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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)

**(1) PROPOSED RE-ELECTION AND NOMINATION OF
THE TWELFTH SESSION OF THE BOARD
AND**

**(2) PROPOSED RE-ELECTION AND NOMINATION OF
THE TWELFTH SESSION OF
THE SUPERVISORY COMMITTEE**

**1. PROPOSED RE-ELECTION AND NOMINATION OF THE TWELFTH
SESSION OF THE BOARD**

The term of office of the eleventh session of the Board will expire in June 2023.

The Board proposed that the twelfth session of the Board will consist of nine Directors, including three executive Directors, two non-executive Directors and four independent non-executive Directors.

On March 30, 2023, the Board considered and approved the proposal at the twenty-first meeting of the eleventh session of the Board regarding (a) the re-election of Mr. YANG Guoping, Mr. LIANG Jiawei and Mr. WANG Baoping as executive Directors of the twelfth session of the Board; (b) the re-election of Mr. JIN Yongsheng and Mr. SHI Pingyang as non-executive Directors of the twelfth session of the Board; and (c) the re-election of Ms. LI Yingqi, Mr. LIU Feng and Mr. YANG Ping as independent non-executive Directors of the twelfth session of the Board.

The Board also proposed the nomination of Mr. JIANG Guofang as an independent non-executive Director of the twelfth session of the Board.

Mr. WANG Kaiguo will retire from his position as an independent non-executive Director due to the expiration of his term of office, and will not seek re-election at the 2022 AGM.

2. PROPOSED RE-ELECTION AND NOMINATION OF THE TWELFTH SESSION OF THE SUPERVISORY COMMITTEE

The term of office of the eleventh session of the Supervisory Committee will expire in June 2023.

On March 30, 2023, the Supervisory Committee considered and approved the proposal at the eighteenth meeting of the eleventh session of the Supervisory Committee regarding the re-election of Ms. ZHAO Siyuan and nomination of Ms. LI Ping as Supervisors of the twelfth session of the Supervisory Committee.

3. CIRCULAR

A circular, containing, among others, further details regarding the proposed re-election and nomination of the twelfth session of the Board and the proposed re-election and nomination of the twelfth session of the Supervisory Committee will be dispatched to the Shareholders as soon as practicable.

1. PROPOSED RE-ELECTION AND NOMINATION OF THE TWELFTH SESSION OF THE BOARD

The term of office of the eleventh session of the board of directors (the “Board”) of Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (the “Company”) will expire in June 2023. The Board proposed that the twelfth session of the Board will consist of nine Directors, including three executive Directors, two non-executive Directors and four independent non-executive Directors.

The nomination committee of the Board (the “Nomination Committee”) has proposed with respect to the proposed composition of the twelfth session of the Board and proposed to the Board (a) the re-election of Mr. YANG Guoping, Mr. LIANG Jiawei and Mr. WANG Baoping as executive Directors of the twelfth session of the Board; (b) the re-election of Mr. JIN Yongsheng and Mr. SHI Pingyang as non-executive Directors of the twelfth session of the Board; and (c) the re-election of Ms. LI Yingqi, Mr. LIU Feng and Mr. YANG Ping as independent non-executive Directors of the twelfth session of the Board. In addition, the Nomination Committee also proposed to the Board the nomination of Mr. JIANG Guofang (“Mr. JIANG”) as an independent non-executive Director of the twelfth session of the Board (the “Re-election and Nomination of Directors”).

After considering the proposed composition of the twelfth session of the Board proposed by the Nomination Committee, on March 30, 2023, the Board considered and approved the proposal regarding the Re-election and Nomination of Directors at the twenty-first meeting of the eleventh session of the Board. The proposed composition of the twelfth session of the Board is in compliance with the requirements of the articles of association of the Company (amended in 2022) (the “Articles of Association”), the applicable laws, regulations and the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and also meets the needs of the Company.

Biographical details of candidates for Directors are set out as follows:

Proposed executive Directors

(i) Mr. YANG Guoping

Mr. YANG Guoping (楊國平), aged 66, joined the Company in January 1992 and was appointed as a Director of the Company on January 1, 1992. Mr. YANG is the chairman of the strategic development committee of the Board (the “Strategic Development Committee”) and a member of the Nomination Committee and the remuneration and appraisal committee of the Board of the Company. He is currently the chairman and general manager of Dazhong Transportation (Group) Co., Ltd.* (大眾交通(集團)股份有限公司) (stock code: 600611.SH) (“Dazhong Transportation”), a director of Shanghai Dazhong Gas Co., Ltd.* (上海大眾燃氣有限公司) (“Shanghai Dazhong Gas”), a director of Shanghai Dazhong Business Management Co., Ltd.* (上海大眾企業管理有限公司) (“Dazhong Business Management”), the vice president of Shenzhen Capital Group Co., Ltd.* (深圳市創新投資集團有限公司), a director of Songz Automobile Air Conditioning Co., Ltd.* (上海加冷松芝汽車空調股份有限公司) (stock code: 002454.SZ), and a director of each of Shanghai Jiaoyun Group Co., Ltd.* (上海交運集團股份有限公司) (stock code: 600676.SH) and Nanjiang Public Utilities Development Co., Ltd.* (南京公用發展股份有限公司) (stock code: 000421.SZ). He was an independent director of Bright Real Estate Group Co., Ltd.* (光明房地產集團股份有限公司) (stock code: 600708.SH) from August 2015 to September 2021, an independent director of Shanghai Shentong Metro Group Co., Ltd.* (上海申通地鐵股份有限公司) (stock code: 600834.SH) from May 2017 to May 2020. Mr. YANG is currently a council standing director (理事會常務理事) of the third session of China Association for Public Companies (中國上市公司協會), the vice president of China Taxicab and Car Rental Association (中國出租汽車暨汽車租賃協會) and the president (會長) of the third session of Shanghai Association of Micro-credit (上海小額貸款公司協會).

As at the date of this announcement, Mr. YANG holds 2,097,861 A shares of the Company.

(ii) Mr. LIANG Jiawei

Mr. LIANG Jiawei (梁嘉偉), aged 49, joined the Company in September 2000 and was appointed as an executive Director of the Company on July 28, 2015. Mr. LIANG is a member of the Strategic Development Committee. He has been the chief executive officer of the Company since June 2015. Mr. LIANG has been a director of Dazhong Transportation since April 2016. Mr. LIANG is currently a director of Dazhong Business Management, the chairman of Shanghai Dazhong Gas, a director of Shenzhen Capital Group Co., Ltd.* (深圳市創新投資集團有限公司), the vice chairman of Shanghai Dazhong Financial Leasing Co., Ltd.* (上海大眾融資租賃有限公司), the vice chairman of Shanghai Dazhong Group Capital Investment Co., Ltd.* (上海大眾集團資本股權投資有限公司), the vice president (legal representative) of the Listed Companies Association of Shanghai (上海上市公司協會), and a council director (理事會理事) of the seventh session of Shanghai Association of Joint-stock Companies (上海市股份公司聯合會). He was accredited twice as an outstanding secretary to the Board (優秀董事會秘書) by the Listed Companies Association of Shanghai (上海上市公司協會) in April 2013 and May 2015, respectively. Mr. LIANG was accredited as an excellent secretary to the Board of listed companies (上市公司優秀董秘) in the eighth, ninth and tenth selection of New Fortune Gold Medal Secretary to the Board (新財富金牌董秘) held by the New Fortune Magazine (新財富雜誌). He was also accredited as one of the 100 Best Board Secretaries of Companies Listed on the Main Board of China in 2013 (2013年度中國主板上市公司百佳董秘) by Securities Times (《證券時報》) in September 2014. Mr. LIANG obtained a bachelor degree in administrative management from Shanghai University (上海大學) in July 1995 and a master degree in business administration from Preston University in the United States in November 2002.

As at the date of this announcement, Mr. LIANG holds 222,300 A shares of the Company.

(iii) Mr. WANG Baoping

Mr. WANG Baoping (汪寶平), aged 65, was appointed as an executive Director of the Company on June 22, 2020, and has been the chairman of Nantong Dazhong Gas Co., Ltd.* (南通大眾燃氣有限公司) (“Nantong Dazhong Gas”). Mr. WANG was the vice general manager of Shanghai Gas (Group) Co., Ltd.* (上海燃氣(集團)有限公司) and Shanghai Gas Co., Ltd.* (上海燃氣有限公司) (“Shanghai Gas”). He obtained his degree in television and information processing from the Evening College of Shanghai Polytechnic University* (上海工業大學夜大學) in 1987.

Proposed non-executive Directors

(iv) Mr. SHI Pingyang

Mr. SHI Pingyang (史平洋), aged 49, was appointed as a non-executive Director on May 27, 2022, and currently serves as the deputy party secretary and executive vice president of Shanghai Gas, the chairman of Shanghai Shenneng Chengyi Equity Investment Co., Ltd.* (上海申能誠毅股權投資有限公司), the chairman of Shanghai ICY Capital Management Ltd.* (上海誠毅投資管理有限公司), the chairman of Shanghai Qingpu Gas Co., Ltd.* (上海青浦燃氣有限公司), the vice chairman of Shanghai Dazhong Gas and an executive director of Shanghai Gas Operation Service Co., Ltd.* (上海燃氣經營服務有限公司). Mr. SHI served at various positions of Shenergy (Group) Company Limited* (申能(集團)有限公司) from July 2007 to November 2013 and from July 2018 to December 2021 including general manager of investment management department etc. From July 2014 to July 2018, he served at various positions of Huaibei Shenwan Power Generation Co., Ltd.* (淮北申皖發電有限公司) including deputy general manager. From November 2013 to July 2014, he served as an assistant to director of the preparatory department of Anhui Huaibei Pingshan Power Plant* (安徽淮北平山電廠). Mr. SHI received his bachelor degree in boiler major from Xi'an Jiaotong University (西安交通大學) in 1996.

(v) Mr. JIN Yongsheng

Mr. JIN Yongsheng (金永生), aged 60, was appointed as a non-executive Director of the Company on June 22, 2020. Mr. JIN currently serves as the vice chairman of the board of directors and secretary general of ENN Energy Holdings Limited (“ENN Energy”) (listed on the Hong Kong Stock Exchange, stock code: 2688). From 2006 to 2017, he served as a non-executive director of ENN Energy. He received a bachelor degree with major in public finance from Tianjin University of Finance and Economics (天津財經學院) in 1986, and an EMBA from Peking University (北京大學) in 2005. Mr. JIN is qualified as a practicing lawyer in China.

Proposed independent non-executive Directors

(vi) Mr. JIANG Guofang

Mr. JIANG Guofang (姜國芳), aged 65, currently serves as an independent director of Dazhong Transportation. He was the vice general manager of Shenwan Hong Yuan Group (申萬宏源集團), the chairman of SYWG BNP Paribas (申萬巴黎) and SWS MU Fund Management Co., Ltd (申萬菱信基金管理有限公司), the executive vice president and Hong Kong chairman of Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司), a director and executive vice president of Shanghai Shenyin Securities Co.* (上海申銀證券公司), the general manager (主任) of the People’s Bank of China (中國人民銀行), and deputy director (副處長) of Industrial and Commercial Bank of China (中國工商銀行). Mr. JIANG received his master degree from Universidade Aberta Internacional Da Ásia (Macau) (亞洲(澳門)國際公開大學) in February 1999.

(vii) Ms. LI Yingqi

Ms. LI Yingqi (李穎琦), aged 47, was appointed as an independent non-executive Director on May 27, 2022, and currently serves as a professor and PhD tutor of Shanghai National Accounting Institute (上海國家會計學院). Ms. LI is enjoying special government allowances from the State Council. She also serves as a consultant expert of the internal control standards committee of the Ministry of Finance* (財政部內部控制標準委員會). Ms. LI is currently an independent director of Eastern Air Logistics Co., Ltd.* (東方航空物流股份有限公司) (stock code: 601156.SH) and an independent director of Shanghai Modern Pharmaceutical Co., Ltd.* (上海現代製藥股份有限公司) (stock code: 600420.SH). Ms. LI received her doctoral degree in management from Fudan University (復旦大學) in June 2009. She is a senior member of the Chinese Institute of Certified Public Accountants (non-practicing). She also holds the qualification certificate for independent directors issued by the Shenzhen Stock Exchange.

(viii) Mr. LIU Feng

Mr. LIU Feng (劉峰), aged 55, was appointed as an independent non-executive Director on May 27, 2022, and is currently a senior partner of Beijing Dacheng (Shanghai) Law Firm* (北京大成(上海)律師事務所). Mr. LIU serves as an independent director of each of Shanghai Jiaoda Onlly Co., Ltd.* (上海交大昂立股份有限公司) (stock code: 600530.SH), Shanghai Jiaoda Withub Information Industrial Co., Ltd.* (上海交大慧谷信息產業股份有限公司) (listed on the Hong Kong Stock Exchange, stock code: 8205) and China Post Technology Co., Ltd.* (中郵科技股份有限公司). He was a senior partner of Shanghai Shengda Law Firm* (上海市申達律師事務所) from October 2003 to June 2016. Mr. LIU is a civil and administrative consultant expert of the Supreme People's Procuratorate* (最高人民檢察院民事行政諮詢專家), the director of Intellectual Property Business Committee of Shanghai Lawyers Association (上海市律師協會知識產權業務委員會), a mediator of Shanghai Economic and Trade Mediation Center (上海經貿商事調解中心), director of Practice Dispute Mediation Commission of Shanghai Lawyers Association (上海市律師協會執業糾紛調解委員會), the vice president of Disciplinary Committee (紀律懲戒委員會), the director of Shanghai Intellectual Property Services Industry Association* (上海市知識產權服務行業協會), a member of Intellectual Property Research Association of Shanghai Law Society* (上海市法學會知識產權研究會理事), a member of Intellectual Property Association of China (Shanghai) Pilot Free Trade Zone* (中國(上海)自由貿易試驗區知識產權協會理事), professional of third-party supervision and assessment mechanism for compliance of enterprises involved in the case in Shanghai (上海市

涉案企業合規第三方監督評估機制), a specially appointed expert of China Civil Arts Legal Service Center* (中國民藝法律服務中心), a member of the legal advisory committee of Shanghai Association for Science & Technology* (上海市科學技術協會法律諮詢委員會), a member of the Consumer Rights Protection Legal Expert Service Group of Shanghai Consumer Protection Commission* (上海市消保委「消費維權法律專家服務團」), a specially-invited mediator of Shanghai Pudong Professional People's Mediation Center* (上海市浦東新區專業人民調解中心), and acts as a member of the Expert Discussion Committee of Shanghai Higher People's Court (上海市高級人民法院專家論證會) for many times. Mr. LIU received his master degree in business administration from Shanghai Jiaotong University (上海交通大學) in July 2000. He has been a qualified practicing lawyer in the PRC since 1996. He also holds the qualification certificate for independent directors issued by the Shanghai Stock Exchange.

(ix) Mr. YANG Ping

Mr. YANG Ping (楊平), aged 54, was appointed as an independent non-executive Director on May 27, 2022, and is a director of China Asset Management 30 Forum* (中國資產管理30人). Mr. YANG was the chief executive officer and president of Sailing Capital Management Co., Ltd.* (賽領資本管理有限公司) and the chief investment officer and a member of the management committee of China Everbright Limited. Mr. YANG obtained his doctoral degree in economics from Shanghai Academy of Social Sciences (上海社會科學院) in July 2005.

When proposing the Re-election and Nomination of Directors, the Board has taken into account a number of factors pursuant to the diversity policy of the Board, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, to achieve the diversity of Board members. The Board believes that the educational background, professional experience and cultural background of the Directors proposed to be re-elected and nominated contribute to the diversity of the Board. In addition, the independent non-executive Directors proposed to be re-elected and nominated have given to the Company confirmation of their independence in accordance with Rule 3.13 of the Listing Rules. The Board, therefore, considers the independent non-executive Directors proposed to be re-elected and nominated to be independent and believes that they should be re-elected and nominated.

The Company intends to enter into a service contract or a letter of appointment with each of the above Director candidates. According to the Articles of Association, the term of office of the proposed appointment of each of the above Director candidates shall be three years commencing from the date on which the relevant resolutions are passed by the shareholders of the Company (the “Shareholders”) at the 2022 annual general meeting of the Company (the “2022 AGM”) and until the date on which the term of office of the twelfth session of the Board expires.

Save as disclosed in relation to the biographical details of each of the above Director candidates, each of the Director candidates confirmed that (1) he/she does not hold any position in the Company or other members of the Group; (2) he/she does not hold any director or supervisor position in any public companies listed on any securities markets in Hong Kong or overseas during last three years; (3) he/she does not have any relationship with any other Directors, Supervisors or senior managements or substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (4) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

In addition, there is no other information in relation to each of the above Director candidates which is required to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in respect of the proposed Re-election and Nomination of Directors.

Mr. WANG Kaiguo will retire from his position as an independent non-executive Director due to the expiration of his term of office, and will not seek re-election at the 2022 AGM. Mr. WANG confirmed that he has no disagreement with the Company and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board hereby expresses its gratitude to Mr. WANG for his valuable contributions to the Company during his term of office.

According to the Articles of Association and relevant laws and regulations of the PRC, the effectiveness of Directors' nominations is subject to the approval of the Shareholders at the 2022 AGM. Upon approval by the Shareholders of the relevant resolutions at the 2022 AGM, the proposed composition of the twelfth session of the Board shall be as follows:

Executive Directors	Non-executive Directors	Independent non-executive Directors
Mr. YANG Guoping	Mr. JIN Yongsheng	Mr. JIANG Guofang
Mr. LIANG Jiawei	Mr. SHI Pingyang	Ms. LI Yingqi
Mr. WANG Baoping		Mr. LIU Feng
		Mr. YANG Ping

2. PROPOSED RE-ELECTION AND NOMINATION OF THE TWELFTH SESSION OF THE SUPERVISORY COMMITTEE

The term of office of the eleventh session of the supervisory committee of the Company (the "Supervisory Committee") will expire in June 2023.

On March 30, 2023, the Supervisory Committee considered and approved the proposal at the eighteenth meeting of the eleventh session of the Supervisory Committee regarding the re-election of Ms. ZHAO Siyuan and nomination of Ms. LI Ping as supervisors (the "Supervisors") of the twelfth session of the Supervisory Committee, and submitted such proposal of re-election and nomination to the Shareholders for consideration and approval at the 2022 AGM.

Biographical details of candidates for Supervisors are set out as follows:

(i) Ms. ZHAO Siyuan

Ms. ZHAO Siyuan (趙思淵), aged 51, joined the Company in April 2014 and was appointed as a Supervisor of the Company in April 2014. Ms. ZHAO has been a director, vice general manager and the secretary to the board of Dazhong Transportation since May 2021, and the chairman of Dazhong Business Management (the Company's shareholder) since June 2019. She is accredited as an excellent secretary to the Board (優秀董事會秘書) by the Listed Companies Association of Shanghai (上海上市公司協會) in May 2015. She obtained a bachelor degree in law from Shanghai University (上海大學) in July 1993.

(ii) Ms. LI Ping

Ms. LI Ping (李萍), aged 51, is the general manager of the audit department of the Company. Ms. LI served as a financial manager and assistant to the general manager of Dazhong Transportation Commerce Co., Ltd.* (大眾交通商務有限公司) from October 2009 to January 2016. She joined the Company in February 2016 and has served as an assistant to the general manager of the accounting and finance department and deputy general manager of the audit department since then, and the general manager of the audit department since January 2019. She obtained a degree in economics from Zhongnan University of Economics and Law in July 1998.

The Company intends to enter into a service contract with the above Supervisor candidates. According to the Articles of Association, the term of office of the proposed appointment of the above Supervisor candidates shall commence from the date on

Save as the disclosed above in relation to the biographical details of each of the Supervisor candidates, each of the Supervisor candidates confirmed that (1) she does not hold any position in the Company or any of the subsidiaries of the Company; (2) she does not hold any director or supervisor position in any other listed public companies during last three years; (3) she does not have any relationship with any other Directors, Supervisors or senior management or substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (4) she does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to the above Supervisor candidates which is required to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders of the Company in respect of the proposed re-election of Supervisors.

On March 30, 2023, at the second meeting of the eleventh session of the Supervisor employee representative meeting, it was agreed to elect Mr. CAO Jing (“Mr. CAO”) as an employee representative Supervisor of the twelfth session of the Supervisory Committee for a term of office of three years commencing from the date of such election and until the date on which the term of office of the twelfth session of the Supervisory Committee expires.

Biographical details of Mr. CAO are set out as follows:

Mr. CAO Jing (曹菁), aged 58, joined the Company in January 1998 and was appointed as an employee representative Supervisor in February 2023. Mr. CAO has been the Securities Affairs Representative (證券事務授權代表) of the Board since April 2008 and served as the Deputy General Manager of the Department of Investment & Development since February 2016. Mr. CAO has served as a director of Jiangsu Dazhong Water Group Co., Ltd.* (江蘇大眾水務(集團)有限公司) since February 2019 and also a supervisor of Shanghai Dazhong Commercial Factoring Co., Ltd.* (上海大眾商業保理有限公司) since December 2021.

Mr. CAO has not entered into a Supervisor’s service contract with the Company but is subject to rotation for retirement in accordance with the Articles of Association. Mr. CAO will not receive any emolument in respect of his appointment as a Supervisor of the Company.

Save as the disclosed above in relation to the biographical details, Mr. CAO confirmed that (1) he does not hold any position in the Company or any of the subsidiaries of the Company; (2) he does not hold any director or supervisor position in any other listed public companies during last three years; (3) he does not have any relationship with any other Directors, Supervisors or senior management or substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (4) he does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, Mr. CAO confirmed that there is no other information which is required to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders.

3. CIRCULAR

A circular containing, among other things, further details regarding the proposed re-election and nomination of the twelfth session of the Board and the proposed re-election and nomination of the twelfth session of the Supervisory Committee will be dispatched to the Shareholders as soon as practicable.

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

Shanghai, the People's Republic of China
March 30, 2023

As at the date of this announcement, 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. SHI Ping'ang and Mr. JIN Yongsheng; and the independent non-executive directors of the Company are Mr. WANG Kaiguo, Ms. LI Yingqi, Mr. LIU Feng and Mr. YANG Ping.

* For identification purposes only