Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated November 23, 2016 (the "Prospectus") issued by Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the "Company").*

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities.

This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in the United States. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the "U.S. Securities Act") or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.

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上海大眾公用事業(集團)股份有限公司

D 9 (G) C ., L .*

(a joint stock company incorporated in the People's Republic of China with limited liability)

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* *For identification purpose only*

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Joint Representatives (on behalf of the International Underwriters) on December 28, 2016 (after trading hours) in respect of 54,703,000 Over-allotment Shares (the "Over-allotment Shares"), representing approximately 11.42% of the Offer Shares initially available under the Global Offering. The Over-allotment Shares will be issued and allotted by the Company and sold by the Selling Shareholders at HK$3.60 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

In accordance with relevant PRC regulations regarding the transfer of state-owned shares and the letter issued by NSSF (She Bao Ji Jin Fa [2016] No. 68) on May 13, 2016, the Selling Shareholders are required to sell an aggregate of 4,973,000 additional Sale Shares (including 4,841,412 Sale Shares from Shanghai Gas Group Co., Ltd.* and 131,588 Sale Shares from Wuxi Coach Co., Ltd.*), equivalent to 10% of the number of the H Shares to be issued by the Company pursuant to the partial exercise of the Over-allotment Option, and remit the proceeds (after deducting the SFC transaction levy and Hong Kong Stock Exchange trading fee) to an account designated by NSSF.

STABILIZING ACTIONS AND END OF STABILIZATION

The Company further announces that the stabilizing period in connection with the Global Offering ended on December 28, 2016, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing actions undertaken by China International Capital Corporation Hong Kong Securities Limited, as stabilizing manager (the "Manager"), its affiliates or any person acting for it during the stabilizing period were:

(1) over-allocations of an aggregate of 71,841,000 H Shares in the International Offering, representing 15% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);

(2) successive purchases of an aggregate of 17,138,000 H Shares in the price range of HK$3.35 to HK$3.60 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) on the market during the stabilization period. The last purchase made by the Stabilizing Manager on the market during the course of the stabilization period was on December 28, 2016 at the price of HK$3.58 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%); and

(3) the partial exercise of the Over-allotment Option by the Joint Representatives (on behalf of the International Underwriters) on December 28, 2016 in respect of an aggregate of 54,703,000 H Shares, representing approximately 11.42% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price per Offer Share.

The portion of the Over-allotment Option which has not been exercised by the Joint Representatives (on behalf of the International Underwriters) lapsed on December 28, 2016.

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The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Joint Representatives (on behalf of the International Underwriters) on December 28, 2016 (after trading hours) in respect of 54,703,000 additional H Shares (including 49,730,000 new H Shares to be issued and alloted by the Company and 4,973,000 Sale Shares to be sold by the Selling Shareholders), representing approximately 11.42% of the Offer Shares initially available under the Global Offering.

The Over-allotment Shares will be issued and allotted by the Company and sold by the Selling Shareholders at HK$3.60 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. The Over-allotment Shares will be used to, among other things, cover over-allocations in the International Offering.

Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Hong Kong Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Hong Kong Stock Exchange at 9:00 a.m. on or around January 9, 2017.

In accordance with relevant PRC regulations regarding the transfers of state-owned shares and a letter issued by NSSF (She Bao Ji Jin Fa [2016] No. 68) on May 13, 2016 in this regard, proceeds from the conversion of A Shares held by the Selling Shareholders to H Shares upon the partial exercise of the Over-allotment Option (the **C 9r** ") and sale of such H Shares by the Selling Shareholders, being 4,973,000 H Shares (including 4,841,412 H Shares from Shanghai Gas (Group) Co., Ltd.* and 131,588 H Shares from Wuxi Coach Co., Ltd.*) (representing 10% of the number of H Shares to be issued by the Company pursuant to the partial exercise of the Over-allotment Option), will be remitted to an account designated by NSSF (after deducting the SFC transaction levy and Hong Kong Stock Exchange trading fee). The Conversion from A Shares into H Shares was made on a one-for-one basis in accordance with relevant PRC regulations. The Company will not receive any proceeds from the sale of the additional Sale Shares by the Selling Shareholders.

The shareholding structure of the Company immediately before and immediately after the completion of the partial exercise of the Over-allotment Option is as follows:

	I [illegible]	A [illegible] C [illegible] (%)	I [illegible]	A [illegible] C [illegible] (%)
A [illegible]	2,423,764,675	83.50	2,418,791,675	81.93
H [illegible]				
H Shares converted from A Shares and offered by the Selling Shareholders pursuant to the Global Offering	43,540,000	1.50	48,513,000	1.64
H Shares issued pursuant to the Global Offering	435,400,000	15.00	485,130,000	16.43
	2,902,704,675	**100**	**2,952,434,675**	**100**

The additional net proceeds of approximately HK$175 million to be received by the Company (excluding the proceeds from the sale of the additional Sale Shares by the Selling Shareholders) from the issue and allotment of the Over-allotment Shares after deducting the underwriting fees and commissions, transaction levy and trading fee relating to the partial exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed Future Plans and Use of Proceeds ”in the Prospectus. The Company would not receive any of the net proceeds from the sale of the additional Sale Shares by the Selling Shareholders pursuant to the partial exercise of the Over-allotment Option.

STABILIZING ACTIONS AND END OF STABILIZING PERIOD

The Company further announces that the stabilizing period in connection with the Global Offering ended on December 28, 2016, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing actions undertaken by China International Capital Corporation Hong Kong Securities Limited, as stabilizing manager, its affiliates or any person acting for it during the stabilizing period were:

(1) over-allocations of an aggregate of 71,841,000 H Shares in the International Offering, representing 15% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);

(2) successive purchases of an aggregate of 17,138,000 H Shares in the price range of HK$3.35 to HK$3.60 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) on the market during the stabilization period. The last purchase made by the Stabilizing Manager on the market during the course of the stabilization period was on December 28, 2016 at the price of HK$3.58 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%); and

(3) the partial exercise of the Over-allotment Option by the Joint Representatives (on behalf of the International Underwriters) on December 28, 2016 in respect of an aggregate of 54,703,000 H Shares, representing approximately 11.42% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price per Offer Share. The Over-allotment Shares will be issued and allotted by the Company and sold by the Selling Shareholders at HK$3.60 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

The portion of the Over-allotment Option which has not been exercised by the Joint Representatives (on behalf of the International Underwriters) lapsed on December 28, 2016.

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The Company continues to comply with the public float requirements under Rule 8.08(1)(b) of the Listing Rules whereby no less than 25% of the total number of issued shares and no less than 15% of the total number of H Shares of the Company must at all times be held by the public.

By order of the Board of Directors
D 9 (G) C ., L .*
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Chairman

Hong Kong, December 28, 2016

As of the date of this announcement, the Board of Directors comprises Mr. YANG Guoping, Mr. ZHONG Jinxing, Mr. LIANG Jiawei, Ms. YU Min, Mr. YANG Jicai and Mr. ZHUANG Jianhao as executive Directors; Mr. LI Songhua as non-executive Director; and Mr. CAI Jianmin, Mr. CHOW Siu Lui, Mr. YAN Xuehai and Mr. YAO Cho Fai Andrew as independent non-executive Directors.

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