



上海大眾公用事業(集團)股份有限公司
Shanghai Dazhong Public Utilities (Group) Co., Ltd.*
 (Stock Code: 1635)

PROXY FORM FOR 2018 ANNUAL GENERAL MEETING

I/We (1) _____ of (2) _____
 being holder(s) of _____ H shares (3) in Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the "Company"),

ORDINARY RESOLUTIONS ()		FOR ()	AGAINST ()	ABSTAIN ()
1.	Work report of the board of directors of the Company for the year 2018			
2.	Work report of the board of supervisors of the Company for the year 2018			
3.	Final financial report for the year 2018 and the financial budget report for the year 2019			
4.	Profit distribution proposal for the year 2018			
5.	Resolution on the estimated ongoing ordinary related party transactions of the Company for the year 2019			
6.	Resolution on the application of bank credit facilities of the Company and its subsidiaries			
7.	Resolution on the proposal of the provision of guarantee for controlled subsidiaries with respect to their external financing			
8.	Resolution on the proposal for the Company and its subsidiaries to use idle funds for entrusted financing for the year 2019			
9.	Resolution on the re-appointment of the domestic audit firm and internal control audit firm for the Company for the year 2019			
10.	Resolution on the re-appointment of the overseas audit firm for the Company for the year 2019			
11.	Resolution on the proposed registration and issuance of super short-term commercial papers and short-term commercial papers			

1. Please insert your full name(s) (Chinese and English) as recorded in the share register of the Company in **BLOCK CAPITALS**.
2. Please insert your address as recorded in the share register of the Company in **BLOCK CAPITALS**.
3. Please write out the number of shares under your name corresponding to the proxy form. If the number is not specified in the proxy form, it shall be regarded that this proxy form represents all Company shares registered under your name.
4. If a proxy other than the chairman of the meeting is preferred, please cross out the words "~~the chairman of the meeting~~" and insert the full name(s) and address(es) of the proxy(ies) desired in the space provided. Any shareholder entitled to attend and vote is entitled to appoint one or more persons (whether such person is a shareholder of the Company or not) as his/her proxy(ies) to attend and vote on his/her behalf. In the case of joint shareholders, any shareholder may sign the proxy form(s). The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register of members in respect of the joint shareholding.
5. An ordinary resolution shall be passed by votes representing at least $\frac{1}{2}$ of the voting rights held by the shareholders (including proxies thereof) attending the AGM. A special resolution shall be passed by votes representing at least two-thirds of the voting rights held by the shareholders (including proxies thereof) attending the AGM.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" OR INSERT THE NUMBER OF H SHARES HELD BY YOU. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST" OR INSERT THE NUMBER OF H SHARES HELD BY YOU. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK THE BOX MARKED "ABSTAIN" OR INSERT THE NUMBER OF H SHARES HELD BY YOU. The votes abstained will be counted towards the total vote count.** If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Any alteration of this proxy form must be initialed by the person who signs this proxy form.
7. The appointment of a proxy must be in writing by using this form. This 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.
8. For H shareholder(s), this proxy form shall only be valid if it is returned to the Company's H share registrar, Computershare Hong Kong Investor Services