idle Funds for Cash Management of the Company.
9. Resolution on the Re-appointment of the Domestic Audit Firm and Internal Control Audit Firm for the Company for the Year 2023.
10. Resolution on the Re-appointment of the Overseas Audit Firm for the Company for the Year 2023.
11. Resolution on the Issuance of Corporate Bonds and Overseas Bonds of the Company:
- 11.01 Note on the Company's compliance with conditions for issuance of corporate bonds and overseas bonds.
- 11.02 Specific varieties of corporate bonds and overseas bonds to be issued.
- 11.03 Manner and size of issuance.
- 11.04 Nominal amounts and issue prices.

- 11.05 Objects of issuance and arrangements for allotment to shareholders of the Company.
- 11.06 Terms and varieties of bonds.
- 11.07 Nominal rates.
- 11.08 Guarantee measures.
- 11.09 Purposes of funds to be raised.
- 11.10 Safeguards for debt repayment.
- 11.11 Listing arrangements for bonds.
- 11.12 Valid period of resolution.
- 11.13 Authorized matters.
- 12. Resolution on the Registration and Issuance of Super Short-term Commercial Papers and Short-term Commercial Papers of the Company.
- 13. Resolution on the Registration and Issuance of Medium-term Notes of the Company.
- 14. Resolution on the General Election of the Board of Directors of the Company:
  - 14.01 Election of Mr. Yang Guoping as executive director of the 12th session of the Board of Directors of the Company.
  - 14.02 Election of Mr. Liang Jiawei as executive director of the 12th session of the Board of Directors of the Company.
  - 14.03 Election of Mr. Wang Baoping as executive director of the 12th session of the Board of Directors of the Company
  - 14.04 Election of Mr. Shi Pingyang as non-executive director of the 12th session of the Board of Directors of the Company.

- 14.05 Election of Mr. Jin Yongsheng as non-executive director of the 12th session of the Board of Directors of the Company.
- 14.06 Election of Mr. Jiang Guofang as independent non-executive director of the 12th session of the Board of Directors of the Company.
- 14.07 Election of Ms. Li Yingqi as independent non-executive director of the 12th session of the Board of Directors of the Company.
- 14.08 Election of Mr. Liu Feng as independent non-executive director of the 12th session of the Board of Directors of the Company.
- 14.09 Election of Mr. Yang Ping as independent non-executive director of the 12th session of the Board of Directors of the Company.
15. Resolution on the General Election of the Supervisory Committee of the Company:
- 15.01 Election of Ms. Zhao Siyuan as supervisor of the 12th session of the Supervisory Committee of the Company.
- 15.02 Election of Ms. Li Ping as supervisor of the 12th session of the Supervisory Committee 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

26 April 2023

*As at the date of this notice, the executive directors of the Company are Mr. YANG Guoping, Mr. LIANG Jiawei and Mr. WANG Baoping; the non-executive directors of the Company are Mr. JIN Yongsheng and Mr. SHI Pingyang; and the independent non-executive directors of the Company are Mr. WANG Kaiguo, Ms. LI Yingqi, Mr. LIU Feng and Mr. YANG Ping.*

*Notes:*

1. In order to determine the list of shareholders eligible to attend the AGM, the register of members of the Company will be closed from Friday, 23 June 2023 to Wednesday, 28 June 2023, 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, 23 June, 2023 or their proxies or duly authorized 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 Wednesday, 21 June, 2023.
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 Tuesday, 27 June, 2023) 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 or share account card. 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 no more 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, 23 June, 2023.
8. In order to determine the list of shareholders eligible to receive final dividends, the register of members of the Company will be closed from Tuesday, 4 July, 2023 to Friday, 7 July, 2023, both days inclusive, during which no transfer of shares will be registered. In order to qualify for receipt of final dividends, all properly completed transfer documents accompanied with relevant share certificates must be returned to 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 no later than 4:30 p.m. on Monday, 3 July, 2023.

9. The contact person for matters relating to the AGM of the Company:

Cao Jing

Tel No.: (86) 21 6428 0679

Fax No.: (86) 21 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, 6, 7, 8, 9, 10, 11, 12, 13, 14 and 15.
12. Resolutions involving related shareholders who shall excuse themselves from voting are 5.1, 5.2, 5.3, 5.4, 5.7, 5.9 and 5.10. Names of related shareholders who shall excuse themselves from voting are Shanghai Dazhong Business Management Co., Ltd and Shanghai Gas (Group) Co., Ltd.