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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)

ANNOUNCEMENT

POLL RESULTS OF THE 2018 ANNUAL GENERAL MEETING HELD ON 12 JUNE 2019

The AGM of the Company was held on 12 June 2019. 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 "**Company**") dated 25 April 2019 (the "**AGM Notice**") and the circular of the Company dated 25 April 2019 (the "**Circular**"). 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 3/F, Dazhong Building, 1515 Zhongshan West Road, Shanghai, PRC at 2:00 p.m. on 12 June 2019. 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.

ATTENDANCE AT THE AGM

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 32 Shareholders or their proxies, holding an aggregate of 667,744,814 Shares, which represented approximately 22.6168% of the total number of Shares carrying voting rights, have attended the AGM. Of such 32 Shareholders, 31 were holders of A Shares, holding an aggregate of 655,420,804 Shares, which represented approximately 22.1994% of the total number of Shares carrying voting rights, while 1 was a holder of H Shares, holding an aggregate of 12,324,010 Shares, which represented approximately 0.4174% 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 5 in relation to the estimated ongoing ordinary related party transaction of the Company for the year 2019, 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 entitling the holder 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.

RESULTS OF THE AGM

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 the resolutions proposed at the AGM are set out below:

Ordinary Resolutions

1. To consider and approve the work report of the board of directors of the Company for the year 2018.

Type of Shareholders	FOR		AGAINST		ABSTAIN	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	654,671,765	99.8857	743,800	0.1135	5,239	0.0008
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares:	666,995,775	99.8878	743,800	0.1114	5,239	0.0008

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

2. To consider and approve the work report of the board of supervisors of the Company for the year 2018.

Type of Shareholders	FOR		AGAINST		ABSTAIN	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	654,671,765	99.8857	743,800	0.1135	5,239	0.0008
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000
Total Number of the Ordinary Shares:	666,995,775	99.8878	743,800	0.1114	5,239	0.0008

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 final financial report for the year 2018 and the financial budget report of the Company for the year 2019.

Type of Shareholders	**FOR**		**AGAINST**		**ABSTAIN**	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	654,671,765	99.8857	743,800	0.1135	5,239	0.0008
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000

Total Number of
the Ordinary Shares:

5. To consider and approve the resolution on the estimated ongoing ordinary related party transactions of the Company for the year 2019.

Type of Shareholders	**FOR**		**AGAINST**		**ABSTAIN**	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	500,839,030	99.8507	743,800	0.1483	5,239	0.0010
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	2,112,083	73.8201	743,800	25.9968	5,239	0.1831
Total Number of the Ordinary Shares:	513,163,040	99.8542	743,800	0.1447	5,239	0.0011

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

6. To consider and approve the resolution on the application of bank credit facilities of the Company and its subsidiaries.

Type of Shareholders	**FOR**		**AGAINST**		**ABSTAIN**	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	654,671,765	99.8857	743,800	0.1135	5,239	0.0008
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	2,112,083	73.8201	743,800	25.9968	5,239	0.1831
Total Number of the Ordinary Shares:	666,995,775	99.8878	743,800	0.1114	5,239	0.0008

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

7. To consider and approve the resolution on the proposal of the provision of guarantee for controlled subsidiaries with respect to their external financing.

Type of Shareholders	**FOR**		**AGAINST**		**ABSTAIN**	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	652,900,665	99.6155	2,514,900	0.3837	5,239	0.0008
Holders of H Shares	12,324,000	99.9999	10	0.0001	0	0.0000
Holders of less than 5%	340,983	11.9178	2,514,900	87.8991	5,239	0.1831
Total Number of the Ordinary Shares:	665,224,665	99.6226	2,514,910	0.3766	5,239	0.0008

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

8. To consider and approve the resolution on the proposal for the Company and its subsidiaries to use idle funds for entrusted financing for the year 2019.

Type of Shareholders	**FOR**		**AGAINST**		**ABSTAIN**	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	654,671,765	99.8857	743,800	0.1135	5,239	0.0008
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	2,112,083	73.8201	743,800	25.9968	5,239	0.1831
Total Number of the Ordinary Shares:	666,995,775	99.8878	743,800	0.1114	5,239	0.0008

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

9. To consider and approve the resolution on the re-appointment of the domestic audit firm and internal control audit firm for the Company for the year 2019.

Type of Shareholders	**FOR**		**AGAINST**		**ABSTAIN**	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	654,671,765	99.8857	743,800	0.1135	5,239	0.0008
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	2,112,083	73.8201	743,800	25.9968	5,239	0.1831
Total Number of the Ordinary Shares:	666,995,775	99.8878	743,800	0.1114	5,239	0.0008

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.To consider and approve the resolution on the re-appointment

11. To consider and approve the resolution on the proposed registration and issuance of super short-term commercial papers and short-term commercial papers.

Type of Shareholders	**FOR**		**AGAINST**		**ABSTAIN**	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	654,671,765	99.8857	743,800	0.1135	5,239	0.0008
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	2,112,083	73.8201	743,800	25.9968	5,239	0.1831
Total Number of the Ordinary Shares:	666,995,775	99.8878	743,800	0.1114	5,239	0.0008

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

12. To consider and approve the resolution on the proposed registration and issuance of mid-term notes.

Type of Shareholders	**FOR**		**AGAINST**		**ABSTAIN**	
	Number of shares	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*	*Number of shares*	*% of total valid voting shares*
Holders of A Shares	654,671,765	99.8857	743,800	0.1135	5,239	0.0008
Holders of H Shares	12,324,010	100.0000	0	0.0000	0	0.0000
Holders of less than 5%	2,112,083	73.8201	743,800	25.9968	5,239	0.1831
Total Number of the Ordinary Shares:	666,995,775	99.8878	743,800	0.1114	5,239	0.0008

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

13. To consider and approve the resolution on the proposed change in use of proceeds.

Type of Shareholders	FOR	AGAINST	ABSTAIN

SCRUTINY OF VOTE-COUNTING AND LEGAL OPINION

BDO Limited acted as the scrutineer of the AGM and reviewed the counting of the votes at the AGM. Shanghai Jin Mao PRC Lawyers (上海金茂凱德律師事務所), the PRC legal adviser of the Company attended the AGM and issued legal opinion that (i) the convening and holding procedures adopted for the AGM are in compliance with the relevant laws, administrative regulations and regulatory documents such as the Company Law, Securities Law and Rules of Procedures of General Meetings for Listed Companies, and the Articles of Association; (ii) the qualifications of the attendees and convener present at the AGM are legal and valid; and (iii) the voting procedures and poll results of the AGM are legal and valid.

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

Shanghai, the People's Republic of China
12 June 2019

As at the date of this announcement, the executive directors of the Company are Mr. YANG Guoping, Mr. LIANG Jiawei, Ms. YU Min, Mr. ZHUANG Jianhao and Mr. YANG Weibiao; the non-executive directors of the Company are Mr. CHAN Wing Kin, Mr. LI Songhua and Mr. CHEUNG Yip Sang; and the independent non-executive directors of the Company are Mr. WANG Kaiguo, Mr. YAO Cho Fai Andrew, Mr. CHOW Siu Lui, Mr. WANG Hongxiang and Mr. LIU Zhengdong.

* *For identification purpose only*