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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)

**CONNECTED TRANSACTION
PROVISION OF CYLINDER TRANSPORTATION SERVICES**

Connected transaction in relation to provision of cylinder transportation services

On April 28, 2023, Shanghai Gas Chongming engaged Dazhong Run (a subsidiary of the Company) to provide cylinder transportation services for several times, pursuant to which Shanghai Gas Chongming entrusts Dazhong Run to provide services for transporting, completion of distribution, connection and installation and safety check for its bottled LPG to the vicinities of Chongming Island, Hengsha Island and Changxing Island in Chongming District, Shanghai, the PRC (specific areas subject to further determination by both parties), while Shanghai Gas Chongming shall pay a service fee of RMB1,525,980.50 to Dazhong Run.

Listing Rules Implications

Dazhong Run is a subsidiary of the Company. Shanghai Gas is a substantial shareholder of Shanghai Dazhong Gas, a subsidiary of the Company and therefore is a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. Shanghai Gas Chongming is wholly owned by Shanghai Gas. Therefore, Shanghai Gas Chongming is a connected person of the Company by virtue of being an associate of Shanghai Gas. According to the Listing Rules, cylinder transportation services and transactions contemplated thereunder constitute connected transactions of the Company. According to Rule 14A.81 of the Listing Rules, if a series of transactions all take place or are completed within the same 12-month period or relevant transactions are connected with each other, such transactions shall be calculated on an aggregate basis and treated as a single transaction. As the Group has conduct relevant transactions with Shanghai Gas Chongming in the past twelve months, such transactions shall be calculated on an aggregate basis. As the highest applicable percentage ratio in respect of the cylinder transportation service and transactions contemplated thereunder is higher than 0.1% but less than 5%, the cylinder transportation services and transactions contemplated thereunder is subject to the announcement requirement but are exempted from the circular and independent shareholder's approval requirement under chapter 14A of the Listing Rules.

Introduction

On April 28, 2023, Shanghai Gas Chongming engaged Dazhong Run (a subsidiary of the Company) to provide cylinder transportation services for several times, pursuant to which Shanghai Gas Chongming entrusts Dazhong Run to provide services for transporting, completion of distribution, connection and installation and safety check for its bottled LPG to the vicinities of Chongming Island, Hengsha Island and Changxing Island in Chongming District, Shanghai, the PRC (specific areas subject to further determination by both parties), while Shanghai Gas Chongming shall pay a service fee of RMB1,525,980.50 to Dazhong Run.

Cylinder Transportation Services

Main terms of the cylinder transportation services is as follows:

- Date : April 28, 2023
- Parties : Client: Shanghai Gas Chongming Co., Ltd (a connected person of the Company)
- Services Provider: Shanghai Dazhong Run Logistics Co., Ltd (a subsidiary of the Company)
- Contents : Shanghai Gas Chongming entrusts Dazhong Run to provide services for transporting, completion of distribution, connection and installation and safety check for its bottled LPG of the vicinities of Chongming Island, Hengsha Island and Changxing Island in Chongming District, Shanghai, PRC to which it belongs (specific areas subject to further determination by both parties), while Shanghai Gas Chongming shall pay a service fee of RMB1,525,980.50 to Dazhong Run.
- Consideration : The consideration for cylinder transportation services is RMB1,525,980.50, which is determined with reference to the multiplication of the unit price of per-cylinder transportation service agreed with Dazhong Run for bottled LPG to different areas by the quantities transported.
- Payment method : Distribution service fee shall be settled on a monthly basis, whereby Shanghai Gas Chongming and Dazhong Run shall check the bill and to confirm quantities transported are in order within five (5) days from end of the monthly settlement period. Dazhong Run will subsequently issues invoices and Shanghai Gas Chongming shall pay the transportation service fees within five (5) days upon receipt. Shanghai Gas Chongming shall transfers the corresponding amounts into the bank account designated by Dazhong Run in a manner mutually acceptable by both parties.

Reasons for cylinder transportation services

Shanghai Run has sufficient understanding of business and needs of Shanghai Gas Chongming, and can communicate with it effectively. In addition, Dazhong Run has rich transportation and distribution experience and professional qualifications. Therefore, the Board believes Dazhong Run can effectively complete thereunder the cylinder transportation services to Shanghai Gas Chongming.

Directors (including independent non-executive directors) are of opinion that cylinder transportation services and transactions contemplated are on normal commercial terms or better in the ordinary and usual course of business of the Group, and are fair and reasonable and in the interests of the Group and its Shareholders as a whole.

Mr. Shi Pingyang, a non-executive Director, also serves as a director of Shanghai Gas, is deemed to have a material interest in cylinder transportation services and transactions contemplated thereunder and has abstained from voting on relevant Board resolutions. Save as disclosed above, none of the Directors has any interest in cylinder transportation services and transactions contemplated thereunder and be required to abstain from voting on relevant Board resolutions.

Information about Parties

Information on Shanghai Gas Chongming

Shanghai Gas Chongming is a limited liability company incorporated in the PRC on April 18, 1992. Shanghai Gas Chongming is a connected person of the Company, its mainly engages in transmission, distribution and sales services of pipeline gas (LPG, natural gas), bottled gas (LPG) and other gases. The ultimate beneficial owner of Shanghai Gas Chongming is Shanghai State-owned Assets Supervision and Administration Commission.

Information on Dazhong Run

Dazhong Run is a limited liability company incorporated in the PRC on March 19, 1999. Dazhong Run mainly engages in freight transportation and packaging services. Dazhong Run is 80% and 20% owned by the Company and Dazhong Business Management respectively, and is a subsidiary of the Company. The single largest shareholder of the Company is Dazhong Business Management.

Listing Rules Implications

Dazhong Run is a subsidiary of the Company. Shanghai Gas is a substantial shareholder of Shanghai Dazhong Gas, a subsidiary of the Company and therefore is a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. Shanghai Gas Chongming is wholly owned by Shanghai Gas. Therefore, Shanghai Gas Chongming is a connected person of the Company by virtual of being an associate of Shanghai Gas. According to the Listing Rules, cylinder transportation services and transactions contemplated thereunder constitute a connected transaction of the Company. According to Rule 14A.81 of the Listing Rules, if a series of transactions all take place or are completed within the same 12-month period or relevant transactions are connected with each other, such transactions shall be calculated on an aggregate basis and treated as a single transaction. As the Group has conduct relevant transactions with Shanghai Gas Chongming in the past twelve months, such transactions shall be calculated on an aggregate basis. As the highest applicable percentage ratio in respect of the cylinder transportation service and transaction contemplated thereunder is higher than 0.1% but less than 5%, the cylinder transportation services and transactions contemplated thereunder is subject to the announcement requirement but are exempted from the circular and independent shareholder's approval requirement under chapter 14A of the Listing Rules.

Definitions

“Board”	The Board of Directors
“Company”	Shanghai Dazhong Public Utilities (Group) Co., Ltd. a joint stock company incorporated in the PRC with limited liability on January 1, 1992, whose A Shares were listed on the Shanghai Stock Exchange (stock code: 600635.SH) on March 4, 1993, and whose H shares the main board of the Hong Kong Stock Exchange (stock code: 1635) on December 5, 2016.
“cylinder transportation services”	the provision of cylinder transportation services provided by Dazhong Run to Shanghai Gas Chongming

“Dazhong Business Management”	Shanghai Dazhong Business Management Co., Ltd, a limited liability company incorporated in the PRC on 10 March 1995, the largest single shareholder and a substantial shareholder of the Company
“Dazhong Run”	Shanghai Dazhong Run Logistics Shares Co., Ltd, a limited liability company incorporated in the PRC on 19 March 1999, a subsidiary of the Company
“Director(s)”	The director(s) of the Company
“Group”	The Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region of the PRC and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Dazhong Gas”	Shanghai Dazhong Gas Co., Ltd. (formerly known as South Shanghai Gas Co., Ltd), a limited liability company incorporated in the PRC on January 3, 2001, a subsidiary of the Company
“Shanghai Gas”	Shanghai Gas Co., Ltd, a limited liability company incorporated in the PRC on December 17, 2018, a substantial shareholder of Shanghai Dazhong Gas, a subsidiary of the Company
“Shanghai Gas Chongming”	Shanghai Gas Chongming Co., Ltd, a limited liability company incorporated in the PRC on April 18, 1992, a wholly-owned subsidiary of Shanghai Gas
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“%”

percentage

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

Shanghai, China

April 28, 2023

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

* *For identification purposes only.*