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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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2023 annual general meeting (“AGM”) of Shanghai Dazhong Public Utilities (Group) Co., Ltd (the “**Company**”) will be held at conference room, 3/F, Pullman Shanghai South Hotel, No.1 Pubei Road, Xuhui District, Shanghai, PRC on Tuesday, 18 June 2024 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 2023.
2. Work Report of the Supervisory Committee for the year 2023.
3. Final Financial Report for the year 2023 and Financial Budget Report for the year 2024 of the Company.
4. Profit Distribution Proposal of the Company for the year 2023.
5. Resolution on the Estimated Ordinary Related Party Transactions of the Company for the year 2024:
 - 5.01 Estimated ordinary related-party transactions of purchase of natural gas and LNG by subsidiaries of the Company, Shanghai Dazhong Gas and Nantong Dazhong Gas, etc., from Shanghai Gas.
 - 5.02 Estimated ordinary related-party transactions of provision of transportation and labor services by a subsidiary of the Company, Dazhong Run, to Shanghai Gas and its subsidiaries.

* *For identification purpose only*

- 5.03 Estimated ordinary related-party transactions of leasing of real properties and purchase of goods and services by a subsidiary of the Company, Shanghai Dazhong Gas, to Shanghai Gas and its subsidiaries.
- 5.04 Estimated ordinary related-party transactions of sale of goods and provision of engineering construction and labor services by a subsidiary of the Company, Shanghai Dazhong Gas, to Shanghai Gas and its subsidiaries.
- 5.05 Estimated ordinary related-party transactions of provision of transportation services and labor services by a subsidiary of the Company, Dazhong Run, to a shareholder of the Company, Shanghai Gas Group and its subsidiaries.
- 5.06 Estimated ordinary related-party transactions of purchase of materials and services by the Company and its subsidiaries from a shareholder of the Company, Shanghai Gas Group, and its subsidiaries.
- 5.07 Estimated ordinary related-party transactions of leasing of real properties and purchase of commodities and services by the Company and its subsidiaries from an affiliate of the Company, Dazhong Transportation, and its subsidiaries.
- 5.08 Estimated ordinary related-party transactions of leasing of real properties and purchase of commodities and services by an affiliate of the Company, Dazhong Transportation, and its subsidiaries from the Company.
- 5.09 Estimated ordinary related-party transactions in which the Company engages Dazhong Business Management and its subsidiary to provide services such as operation, management and repair services, etc. for assets of the Company, and Dazhong Business Management and its subsidiary lease real properties from the Company, which constitute ordinary related-party transactions.
- 5.10 Estimated ordinary related-party transactions in which a subsidiary of the Company, Dazhong Factoring, conducts factoring business with a controlling shareholder of the Company, Dazhong Business Management, and its subsidiaries.
- 5.11 Estimated ordinary related-party transactions in which a subsidiary of the Company, Dazhong Financial Leasing, conducts financial leasing business with Dazhong Business Management and its subsidiaries.
6. Resolution on the Application for Bank Credit Facilities of the Company for the year 2024.
7. Resolution on the Provision of Guarantee by the Company for Controlled Subsidiaries with respect to External Financing for the year 2024.
8. Resolution on the Use of Idle Funds for Cash Management of the Company.

9. Resolution on Revising the Rules and Regulations of Independent Non-executive Director.
10. Resolution on Formulating Remuneration Management Policy for Directors, Supervisors and Senior Executives.
11. Resolution on Remuneration Scheme for Directors and Senior Executives.
12. Resolution on the Re-appointment of the Domestic Audit Firm and Internal Control Audit Firm of the Company for the year 2024.
13. Resolution on the Re-appointment of the Overseas Audit Firm of the Company for the year 2024.

SPECIAL RESOLUTIONS

14. Resolution on Amendment to the Articles of Association and Filing and Registration of Change.
15. Resolution on Amendment to the Rules of Procedure of the General Meeting.
16. Resolution on Amendment to the Rules of Procedure of the Board of Directors.
17. Resolution on Amendment to the Rules of Procedure of the Supervisory Committee.

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

Shanghai, the People's Republic of China
30 April 2024

As at the date of this notice, the 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. JIANG Guofang, 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 Thursday, 13 June 2024 to Tuesday, 18 June 2024, 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 Thursday, 13 June 2024 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, 12 June 2024.
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 Monday, 17 June 2024) 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 Thursday, 13 June 2024.

8. 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

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 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.
10. Resolutions to small and medium investors for separate counting: 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13.
11. Resolutions involving related shareholders who shall excuse themselves from voting are: 5.05, 5.06, 5.09, 5.10, 5.11. Names of related shareholders who shall excuse themselves from voting are Shanghai Dazhong Business Management Co., Ltd and Shanghai Gas (Group) Co., Ltd.
12. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as defined in the circulate of the Company published on 30 April 2024.