If you are in any doubt [illegible]

If you have sold or transferred [illegible] (Group) Co., Ltd.* (the **"Company"**), [illegible]

The Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the **"Hong Kong Stock Exchange"**) [illegible]

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)

PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016; PROPOSED ELECTION OF DIRECTORS OF THE TENTH SESSION OF THE BOARD OF DIRECTORS; PROPOSED ELECTION OF SUPERVISORS OF THE TENTH SESSION OF THE SUPERVISORY COMMITTEE; AND PROPOSED AMENDMENTS ON THE ARTICLES OF ASSOCIATION AND CHANGE ON INDUSTRIAL AND COMMERCIAL REGISTRATION

A [illegible] AGM [illegible] -F [illegible] H [illegible], 3/F, J [illegible] H [illegible], 1525 Zh [illegible]

CONTENTS

Page

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

"A h ( )"	h d h ( ) f h C h f B1.00 h , h h d h h h E h
"A h h d ( )"	h d ( ) f A h ( )
"AG "	h 2016 f h C b h d -F H , 3/F, J H , 1525 Zh h d , h h , C 1:30 . Th d , 25, 2017
"A f A "	h A f A f h h D h b (G) C ., d .*
"B d"	h b d f D f h C
"C "	h h D h b (G) C ., d .*, h C h d b , h h H h d A h d h H E h d h h h E h ,
"C "	h C f h C
"C C"	G C
"D "	h d f h C
"H h ( )"	h d f h ( ) f h C h f B1.00 h , h h d h H E h
"H h h d ( )"	h d ( ) f H h ( )
"H $"	H d , h f f H
"H "	h H Ad f h C
"H "	

DEFINITIONS

"C"	h ' b f h h , f h f h , d H , h S Ad dT
B"	, h f f h C
"h ( )" S	h h ( ) f h C h f B1.00 h , d A h ( ) d H h ( ) S S
"h d ( )" S	h h d ( ) f h C , d A h d ( ) d H h d ( ) S S
" ( )" S	h ( ) f h C
" C " S	h f h C
"%"	

上海大眾公用事業(集團)股份有限公司
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(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1635)

Directors:

Executive Directors:
G
Zh J
J
L

J
Zh J h

Non-executive Director:
h
L S

Independent non-executive Directors:
C J
G
S h L
G F A d

Registered office:
518 h h P d
d S A
h h
S P C

Principal place of business in Hong Kong:
3011, T 6, Th G
1 C P d
T h T
H S

A 20, 2017

To H Shareholders

D S d

PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016; PROPOSED ELECTION OF DIRECTORS OF THE TENTH SESSION OF THE BOARD OF DIRECTORS; PROPOSED ELECTION OF SUPERVISORS OF THE TENTH SESSION OF THE SUPERVISORY COMMITTEE; AND PROPOSED AMENDMENTS ON THE ARTICLES OF ASSOCIATION AND CHANGE ON INDUSTRIAL AND COMMERCIAL REGISTRATION

INTRODUCTION

Th f h h d f (1) h d f d b f h 2016; (2) f D f h h f h B d; (3) f S f h h f h S C ; d (4) h d d h A f A S d h d d .

* For identification purpose only

Th b (4) b d b f d h
b d b f .

1. PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016

Th f b b f h C f 2016 d B547,642,000. Th ' f f d B342,759,000. A h C d h A f A , h C ' d b f :

B d h f h 2016, 10% h f B34,276,000 d d , h h dd f h d b d f d f 2015 h f B384,585,000, h d b d f

於印發〈非 民享受税收 定待▫管理辦法(試行)〉的▫知》(國税發[-2009 124)). S h d

h AG . E h f Zh J , J , C J d 5 h
f d h h h d h h C d h h
h d b b h h f S h h d .

B h d f h d d f D f h h f h B

Appendix I h

Th f ff f D f h h f h B b h
f h d f h AG .Th d h f h B

Executive Directors	Non-executive Directors	Independent non-executive Directors

3. ELECTION OF SUPERVISORS OF THE TENTH SESSION OF THE SUPERVISORY COMMITTEE

Appendix II

h C f b d ; d (3) h /h d h h h h h f 50 f h d F d h d f h

I dd , h h f h d d h h d b f h 13.51(2)(h) ( ) f h H d h h h h d b b h h f h h h d f h d d f h .

Th h f h C f J , Zh d .Zh F d h f h C .

4. PROPOSED AMENDMENTS ON THE ARTICLES OF ASSOCIATION AND CHANGE ON INDUSTRIAL AND COMMERCIAL REGISTRATION

T h d f f h h f h B d d h f h , h B d d h A f A d f h B d d h . D f h d **Appendix III**.

f h d d h A f A A d III, h h A f A h d .

Th h d h A f A d d d d h f fh f h f h B d, d b b d h AG f b h h d b f .

5. AGM

A h AG b h d -F H , 3/F, J H , 1525 Zh h d, h h , C 1:30 . Th d , 25, 2017 b h d h b f h H E h (h .).

A d f b d h AG b h d h b f h H E h (h .). d d d h AG , d h h h d h b f F d , 5, 2017. h h d h d d h AG h d h f h h d h h 24h b f h f d f h d h AG d h f (h b). C d f h f d f d h AG d h f d f h .

6. RECOMMENDATIONS

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

B h d f h d d f D f h h f h B d :

Th H I f E ; F f Th I f h E , F f h I f G E & d F f Th E I f h d d .

G d h E A d d h DH / C H B A D 2005, h D f h A — d C (EH — H I d C) E D f Th H I f D 2006, h d h A G I d A 2015 f h I f G E & d h E d A f h d d I 2015 d 2016, G d f h 100 B - CE h 2015 d 2016 H B . I D 2015, h d h h H f F d Th H I f E f h d h f d h .

(iii) Mr. Cheung Yip Sang — Non-executive Director

G 張葉生 (“**Mr. Cheung**”), d 51, h h f E E H d (“**ENN**”), d h H E h (d : 2688) h 2014. G d h f E 1998, d d A 2002 d h f ff h 2010.

G d d f Th G ’ A F A d h h d d d d d f h 2006.

G d f h “A ’ B CE ( )” I I J 2012. H d d f h “E E f H h f 2013* (2013年 省優秀民 企業家)” 2014.

(iv) Mr. Wang Kaiguo — Independent Non-executive Director

王開國 (“**Mr. Wang KG**”), d 58, d d h d f d * (應用科室), h f f d f d , d f d * (政策法規 政法處) d d d h I f A B f - d * (國家國有資產管理局科研所) f J 1990 F 1995. H d d / d h f d f d , f * (黨組書記) d f * (黨委書記) f H d * (海 證券有限公) f F 1995 D 2001. G d h f f d d f * (黨委書記) f H C d * (海 證券股份有限公) f D 2001 J 2016.

G d d d d f h h A C., d.* (上海 鹼 工股份有限公), d H E h (d: 600618) D 2009 D 2014.

G d h d f J * (吉林大學) J 1984 d d f h J 1987. G dh H.D. f 5 * (門大學) 1992.

G d h f B f C d. E f C , E d A * (交 銀行經濟會計系 高級 業技術服務評審委員會) D 1997.

G d "h B H d f d C * (最佳上市公 掌門人)" h h H . F B * (和訊網中國財經風雲榜) J 2012, h f "h I f d * (最具影響 領袖)" G d B h A h d T 2012. H d d T 100 B d f d C * (中國上市公 百強企業領袖獎)" B T 100* (中國上市公 百強高 論壇) 2014, d "h G * (最具戰略眼光董事長)" dT A * (金圓桌獎) h d *Directors & Boards* * (《董事會》雜誌) 2014.

(v) Mr. Wang Hongxiang — Independent Non-executive Director

H 王鴻祥 ("**Mr. Wang HX**"), d 61, h f D f A h h f F d E * (上海財經大學) A 1983 1998, d h d h f f h (G) C d * (申能(集團)有限公) D 1998 2016. H5 h d d f H C d * (海 證券股份有限公), d H E h (d: 600837) 2011, d d d f G d I T h d.* (金安國紀科技股份有限公), d h h h E h ("**SZ Exchange**") (d: 002636) D 2014, d d d f A F & F G C., d.* (愛普香料集團股份有限公), d H E h (d: 603020) 2016, d d d f h h B T h C., d.* (上海 特科技股份有限公), d H E h (d: 603009) 2016, d d d f h h T C., d.* (上海豫園旅游商城股份有限公), d H E h (d: 600655) D 2016.

H5 d h d f 5 (門大學) J 1983. H dh f d f h h f F d E * (上海財經大學) h 2006.

H5 ... C ... A * (上海市註冊會計 會) A 1995. A ... E ... f ... C ..., A * (上海市會計系 高級 業技術職務任職資格評審委員會) ... 2015.

(vi) Mr. Liu Zhengdong — Independent Non-executive Director

Zh ... 正東 (“**Mr. Liu**”), ... 47, ... J ... F * (上海市君悅律 事務所). ... E ... C ., ... d.* (上海良信電器股份有限公), ... Z E h (... : 002706) ... 2011 A 2017. ... C ., ... d.* (蘇 金靈 流 機械科技股份有限公), ... Z E h (... : 300091) ... 2014, ... H 5 ... A ... (G ...) C ., ... d.* (星馬 車(集團)股份有限公), ... H E h (... : 600375) ... J ... 2016, ... Ah H I ... H ... C ., ... d.* (安徽 信國際控股股份有限公), ... Z E h (... : 002018) ... F ... 2016, ... J D ... C ., ... d.* (上海交大昂立股份有限公), ... H E h (... : 600530) ... A ... 2016.

... E ... (東政法大學) ... E ... A ... (東政法學院)) J 1991, ... J 2002. H ... C ... 2002.

... “h h ... * (上海市優秀非訴律)” ... A * (上海市律 會) D ... 2004, h “ ... * (全國優秀律)” ... A ... A * (中 全國律 會) J 2005, ... “h h ... * (上海市領軍人物)” ... D ... C C ... C * (中共上海市委組織) ... B ... H ... * (上海市人 資源和社會保障局) J 2010. ... C H J ... C * (上海市人民代表大會內務 法委員會) A 2014, ... C * (上海市新聞 德委員會) ... 2013, ... * (人民監督員) ... * (上海市檢察院) F ... 2017.

B h d f h d S f h h f h S
C f :

(i) Mr. Yang Jicai — Supervisor

J 楊 才 (“**Mr. Yang JC**”), d 59, d h C
2004 d D f h h f h B d
d 19, 2011. H d h f ff f h
C f 2004 2005 d h b h f h
C A 2005. JC d d f G d T
C d (國旅聯合股份有限公) (h h A h d; d :
600358) f D 1998 A 2005. H d d f h h d
D C * (上海醫療器械工業 科學校) (h h
H h d C * (上海健 醫學院)) J 1981, h .
JC d d f h h A d d C *
(上海市行政管理 學院) (h h A d C *
(上海行政學院)) J 1990, d . H
d h d d
f E G (東 範大學) d d d
J 1997.

A h d f h f h f D 2 d 3 f
5 0 f h d F d , JC d d b
d d f 500,306 A h .

(ii) Ms. Zhao Fei — Employee Representative Supervisor

.Zh F 趙飛 (“**Ms. Zhao**”), d 38, d F b 2004
d d h B d J 2015. h
f h C . h h b ff f h C d
h b h f d h 2014. h f h
d h B d J 18, 2015. .Zh h h
f D h T (G) C ., d .* (大眾交 (集團)股份有
限公) f J 2000 D 2003. Zh d h P. C d
d d h f f f (法律職業資格證) b f
J f h ’ P. b f G (中 人民共和國 法) F b
2007. .Zh b d b h d f h h f
F d E (上海財經大學) J 2000 d d
f F d (復旦大學) J 2011.

A h d f h f h f D 2 d 3 f
5 0 f h d F d , Zh d d b d
d S f 50,000 A h .

D f h d d h A f A * f :

A 6:

Current Article 6	**Proposed Amended Article 6**
Th d f h C B[-● .	Th d f h C B2,952,434,675.

A 24:

Current Article 24	**Proposed Amended Article 24**
h f H h d f h f h , h h f h C h f d d h 2,902,704,675 h , h h : h h D h B S (h h h d h d 495,143,859 h ; h h G G (h d S h h d h d 158,674,147 h ; h d h h d h d 1,769,946,669 h ; h f - d f h 478,940,000 h . h f f h , h h f h C : h f d d h 2,968,014,675 h , h h : h h D h B S (h h h d h d 495,143,859 h ; h h G G (h d S h h d h d 152,315,961 h ; h d h h d h d 1,769,773,855 h ; h f - d f h 550,781,000 h .	Af h f h h f h C , h h f h C f 2,952,434,675 d d h , f h h 2,418,791,675 h d h (A h) d 533,643,000 h f h (H h).

A 148:

Current Article 148	**Proposed Amended Article 148**
Th B d f D h b d f 11 D d h h (1) h d f (4) d d d . (1) (2) h b d .	Th B d f D h b d f 13 D d h h (1) h d f (5) d d d . (1) h b d .

* *The Articles of Association and its amendments were originally drafted in Chinese and there was no official English version. Therefore, any English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.*