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上海大眾公用事業（集團）股份有限公司

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The AGM of the Company was held on 25 May 2017. The Board is pleased to announce that all proposed resolutions as set out in the AGM Notice have been duly approved by the Shareholders by way of poll.

Reference is made to the notice of annual general meeting of Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (the "**o ny**") dated 7 April 2017 and the circular of the Company dated 20 April 2017 (the "**c**"). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the Circular.

The AGM was held at Multi-Function Hall, 3/F, Jimao Hotel, 1525 Zhongshan West Road, Shanghai, PRC at 1:30 p.m. on 25 May 2017. The AGM was chaired by Mr. Yang Guoping, chairman of the Company. The AGM was convened and held in compliance with the relevant laws, administrative regulations and rules, regulatory documents and the Articles of Association.

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As at the date of the AGM, the total number of issued shares of the Company were 2,952,434,675 shares, of which 2,418,791,675 shares were A Shares and 533,643,000 shares were H Shares. Holders of such shares were entitled to attend and vote on the proposed resolutions at the AGM. A total of 42 Shareholders or their proxies, holding an aggregate of 690,751,172 Shares, which represented approximately 23.3960% of the total number of Shares carrying voting rights, have attended the AGM. Of such 42 Shareholders, 41 were

holders of A Shares, holding an aggregate of 659,207,172 Shares, which represented approximately 22.3276% of the total number of Shares carrying voting rights, while 1 was a holder of H Shares, holding an aggregate of 31,544,000 Shares, which represented approximately 1.0684% of the total number of Shares carrying voting rights.

9 holders of A Shares have attended the AGM through the online voting system of Shanghai Stock Exchange, representing 1,701,770 Shares or approximately 0.0576% of the total number of Shares carrying voting rights. Shanghai Gas (Group) Co., Ltd.* (上海燃氣(集團)有限公司), the second largest Shareholder of the Company, who has interest in the transaction contemplated under the resolution 6.01 in relation to the ordinary related party transaction of the Company for the year 2017, was required and had abstained from voting at the AGM for such resolution. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save as disclosed above, no other Shareholder and their respective close associates has any material interest in the resolutions proposed at the AGM and is required to abstain from voting at the AGM. There was no Share of the Company entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules. No Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the resolutions proposed at the AGM. No Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the AGM.

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The Board is pleased to announce that all proposed resolutions as set out in the AGM Notice have been duly approved by the Shareholders by way of poll. The poll results in respect of

2. To consider and approve the work report of the Board of Supervisors for the year 2016.

Type of Shareholder	For		Against		Abstain	
	Number of Shares	% of Voting Shares	Number of Shares	% of Voting Shares	Number of Shares	% of Voting Shares
Holders of A Shares	658,288,346	99.8606	896,395	0.1360	22,431	0.0034
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares :	689,832,346	99.8670	896,395	0.1298	22,431	0.0032

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

3. To consider and approve the work report of the general manager for the year 2016.

Type of Shareholder	For		Against		Abstain	
	Number of Shares	% of Voting Shares	Number of Shares	% of Voting Shares	Number of Shares	% of Voting Shares
Holders of A Shares	658,288,346	99.8606	896,395	0.1360	22,431	0.0034
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares :	689,832,346	99.8670	896,395	0.1298	22,431	0.0032

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

4. To consider and approve the final financial report for the year 2016 and the financial budget report for the year 2017.

Type of Shareholder	For		Against		Abstain	
	Number of Shares	% of Voting Shares	Number of Shares	% of Voting Shares	Number of Shares	% of Voting Shares
Holders of A Shares	657,576,146	99.7526	1,136,595	0.1724	494,431	0.0750
Holders of H Shares	0	0.0000	31,544,000	100.0000	0	0.0000
Total Number of the Ordinary Shares :	657,576,146	95.1973	32,680,595	4.7312	494,431	0.0715

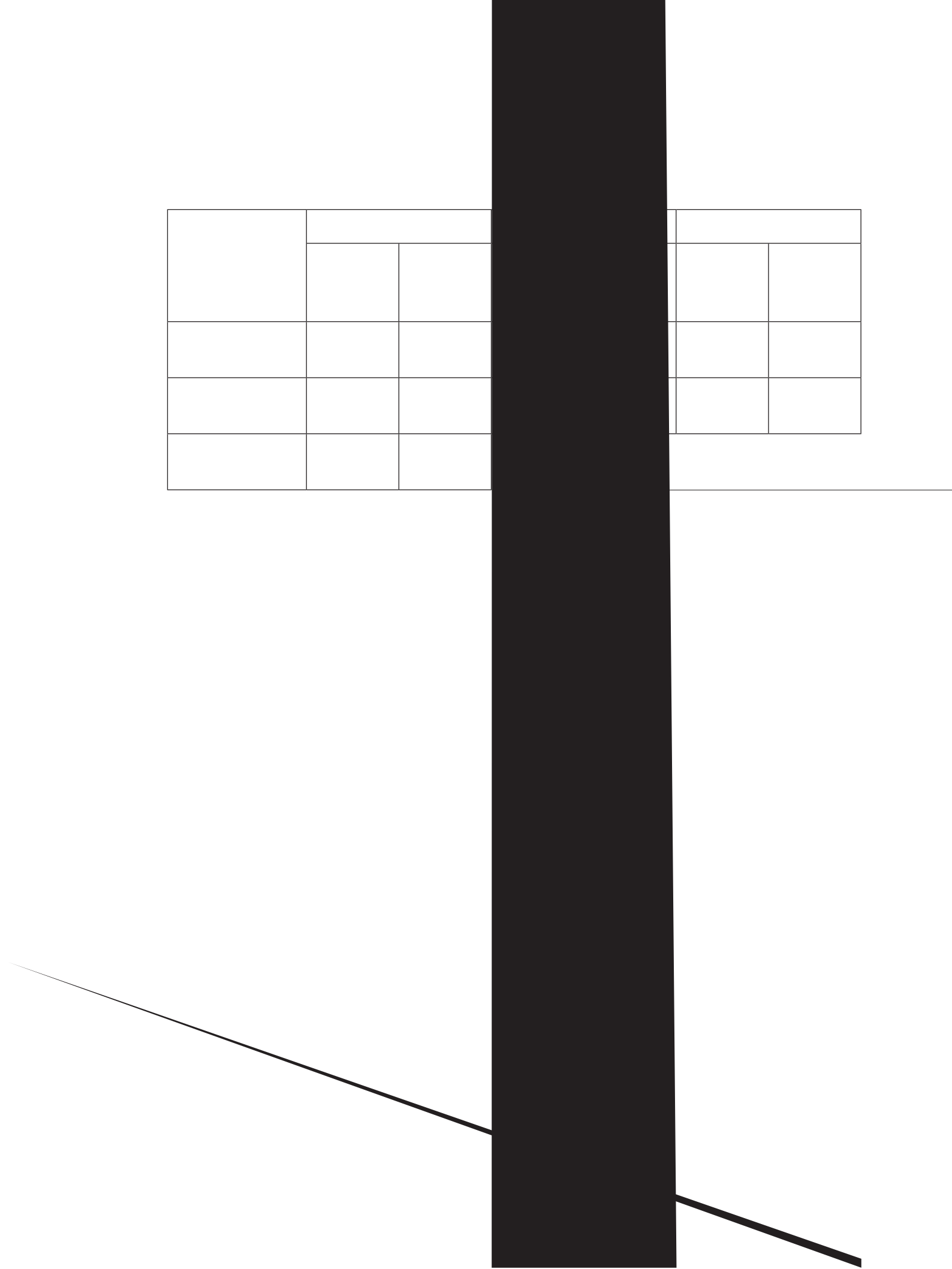
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

6.02 The company lease office premises from Shanghai Dazhong Building Co., Ltd.* (上海大眾大廈有限責任公司)

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Holders of A						

8.05 Election of Mr. Yang Weibiao as an executive Director of the t3110514f0.80014.54272284..582

9.02 election of Mr. Li Songhua as a non-executive Director of the tenth session of the Board of Directors

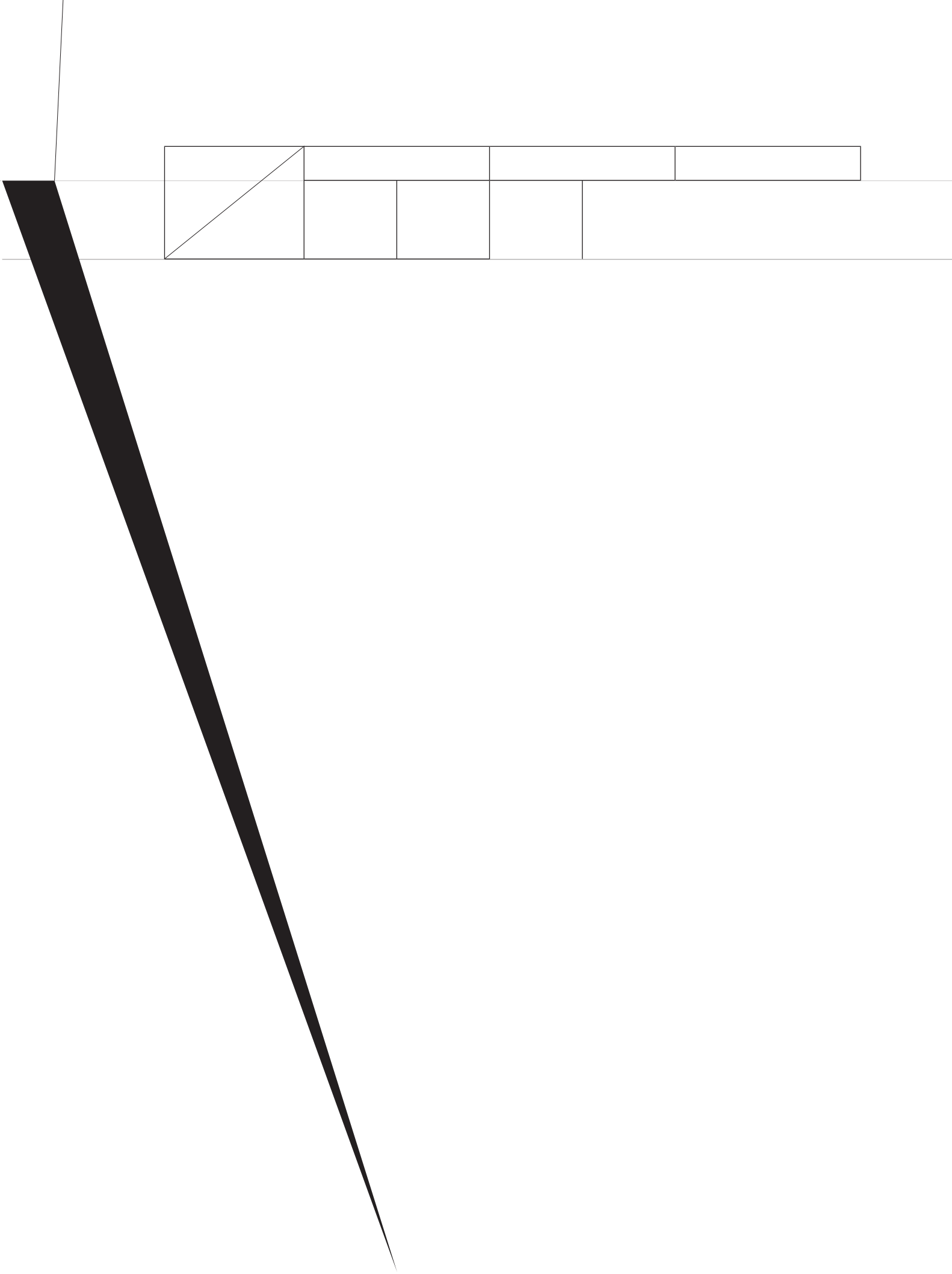


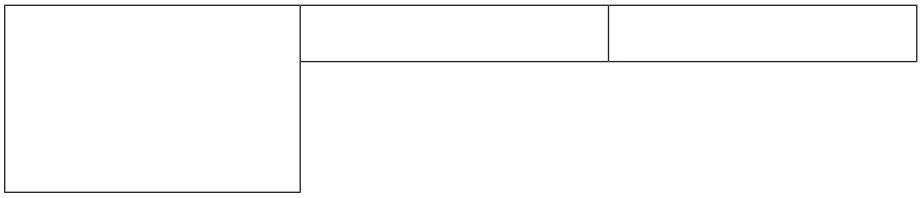
10.03 election of Mr. Chow Siu Lui as an independent non-executive Director of the tenth session of the Board of Directors

Type of Holder	For		Against		Abstain	
	Number of shares	% of ordinary shares	Number of shares	% of ordinary shares	Number of shares	% of ordinary shares
Holders of A Shares	658,288,346	99.8606	909,395	0.1380	9,431	0.0014
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	5,552,277	85.8011	909,395	14.0532	9,431	0.1457
Total Number of the Ordinary Shares :	689,832,346	99.8670	909,395	0.1317	9,431	0.0013

10.04 election of Mr. Wang Hongxiang as an independent non-executive Director of the tenth session of the Board of Directors

Type of Holder	For		Against		Abstain	
	Number of shares	% of ordinary shares	Number of shares	% of ordinary shares	Number of shares	% of ordinary shares
Holders of A Shares	658,288,346	99.8606	909,395	0.1380	9,431	0.0014
Holders of H Shares	31,544,000	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	5,552,277	85.8011	909,395	14.0532	9,431	0.1457
Total Number of the Ordinary Shares :	689,832,346	99.8670	909,395	0.1317	9,431	0.0013





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The ordinary resolutions in relation to the appointment of Directors of the tenth session of the Board had been proposed to the Shareholders for approval and were duly passed at the AGM. The term of office of all Directors of the tenth session of the Board will be three years commencing from the date of election at the AGM. The Company will enter into service contracts with the appointed Directors. Their remuneration as Directors will be determined based on relevant remuneration policies of the Company. The ordinary

Retirements of Ms. Cao Yongqin from the position as Supervisor was effective after the AGM. She confirmed that she has no disagreement with the Company and there is no matter relating to her retirement that needs to be brought to the attention of Shareholders.

By Order of the Board of Directors
Yan Jianzhong
Chairman

Shanghai, the People's Republic of China
25 May 2017

As at the date of this announcement, the Board of Directors comprises Mr YAN Jianzhong, Mr LIANG Yanpeng, Ms YU Miao, Mr ZHANG Yanhong and Mr YANG Yongbo as executive Directors, Mr CHEN Yuepao, Mr LIU Chunru and Mr CHEUNG Yip Sang as non-executive Directors and Mr ZHAO Chongfeng, Mr CAO Lixin, Mr ZHANG Jianhong and Mr LIU Zhengdong as independent non-executive Directors

* *For identification purposes only*