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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
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE

This announcement is made by Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The board of directors (the "**Board**") of the Company hereby announces that the Board passed the resolutions in the twenty-first meeting of the tenth session of the Board held on 30 March 2020, agreed and submitted to the shareholders of the Company ("**Shareholders**") to approve, among others, the amendments to the articles of association of the Company (the "**Articles of Association**"), the amendments to the Rules of Procedures for the General Meeting of the Company (the "**Rules of Procedures for the General Meeting**") and the amendments to the Rules of Procedures for the Board of Directors of the Company (the "**Rules of Procedures for the Board of Directors**") at the 2019 annual general meeting, and the supervisory committee of the Company (the "**Supervisor Committee**") passed the resolution in the twentieth meeting of the tenth session of the Supervisory Committee held on 30 March 2020, agreed and submitted to the Shareholders to approve, among others, the amendments to the Rules of Procedures for the Supervisory Committee of the Company (the "**Rules of Procedures for the Supervisory Committee**") at the 2019 annual general meeting. The details of the above resolutions are as follows:

Proposed Amendments to the Articles of Association

In order to further improve the corporate governance system, the Company proposed to make certain amendments to the Articles of Association in accordance with the Company Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed

Proposed Amendments to the Rules of Procedures for the Board of Directors

In order to further regulate the discussion methods and decision-making procedures of the Board, urge the directors of the Company and the Board to effectively fulfill their obligations and improve the standard operation and scientific decision-making levels of the Board, the Company proposed to make certain amendments to the Rules of Procedures for the Board of Directors in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Model Rules of Procedure for the Board of Directors of Listed Companies in Shanghai Stock Exchange, the Articles of Association, and the actual situation of the Company.

Details of proposed amendments are set out in Appendix III to this announcement. Upon the amendments made to the Rules of Procedures for the Board of Directors, the sequential numbers of other original articles and those referred to in cross references should be adjusted accordingly.

Save for the proposed amendments in Appendix III, other provisions in the Rules of Procedures for the Board of Directors remain unchanged.

The proposed amendments to the Rules of Procedures for the Board of Directors are subject to approval by way of a special resolution at the 2019 annual general meeting of the Company. A circular containing, among others, details of the proposed amendments to the Rules of Procedures for the Board of Directors will be despatched to the Shareholders in due course.

Proposed Amendments to the Rules of Procedures for the Supervisory Committee

In order to regulate the discussion methods and procedures of the Supervisory Committee, ensure that the Supervisory Committee performs its supervisory functions earnestly, and effectively protect the interests of Shareholders and the Company, the Company proposed to make certain amendments to the Rules of Procedures for the Supervisory Committee in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and the actual situation of the Company.

Details of proposed amendments are set out in Appendix IV to this announcement. Upon the amendments made to the Rules of Procedures for the Supervisory Committee, the sequential numbers of other original articles and those referred to in cross references should be adjusted accordingly.

Save for the proposed amendments in Appendix IV, other provisions in the Rules of Procedures for the Supervisory Committee remain unchanged.

The proposed amendments to the Rules of Procedures for the Supervisory Committee are subject to approval by way of a special resolution at the 2019 annual general meeting of the Company. A circular containing, among others, details of the proposed amendments to the Rules of Procedures for the Supervisory Committee will be despatched to the Shareholders in due course.

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

Shanghai, the PRC
30 March 2020

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*

Appendix I: Details of the Amendments to the Articles of Association of Shanghai Dazhong Public Utilities (Group) Co., Ltd.

Existing Provision	Provisions after Amendment
Article 38 When any director, supervisor, senior officer of the Company or any shareholder of the Company holding more than 5% of the Company's shares disposes of his/her/its shares in the Company within six months of purchase, or purchases shares in the Company again within six months of disposal, the proceeds derived therefrom shall be retained for the benefit of the Company. However, the disposals by brokerage companies holding more than 5% of the shares in the Company due to the fact that their underwritten shares remain unsubscribed shall not be subject to the six-month period restriction. If the Board of Directors fails to comply with the provisions of the preceding paragraph, the shareholders shall have the right to require the Board of Directors to comply with the provisions within thirty (30) days. If the Board of Directors fails to comply with the pro visions within the prescribed period, the shareholders shall, for the benefit of the Company and in their own names, have the right to institute legal proceedings directly	

Existin Provision	Provisions after Amendment
(6) examining and approving the Company's plans for profit distribution and loss make-up;	(6) examining and approving the Company's plans for profit distribution and loss make-up;
(7) adopting resolutions on the increase or reduction of the Company's registered capital;	(7) adopting resolutions on the increase or reduction of the Company's registered capital;
(8) adopting resolutions on plans for issuance of bonds of the Company;	(8) adopting resolutions on plans for issuance of bonds of the Company;
(9) adopting resolutions on matters such a s merger, division ,dissolution , liquidation and change of corporate form of the Company;	(9) adopting resolutions on matters such a s merger, division ,dissolution , liquidation and change of corporate form of the Company;
(10) amending the Articles of Association;	(10) amending the Articles of Association;
(11) adopting resolutions on the engagement or removal or discontinuation of engagement of accounting firms by the Company;	(11) adopting resolutions on the engagement or removal or discontinuation of engagement of accounting firms by the Company;
(12) examining and approving guarantees required in Article 67;	(12) examining and approving guarantees required in Article 67;
(13) examining proposals on matters relating to the purchase or sale by the Bank of material assets exceeding 30% of the latest audited total assets of the Company within one year;	(13) examining proposals on matters relating to the purchase or sale by the Bank of material assets exceeding 30% of the latest audited total assets of the Company within one year;
(14) examining proposals on changes in the use of proceeds;	(14) examining proposals on changes in the use of proceeds;
(15) examining share incentive plans;	(15) examining share incentive plans;
(16) considering proposals from shareholders representing 5% (inclusive) or more of the shares in the Company with voting rights;	(16) considering proposals from shareholders representing ~~5~~3% (inclusive) or more of the shares in the Company with voting rights;
(17) adopting resolutions on acquisition of shares of the Company as stipulated in paragraph (1) or (2) of Article 29 hereof;	(17) adopting resolutions on acquisition of shares of the Company as stipulated in paragraph (1) or (2) of Article 29 hereof;
(18) considering other matters which are to be decided by the shareholders in general meetings according to the laws ,administrative regulations , departmental rules or required in the Articles of Association.	(18) considering other matters which are to be decided by the shareholders in general meetings according to the laws ,administrative regulations , departmental rules or required in the Articles of Association.

Existin Provision	Provisions after Amendment
Article 69 Where the Company convenes a general meeting, written notice must be given not less than 45 days prior to the meeting to notify all shareholders whose names appear in the share register of the matters to be considered and the date and venue of the meeting. Shareholders that intend to attend the general meeting shall deliver a written reply to the Company on meeting attendance not less than 20 days prior to the meeting.	Article 69 Where the Company convenes a general meeting, written notice must be given not less than ~~45~~ 20 business days prior to the meeting, while the longer of 15 days or 10 business days for the case of convening an extraordinary shareholders' meeting, so as to notify all shareholders whose names appear in the share register of the matters to be considered and the date and venue of the meeting. ~~Shareholders that intend to attend the general meeting shall deliver a written reply to the Company on meeting attendance not less than 20 days prior to the meeting.~~
Article 70 In the annual general meeting of the Company, shareholders holding 5% or more of the total voting shares of the Company, are entitled to propose new resolutions to the Company in written form. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.	
total voting shares the8(of)-383.8(the)-383.8(Compan)14.7(y)64.7(,)-383.9(are)-383.8(entitled)-383.8(to)]TJT*[(propos form. The Company shall include those matters which are within the scope of duties of the general	

Existin Provision	Revised Provision
Article 74 Independent directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting. For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold such meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. Where the Board of Directors agrees to hold such a meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to hold such a meeting, its reasons shall be given and an announcement shall be made.	Article 74 Independent non-executive directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting. For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold such meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. Where the Board of Directors agrees to hold such a meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to hold such a meeting, its reasons shall be given and an announcement shall be made.
Article 75 The Supervisory Committee shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting and shall make such a proposal in written form. The Board of Directors shall give a written reply on whether to agree or not to hold such meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. Where the Board of Directors agrees to hold such meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to the approval from the Supervisory Committee. Where the Board of Directors does not agree to hold such a meeting, or fails to give a written reply within 10 days upon receipt of the proposal, its reasons shall be given and an announcement shall be made.	Article 75 The Supervisory Committee shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting and shall make such a proposal in written form. The Board of Directors shall give a written reply on whether to agree or not to hold such meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. Where the Board of Directors agrees to hold such meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to the approval from the Supervisory Committee. Where the Board of Directors does not agree to hold such a meeting, or fails to give a written reply within 10 days upon receipt of the request~~proposal~~, the Supervisory Committee may convene the shareholders' meeting on its own.~~its reasons shall be given and an announcement shall be made.~~

Existin Provision	Provisions after Amendment
Article 76 Where shareholders request to hold an extraordinary general meeting or class meeting, the following procedures shall be followed:	Article 76 Where shareholders request to hold an extraordinary general meeting or class meeting, the following procedures shall be followed:
(1) two or more shareholders who collectively hold 10% or more of the voting shares at the proposed meeting may make a proposal to the Board of Directors on holding an extraordinary general meeting or class meeting by signing one or several written requests with same content in same format and define the meeting agenda. The Board of Directors shall convene such meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid number of shares held shall be calculated as of the date when the written request was put forward by the shareholders.	(1) two or more shareholders who collectively hold 10% or more of the voting shares at the proposed meeting may make a proposal to the Board of Directors on holding an extraordinary general meeting or class meeting by signing one or several written requests with same content in same format and define the meeting agenda. The Board of Directors shall convene such meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid number of shares held shall be calculated as of the date when the written request was put forward by the shareholders.
(2) in case that the Board of Directors fails to give a notice of convening such meeting within 30 days after receipt of the aforesaid written request, the shareholders who put forward the request may convene such a meeting within 4 months after receipt of the request by the Board of Directors, and the procedures shall be the same as t5 e for convening a general meeting by the Board of Directors where possible. The expenses reasonably incurred by shareholders in convening and holding such a meeting for the Board of Directors fails to hold such a meeting on the aforesaid request shall be borne by the Company and shall be deducted from any payment due by the Company to non performing directors.	(2) ~~in case that the Board~~Where the Board of ~~Directors fails~~Directors does not agree to ~~give a notice of convening such meeting~~convene an extraordinary general meeting, or does not respond within ~~30~~10 days after ~~receipt of~~receiving the ~~aforesaid written~~ request, ~~the~~ ordinary shareholders ~~who put forward~~(including preferred shareholders w5 e voting rights have been restored) holding more than 10% of the Company's shares individually or in aggregate have the right to propose to the ~~request may~~Supervisory Committee to convene ~~such a~~an extraordinary general meeting ~~within 4 months after receipt of the request by the Board of Directors~~, and ~~the procedures~~ shall ~~be~~submit a request to the Supervisory Committee in writing.

Existin Provision	Provisions after Amendment
	If the ~~same as those for convening~~Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice to convene a general meeting ~~by~~within 5 days of receiving the request. Changes to the original request set out in the ~~Board~~notice shall be subject to the consents of relevant shareholders. The failure of the Supervisory Committee to issue a notice of ~~Directors where possible.~~the shareholders' meeting within the prescribed time limit shall be deemed that the Supervisory Committee will not convene and preside over the shareholders' meeting. Ordinary shareholders (including preferred shareholders whose voting rights are restored) who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over a shareholders' meeting. The expenses reasonably incurred by shareholders in convening and holding such a meeting for the Board of Directors fails to hold such a meeting on the aforesaid request shall be borne by the Company and shall be deducted from any payment due by the Company to non performing directors.

Existin Provision	Provisions after Amendment
Article 79 When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholder(s) individually or jointly holding more than 5% of the Company's shares shall have the right to propose resolutions to the Company.	
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Existin Provision	Provisions after Amendment
Article 80 The notice of a general meeting shall include the followings: (1) being in written form; (2) the time, venue and duration of the meeting; (3) the matters and proposals submitted for consideration at the meeting; (4) providing the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided; (5) containing a disclosure of the nature and extent	

Existin Provision	Provisions after Amendment
(8) specified delivery time and place of the power of attorney for proxy voting at the meeting;	(8) specified delivery time and place of the power of attorney for proxy voting at the meeting;
(9) specified record date for shareholders entitled to attend the general meeting;	(9) specified record date for shareholders entitled to attend the general meeting;
(10) name and telephone number of the contact person for the meeting.	(10) name and telephone number of the contact person for the meeting.
Details of all proposals shall be disclosed on a full and complete basis in the notice and supplementary notice of general meeting. Where opinions from independent directors are required on any matters to be discussed, such opinions and reasons from independent directors shall be disclosed in the notice or supplementary notice of general meeting.	Details of all proposals shall be disclosed on a full and complete basis in the notice and supplementary notice of general meeting. Where opinions from independent non-executive directors are required on any matters to be discussed, such opinions and reasons from independent non-executive directors shall be disclosed in the notice or supplementary notice of general meeting.
Where a general meeting is held online or by any other means, the notice of general meeting shall specify the time and procedures of the voting online or by any other means. The voting online or by any other means shall be started not earlier than 3:00 p.m. on the day before the on-the-spot general meeting is held and not later than 9:30 a.m. on the day when the on-the-spot general meeting is held, and shall be concluded not earlier than 3:00 p.m. on the day when the on-the-spot general meeting ends.	Where a general meeting is held online or by any other means, the notice of general meeting shall specify the time and procedures of the voting online or by any other means. The voting online or by any other means shall be started not earlier than 3:00 p.m. on the day before the on-the-spot general meeting is held and not later than 9:30 a.m. on the day when the on-the-spot general meeting is held, and shall be concluded not earlier than 3:00 p.m. on the day when the on-the-spot general meeting ends.

Existin Provision	Provisions after Amendment

Existin Provision	Provisions after Amendment
Article 106 Shareholders (including proxies) shall exercise their voting rights according to the number of shares carrying voting rights they represent, with one vote for each share. Shares of the Company held by the Company itself do not carry any voting rights, and shall not be counted in the total number of shares carrying voting rights represented by shareholders attending a Shareholders' General Meeting. The Board, independent Directors and shareholders who meet the relevant requirements are entitled to solicit shareholders' voting rights. Information including the specific voting intention shall be fully disclosed to shareholders from whom voting rights are being solicited. It is prohibited to solicit voting rights from shareholders by offering consideration or consideration in disguised form. The Company shall not impose any limit on the minimum shareholding in respect of the soliciting voting rights.	Article 106 Shareholders (including proxies) shall exercise their voting rights according to the number of shares carrying voting rights they represent, with one vote for each share. Shares of the Company held by the Company itself do not carry any voting rights, and shall not be counted in the total number of shares carrying voting rights represented by shareholders attending a Shareholders' General Meeting. The Board, independent <u>non-executive</u> Directors and shareholders who meet the relevant requirements are entitled to solicit shareholders' voting rights. Information including the specific voting intention shall be fully disclosed to shareholders from whom voting rights are being solicited. It is prohibited to solicit voting rights from shareholders by offering consideration or consideration in disguised form. The Company shall not impose any limit on the minimum shareholding in respect of the soliciting voting rights.

Existin Provision	Provisions after Amendment
Article 114 Voting is conducted by open ballot at the Shareholders' General Meeting.	Article 114 Voting is conducted by open ballot at the Shareholders' General Meeting. Voting at a Shareholders' General Meeting shall be in the form of a show of hands unless a poll is (before or after any vote by show of hands) demanded by the following persons: (1) the presider of the meeting; (2) at least two shareholders or proxies entitled to vote; (3) one or certain shareholders (including proxies) individually or jointly holding 10% or more of all shares carrying voting rights at the meeting. Unless a poll is demanded by any person, the presider of the meeting shall declare whether a resolution has been passed based on a show of hands and record the result in the minutes of meeting as the conclusive evidence. There is no need to provide evidence of the number or percentage of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who makes such demand. In case of any contradiction of this Article with the Hong Kong Listing Rules, the Hong Kong Listing Rules shall prevail.
Article 115 Voting at a Shareholders' General Meeting shall be in the form of a show of hands unless a poll is (before or after any vote by show of hands) demanded by the following persons: (1) the presider of the meeting; (2) at least two shareholders or proxies entitled to vote;	Deleted

Existin Provision	Provisions after Amendment
(3) one or certain shareholders (including proxies) individually or jointly holding 10% or more of all shares carrying voting rights at the meeting. Unless a poll is demanded by any person, the presider of the meeting shall declare whether a resolution has been passed based on a show of hands and record the result in the minutes of	

Existin Provision	Provisions after Amendment
(2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 30 of the Articles of Association, "interested shareholder" shall refer to the shareholder in relation to the agreement; (3) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.	(2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 30 of the Articles of Association, "interested shareholder" shall refer to the shareholder in relation to the agreement; (3) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.
Article 133 A resolution of a class meeting shall only be passed in accordance with Article 132 by shareholders present at the class meeting who represent more than two-thirds of voting rights.	Article ~~133~~132 A resolution of a class meeting shall only be passed in accordance with Article ~~132~~131 by shareholders present at the class meeting who represent more than two-thirds of voting rights.
Article 134 Written notices of a class meeting convened by the Company shall be dispatched forty-five days prior to the date of the class meeting to all shareholders of such class whose names appear	

Existin Provision	Provisions after Amendment
Article 138 Directors shall be elected or replaced at a general meeting. The term of office of the Directors shall be three years. Upon expiry of the current term of office, a Director shall be eligible to offer himself for reelection and re-appointment. Before expiry of the current term of office, a Director shall not be dismissed without cause by the general meeting. The general meeting may, by an ordinary resolution, dismiss any Director before the expiry of his term of office (but without prejudice to such Director's right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.	Article ~~138~~137 Directors shall be elected or replaced at a general meeting. The term of office of the Directors shall be three years. Upon expiry of the current term of office, a Director shall be eligible to offer himself for reelection and re-appointment. Before expiry of the current term of office, a Director shall not be dismissed without cause by the general meeting. The general meeting may, by an ordinary resolution, dismiss any Director before the expiry of his term of office (but without prejudice to such Director's right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.
Written notices of intent to nominate candidates for Directors and indication of consent to such nomination shall be given to the Company 7 days prior to the general meeting. The Company shall permit no less than 7 days (commencing from the next day of the date of the general meeting notice) for relevant nominators and nominees to submit the aforesaid notice and document.	Written notices of intent to nominate candidates for Directors and indication of consent to such nomination shall be given to the Company 7 days prior to the general meeting. The Company shall permit no less than 7 days (commencing from the next day of the date of the general meeting notice) for relevant nominators and nominees to submit the aforesaid notice and document.
Save for independent Directors and staff representative Directors, the proportion of Directors to be replaced at each term of the Board of Directors shall not exceed one fifth of the total number of members of the Board of Directors.	Save for independent non-executive Directors and staff representative Directors, the proportion of Directors to be replaced at each term of the Board of Directors shall not exceed one fifth of the total number of members of the Board of Directors.
The tenure of a Director shall start from the date on which the said Director assumes office until the expiration of the term of the incumbent Board. In the event that re-election of Directors is not conducted on a timely manner upon expiration of the term of service of a Director, the incumbent Directors shall continue to perform their duties of Directors in accordance with laws, administrative regulations, department rules and requirements of the Article of Associations until incoming director assumes his office.	The tenure of a Director shall start from the date on which the said Director assumes office until the expiration of the term of the incumbent Board. In the event that re-election of Directors is not conducted on a timely manner upon expiration of the term of service of a Director, the incumbent Directors shall continue to perform their duties of Directors in accordance with laws, administrative regulations, department rules and requirements of the Article of Associations until incoming director assumes his office.

Existin Provision	Provisions after Amendment
(5) administer the information disclosure matters	

Existin Provision	Provisions after Amendment
Article 172 The Company shall have one (1) manager, a number of vice managers, who shall be appointed or dismissed by the Board of Directors. Vice manager, secretary to the Board of Directors and Chief Financial Officer shall serve as senior officers of the Company. The provisions of Article 139 of the Articles of Association concerning loyalty to directors and the provisions of Articles 140 (4) to (6) on diligence shall be applicable to managers and other senior officers.	Article ~~172~~171 The Company shall have one (1) manager, a number of vice managers, who shall be appointed or dismissed by the Board of Directors. Vice manager, secretary to the Board of Directors and Chief Financial Officer shall serve as senior officers of the Company. The provisions of Article ~~139~~138 of the Articles of Association concerning loyalty to directors and the provisions of Articles ~~140~~139 (4) to (6) on diligence shall be applicable to managers and other senior officers.
Article 189 The Supervisory Committee shall be accountable to the shareholders in a general meeting, and shall exercise the following functions and powers : (1) examine regular reports prepared by the Board of Directors and propose written examination suggestions; (2) to review the Company's financial position; (3) to supervise the Directors and senior officers' acts of violation of any laws, administrative regulations and the Articles of Association when performing their duties of the Company; (4) to demand any Director or senior officer who acts in a manner which is harmful to the Company' s interest to rectify such behavior; (5) to check the financial information, such as the financial report, business report and plans for distribution of profits to be submitted by the Board of Directors to the Shareholders' General Meetings, and to authorize in the Company's name, public certified accountants and licensed auditors to assist in the re-examination of such information, should any doubt arise in respect thereof;	Article ~~189~~ 188 The Supervisory Committee shall be accountable to the shareholders in a general meeting, and shall exercise the following functions and powers : (1) examine regular reports prepared by the Board of Directors and propose written examination suggestions; (2) to review the Company's financial position; (3) to supervise the Directors, managers and other ~~and~~ senior officers' performance of their duties of the Company, and to recommend to remove those ~~acts of violation of~~violating any laws, administrative regulations ~~and~~, the Articles of Association or resolutions of the Shareholders' General Meeting~~when performing their duties of the Company~~; (4) to demand any Director or senior officer who acts in a manner which is harmful to the Company' s interest to rectify such behavior; (5) to check the financial information, such as the financial report, business report and plans for distribution of profits to be submitted by the Board of Directors to the Shareholders' General Meetings, and to authorize in the Company's name, public certified accountants and licensed auditors to assist in the re-examination of such information, should any doubt arise in respect thereof;

Existin Provision	Provisions after Amendment
(6) to propose to convene an extraordinary general meeting; (7) to submit proposals to Shareholders' General Meetings; (8) to represent the Company in negotiations with, or to initiate legal proceedings against any Director or senior officer according to the Company Law; (9) to identify unusual operation of the Company and to engage an accountancy firm, a law firm or any professional organization to investigate when necessary at the cost of the Company. (10) other functions and powers as provided by the Articles of Association. Supervisors shall attend Board meetings.	(6) to propose to convene an extraordinary general meeting, and to convene and preside over the Shareholders' General Meeting when the Board of Directors fails to perform the

Existin Provision	Provisions after Amendment
Article 210 The Company shall enter into contracts in writing with each director and supervisor in relation to their emoluments, subject to prior approval at a general meeting , which should at least include the following provisions:	Article ~~210~~ 209 The Company shall enter into contracts in writing with each director and supervisor in relation to their emoluments, subject to prior approval at a general meeting , which should at least include the following provisions:
(1) the director(s) , supervisor(s) and senior officer s undertake(s) to the Company that they will comply with the Company Law, Special Regulations, these Articles of Association, Hong Kong Codes on Takeovers and Mergers and Share Repurchases, Hong Kong Code on Share Repurchases and other rules formulated by the SEHK and agree that the Company may enjoy the remedy as provided in these Articles of Association. The contracts and their positions may not be assigned;	(1) the director(s) , supervisor(s) and senior officer s undertake(s) to the Company that they will comply with the Company Law, Special Regulations, these Articles of Association, Hong Kong Codes on Takeovers and Mergers and Share Repurchases, Hong Kong Code on Share Repurchases and other rules formulated by the SEHK and agree that the Company may enjoy the remedy as provided in these Articles of Association. The contracts and their positions may not be assigned;
(2) the directors(s), supervisors(s) and senior officers undertake(s) to the Company that they will comply with and perform their duties to the shareholders according to these Articles of Association;	(2) the directors(s), supervisors(s) and senior officers undertake(s) to the Company that they will comply with and perform their duties to the shareholders according to these Articles of Association;
(3) the arbitration provisions in Article 268 of these Articles of Association.	(3) the arbitration provisions in Article 268 of these Articles of Association.
The aforesaid emoluments shall include:	The aforesaid arbitrations shall include:
(1) the emoluments for acting as a director , supervisor or senior officer of the Company;	
(2) the emoluments for acting as a director , supervisor or senior officer of any subsidiary of the Company;	
(3) the emoluments in respect of the provision of other services in connection with the management of the Company and any of its subsidiaries;	

Existin Provision	Provisions after Amendment
(4) the payment to such a director or supervisor for compensation for his loss of office, or retirement. Except under a contract entered into in accordance with the foregoing paragraph, no proceedings may be brought by a director or supervisor against the Company for any benefits due to him in respect of the matters mentioned in this Article.	

Existin Provision	Provisions after Amendment
(3) Adjustment to profit distribution: If the Company is required to make adjustments to the profit distribution policy in line with its	

Appendix II: Details of the Amendments to the Rules of Procedures for the General Meetin of Shan hai Dazhon Public Utilities (Group) Co., Ltd.

Existin Provision	Provisions after Amendment
Article 1 The Rules of Procedures are hereby formulated in accordance with the Company Law of the People' s Republic of China ("the Company Law"), Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas ("Mandatory Provisions"), Letter about Suggestions on Amendment to Articles of Association of Companies to be Listed in Hong Kong, Rules on Shareholders' General Meetings of Listed	

Existin Provision	Provisions after Amendment
Article 2 The Company shall convene Shareholders' General Meetings in strict accordance with laws, administrative regulations, rules, normative documents, Hong Kong Listing Rules, the Articles of Association, as well as the Rules of Procedures, in order to guarantee shareholders can exercise their rights according to the law. The Board of Directors of the Company shall faithfully perform its duties and carefully organize Shareholders' General Meetings as scheduled. All the directors of the Company shall be diligent and responsible to guarantee that the shareholders' general meetings can be normally convened and legally perform its functions and powers.	Article 2 The Company shall convene Shareholders' General Meetings in strict accordance with laws, administrative regulations, rules, normative documents, Hong Kong Listing Rules, the Articles of Association, as well as the Rules ~~of Procedures~~, in order to guarantee shareholders can exercise their rights according to the law. The Board of Directors of the Company shall faithfully perform its duties and carefully organize Shareholders' General Meetings as scheduled. All the directors of the Company shall be diligent and responsible to guarantee that the shareholders' general meetings can be normally convened and legally perform its functions and powers.
Article 3 The general meetings shall include annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year and shall be held within six months from the end of the preceding financial year. Extraordinary general meetings shall be held irregularly. The Company shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances: (I) The number of directors is less than the number as stipulated in the Company Law or less than two-thirds of the number prescribed in the Articles of Association; (II) The losses of the Company which have not been made up reach one-third of the total share capital; (III) Shareholders holding not less than 10% (inclusive) of the Company's issued shares with voting rights request in writing to hold an extraordinary general meeting; (IV) Whenever the Board considers necessary; (V) When the Supervisory Committee proposes to convene a meeting;	Article 3 The general meetings shall include annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year and shall be held within six months from the end of the preceding financial year. Extraordinary general meetings shall be held irregularly. The Company shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances: (I) The number of directors is less than the number as stipulated in the Company Law or less than two-thirds of the number prescribed in the Articles of Association; (II) The losses of the Company which have not been made up reach one-third of the total share capital; (III) Shareholders holding not less than 10% (inclusive) of the Company's issued shares with voting rights request in writing to hold an extraordinary general meeting; (IV) Whenever the Board considers necessary; (V) When the Supervisory Committee proposes to convene a meeting;

Existin Provision	Provisions after Amendment
(VI) When more than half of the independent directors make a written proposal;	(VI) ~~When more than half of the independent directors make a written proposal;~~
(VII) Other circumstances as provided by laws, administrative regulations, departmental rules or the Articles of Association.	(VII) Other circumstances as provided by laws, administrative regulations, departmental rules or the Articles of Association.
Article 4 When holding a general meeting, the Company shall engage lawyers to advise on the following matters and make an announcement:	Article 4 When holding a general meeting, the Company shall engage lawyers to advise on the following matters and make an announcement:
(I) Whether the procedures for convening and holding the meeting are compliant with the laws, administrative regulations, Rules on Shareholders' General Meetings of Listed Companies, and the Articles of Association;	(I) Whether the procedures for convening and holding the meeting are compliant with the laws, administrative regulations, Rules on Shareholders' General Meetings of Listed Companies, and the Articles of Association;
(II) Whether the qualifications of the attendees and the conveners are lawful and valid;	(II) Whether the qualifications of the attendees and the conveners are lawful and valid;
(III) Whether the voting procedures and results of the meeting are lawful and valid;	(III) Whether the voting procedures and results of the meeting are lawful and valid;
(IV) Other relevant matters at the request of the Company.	(IV) Other relevant matters at the request of the Company.
Article 5 The general meeting is the top organ of power of the Company and shall exercise the following functions and powers:	Article 5 The general meeting is the ~~top~~ organ of power of the Company and shall exercise the following functions and powers:
(I) Deciding on the business policies and investment plans of the Company;	(I) Deciding on the business policies and investment plans of the Company;
(II) Electing and replacing directors and supervisors who are appointed from amongst representatives of the shareholders and deciding on matters relating to the remuneration of the directors and supervisors;	(II) Electing and replacing directors and supervisors who are appointed from amongst representatives of the shareholders and deciding on matters relating to the remuneration of the directors and supervisors;
(III) Examining and approving reports of the Board of Directors;	(III) Examining and approving reports of the Board of Directors;
(IV) Examining and approving reports of the Supervisory Committee;	(IV) Examining and approving reports of the Supervisory Committee;

Existin Provision	Provisions after Amendment
(V) Examining and approving the Company's annual financial budget and final account proposals; (VI) Examining and approving the Company's plans for profit distribution and loss make-up; (VII) Adopting resolutions on the increase or reduction of the Company's registered capital; (VIII) Adopting resolutions on the issuance of bonds of the Company; (IX) Adopting resolutions on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company; (X) Amending the Articles of Association; (XI) Adopting resolutions on the engagement or removal of engagement of accounting firms by the Company; (XII) Examining and approving guarantees required in Article 6; (XIII)	

Existin Provision	Provisions after Amendment
(XVI) Considering proposals from shareholders representing 5% (inclusive) or more of the shares in the Company with voting rights;	(XVI) Considering proposals from shareholders representing ~~5~~3% (inclusive) or more of the shares in the Company with voting rights;
(XVII) Considering other matters which are to be decided by the Shareholders' General Meetings according to the laws, administrative regulations, departmental rules, regulatory requirements of the regulatory authorities and stock exchange of the place where the Company's securities are listed, or provisions of the Articles of Association.	(XVII) Making resolutions on the Company's acquisition of its own shares due to the circumstances specified in Article 29 (1) and (2) of the Articles of Association; (XVIII) Considering other matters which are to be decided by the shareholders' general meetings according to the laws, administrative regulations, departmental rules, regulatory requirements of the regulatory authorities and stock exchange of the place where the Company's securities are listed, or provisions of the Articles of Association.
Article 8 Independent directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting. For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold such meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. Where the Board of Directors agrees to hold such a meeting, a notice of general meeting will be given within 5 days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to hold such a meeting, its reasons shall be given and an announcement will be made.	Article 8 Independent non-executive directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting. For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold such meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. Where the Board of Directors agrees to hold such a meeting, a notice of general meeting ~~will~~shall be given within 5 days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to hold such a meeting, its reasons shall be given and an announcement ~~will~~shall be made.

Existin Provision	Provisions after Amendment
Article 9 The Supervisory Committee shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting and shall make such a proposal in written form. The Board of Directors shall give a written reply on whether to agree or not to hold such meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. Where the Board of Directors agrees to hold such meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board of	

Existin Provision	Provisions after Amendment
(II) In case that the Board of Directors fails to give a notice of convening such meeting within 30 days after receipt of the aforesaid written request, the shareholders who put forward the request may convene such a meeting within 4 months after receipt of the request by the Board of Directors, and the procedures shall be the same as those for convening a general meeting by the Board of Directors where possible. The expenses reasonably incurred by shareholders in convening and holding such a meeting for the Board of Directors fails to hold such a meeting on the aforesaid request shall be borne by the Company and shall be deducted from any payment due by the Company to non-performing directors.	(II) Where the board of Directors does not agree to ~~fails to give a notice of convening such meeting~~ convene an extraordinary general meeting, or does not respond within ~~30~~10 days after receiving the receipt of the aforesaid written request, ordinary shareholders (including preferred shareholders whose voting rights have been restored) holding more than 10% of the Company's shares individually or in aggregate have the right to propose to the Supervisory Committee to convene an extraordinary general meeting, and shall submit a request to the Supervisory Committee in writing. If the Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice to convene a general meeting within 5 days upon receiving the request. Changes to the original request set out in the notice shall be subject to the consents of relevant shareholders. The failure of the Supervisory Committee to issue a notice of the shareholders' meeting within the prescribed time limit shall be deemed that the Supervisory Committee will not convene and preside over the shareholders' meeting. Ordinary shareholders (including preferred shareholders whose voting rights are restored) who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over a shareholders' meeting. ~~The expenses reasonably incurred by shareholders in convening and holding such a meeting for the Board of Directors fails to hold such a meeting on the aforesaid request shall be borne by the Company and shall be deducted from any payment due by the Company to non-performing directors.~~
Newly added provisions	Article 11 The expenses reasonably incurred by shareholders in convening and holding a meeting which the Board of Directors fails to hold such a meeting on the aforesaid request shall be borne by the Company and shall be deducted from any payment due by the Company to nonperforming directors.

Existin Provision	Provisions after Amendment
Newly added provisions	Article 12 If a shareholder decides to convene a Shareholders' General Meeting on his own, in addition to fulfilling the foregoing procedures, he shall file a record with the local office of the CSRC and stock exchange where the Company is located.
Article 11 With respect to a general meeting convened by the shareholders, the Board of Directors and the Secretary to the Board shall give cooperation. The Board of Directors shall provide the register of the shareholders as of the record date.	Article ~~11~~13 With respect to a general meeting convened by the shareholders, the Board of Directors and the Secretary to the Board shall give cooperation. The Board of Directors shall provide the register of the shareholders as of the record date.
Article 12 The content of a proposal shall be determined by general meeting, which shall have definite topics to be discussed and specific matters for resolution and shall be in compliance with laws, administrative regulations and the Articles of Association.	Article ~~12~~14 The content of a proposal shall be determined by general meeting, which shall have definite topics to be discussed and specific matters for resolution and shall be in compliance with laws, administrative regulations and the Articles of Association.
Article 13 When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholder(s) individually or jointly holding more than 5% of the Company's shares shall have the right to make proposals to the Company. Shareholder(s) individually or jointly holding more than 5% of the Company's shares may propose temporary proposals in writing to the convener 10 working days before the general meeting is convened. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal to announce the contents of the temporary proposal. Except as provided in the preceding paragraph, after sending out a notice of general meeting, the convener shall not make any amendments to the proposals included in the notice of general meeting or add any new proposals.	Article ~~13~~15 When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholder(s) individually or jointly holding more than ~~5~~3% of the Company's shares shall have the right to make proposals to the Company. Shareholder(s) individually or jointly holding more than ~~5~~3% of the Company's shares may propose temporary proposals in writing to the convener 10 working days before the general meeting is convened. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal to announce the contents of the temporary proposal. Except as provided in the preceding paragraph, after sending out a notice of general meeting, the convener shall not make any amendments to the proposals included in the notice of general meeting or add any new proposals.

Existin Provision	Provisions after Amendment
Newly added provisions	Article 18 The extraordinary general meeting shall not make resolutions on matters not specified in the notice.
Article 17 The specific place for each annual general meeting or extraordinary general meeting shall be determined by the Board of Directors and announced in accordance with the Articles of Association. The venue for a physical general meeting to be held shall be arranged. The Company shall provide internet voting for the convenience of shareholders attending the meetings. Shareholders attending a general meeting through the above means shall be deemed attending.	Article ~~17~~19 The Company's general meeting shall be held in Shanghai. The specific place for each annual general meeting or extraordinary general meeting shall be determined by the Board of Directors and announced in accordance with the Articles of Association. The venue for a physical general meeting to be held shall be arranged. The Company shall provide internet voting for the convenience of shareholders attending the meetings. Shareholders attending a general meeting through the above means shall be deemed attending.
Article 18 The notice of a general meeting shall include the followings: (I) Being in written form; (II) The time, venue and duration of the meeting; (III) The matters and proposals submitted for consideration at the meeting; (IV) Providing the shareholders with such 3nsical	

Existin Provision	Provisions after Amendment
(V) Containing a disclosure of the nature and extent of the material interests of any director, supervisor, manager or other senior officer in relation to the matters to be discussed and an explanation of the effect of the matters to be discussed on them in their capacity as shareholders so far as it is different from the effect on the interest of shareholders of the same class; (VI) Containing the full text of any special resolution to be proposed and approved at the meeting; (VII) A clear explanation in writing indicating that all shareholders are entitled to attend and vote at the general meeting, or to appoint one or more proxies in writing to attend and vote at the meeting on his or her behalf and that such proec5(ferent)-4175 07.4omfectmorreholders 1(Pr)-225(1(aft)-225(1(Pr)e)-290.1(class;)]TJ7.9-3084Tc2.8 08VI))T meeting;	

Existin Provision	Provisions after Amendment
(XI) Where a general meeting is held online or by any other means, the notice of general meeting shall specify the time and procedures of the voting online or by any other means. Details of all proposals shall be disclosed on a full and complete basis in the notice and supplementary	

Existin Provision	Provisions after Amendment
Article 19 Notice of general meeting shall be served to shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses. The address of the recipient shall be the address registered in the register of shareholders. For holders of domestic shares, a notice of general meeting may be issued in the form of an announcement. The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authorities under the State Council 45 to 50 days prior to the date the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meetings once the announcement is published. For holders of overseas-listed foreign shares, subject to the compliance with laws, administrative regulations, normative documents and relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed and relevant procedures, the notice of a general meeting may be published on the websites of the Company and the websites designated by the SEHK, or by other ways permitted under the Hong Kong Listing Rules and the Articles of Association, instead of delivery by hand or by prepaid mail to the holders of overseas-listed foreign shares.	Article ~~19~~21 Except as otherwise provided in the Articles of Association, the ~~Notice~~ notice of general meeting shall be served to shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses. The address of the recipient shall be the address registered in the register of shareholders. For holders of domestic shares, a notice of general meeting may be issued in the form of an announcement. The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authorities under the State Council ~~45 to 50 days~~ prior to the date the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meetings once the announcement is published. For holders of overseas-listed foreign shares, subject to the compliance with laws, administrative regulations, normative documents and relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed and relevant procedures, the notice of a general meeting may be published on the websites of the Company and the websites designated by the SEHK, or by other ways permitted under the Hong Kong Listing Rules and the Articles of Association, instead of delivery by hand or by prepaid mail to the holders of overseas-listed foreign shares.
Article 21 After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the	

Existin Provision	Provisions after Amendment
Article 23 All shareholders on the register of shareholders on the shareholding record date or their proxies shall be entitled to attend the general meeting. They shall vote in accordance with the provisions of the relevant laws, regulations and the Articles of Association. Shareholders may attend the general meeting in person or they may appoint proxies to attend and vote on their behalf. The instrument appointing a proxy shall be in writing under the hand of the principal or his attorney authorized in writing; where the principal is a legal person, such instrument shall be under its seal or under the hand of his director or attorney duly authorized.	Article ~~23~~25 All shareholders on the register of shareholders on the shareholding record date or their proxies shall be entitled to attend the general meeting. They shall vote in accordance with the provisions of the relevant laws, regulations and the Articles of Association. Shareholders may attend the general meeting in person or they may appoint proxies to attend and vote on their behalf. The instrument appointing a proxy shall be in writing under the hand of the principal or his attorney authorized in writing; where the principal is a legal person, such instrument shall be under its seal or under the hand of his director or attorney duly authorized.
Article 24 Individual shareholders who attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual	

Existin Provision	Provisions after Amendment
Newly added provisions	Article 27 A corporate shareholder shall appoint a legal representative or a proxy entrusted by the legal representative to attend the meeting. If a legal representative attends the meeting, he shall produce his identity card and a valid certificate proving his qualification to be a legal representative; if a proxy is entrusted to attend the meeting, the proxy shall produce his identity card, and a written power of attorney issued by the legal representative of the corporate shareholder in accordance with the law.
Article 33 The general meeting shall be convened by the Board of Directors and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to discharge or fails to discharge his/her duties, the meeting shall be convened and presided over by the vice chairman of the Board of Directors (if there are two or more vice chairmen, the one elected by more than one half of the directors shall preside over the meeting). In the event that both the chairman and vice chairman are unable to attend the meeting, a director selected by the Board of Directors shall convene and preside over the meeting. In the event that no such designation is made, one shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the presider, the attending shareholder who holds the most voting shares shall preside over the meeting. For the general meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the presider of the meeting violates the rules of procedures which results in the general meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to preside over the general meeting and the meeting shall continue.	Article ~~33~~36 The general meeting shall be convened by the Board of Directors and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to discharge or fails to discharge his/her duties, the meeting shall be convened and presided over by the vice chairman of the Board of Directors (if there are two or more vice chairmen, the one elected by more than one half of the directors shall preside over the meeting). In the event that both the chairman and vice chairman are unable to attend the meeting, a director selected by the Board of Directors shall convene and preside over the meeting. In the event that no such designation is made, one shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the presider, the attending shareholder who holds the most voting shares shall preside over the meeting. For the general meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the presider of the meeting violates the rules of procedures which results in the general meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to preside over the general meeting and the meeting shall continue.

Existin Provision	Provisions after Amendment
Newly added provisions	Article 37 The Company shall formulate the rules of procedures for the general meeting and specify in details the procedures for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principle for the authorization granted to the Board by the general meeting, and the content of authorization shall be clear and specific. The rules of procedures for the general meeting shall be appended to the Articles of Association and shall be formulated by the Board and approved by the general meeting.
Article 34 In the annual general meeting, the Board and the Supervisory Committee shall report their work for the past year to the general meeting. Each independent director shall also present a work report.	Article ~~34~~38 In the annual general meeting, the Board and the Supervisory Committee shall report their work for the past year to the general meeting. Each independent non-executive director shall also present a work report.
Article 35 Directors, supervisors, managers and other senior officers shall provide answers and explanations in response to queries and recommendations made by shareholders at the	

Existin Provision	Provisions after Amendment
Article 44 Shareholders (including proxies) shall exercise their voting rights according to the number of shares carrying voting rights they represent, with one vote for each share. Shares of the Company held by the Company itself don't carry any voting rights, and shall not be counted in the total number of shares carrying voting rights represented by shareholders attending a Shareholders' General Meeting. The Board, independent directors and shareholders who meet the relevant requirements are entitled to solicit shareholders' voting rights. Information including the specific voting intention shall be fully disclosed to shareholders from whom voting rights are being solicited. It is prohibited to solicit voting rights from shareholders by offering consideration or consideration in disguised form. The Company shall not impose any limit on the minimum shareholding in respect of the soliciting voting rights.	Article ~~44~~47 Shareholders (including proxies) shall exercise their voting rights according to the number of shares carrying voting rights they represent, with one vote for each share. Shares of the Company held by the Company itself don't carry any voting rights, and shall not be counted in the total number of shares carrying voting rights represented by shareholders attending a Shareholders' General Meeting. The Board, independent non-executive directors and shareholders who meet the relevant requirements are entitled to solicit shareholders' voting rights. Information including the specific voting intention shall be fully disclosed to shareholders from whom voting rights are being solicited. It is prohibited to solicit voting rights from shareholders by offering consideration or consideration in disguised form. The Company shall not impose any limit on the minimum shareholding in respect of the soliciting voting rights.
Article ~~45~~ When connected transactions are being considered at a Shareholders' General Meeting, the connected shareholders shall abstain from voting, and the number of shares carrying voting rights represented by them shall not be counted in the total number of valid votes; the announcement on the resolutions of a general meeting shall fully disclose the voting results of non-connected shareholders. If connected shareholders cannot abstain from voting due to special situation, the Company shall vote according to the regular procedure after soliciting the approval of authority and make detailed explanation in the announcement in relation to the resolutions at the Shareholders' General Meeting. If any shareholder shall abstain from voting on certain resolution in accordance with the listing rules of the place where the overseas-listed foreign shares are listed, or such listing rules limit any shareholder to vote in favour of or against certain resolution, the voting which violates such requirement or limitation by such shareholder or his proxy shall not be included in the voting results.	Article ~~45~~48 When connected transactions are being considered at a Shareholders' General Meeting, the connected shareholders shall abstain from voting, and the number of shares carrying voting rights represented by them shall not be counted in the total number of valid votes, the announcement on the resolutions of a general meeting shall fully disclose the voting results of non-connected shareholders. If connected shareholders cannot abstain from voting due to special situation, the Company shall vote according to the regular procedure after soliciting the approval of authority and make detailed explanation in the announcement in relation to the resolutions at the Shareholders' General Meeting. If any shareholder shall abstain from voting on certain resolution in accordance with the listing rules of the place where the overseas-listed foreign shares are listed, or such listing rules limit any shareholder to vote in favour of or against certain resolution, the voting which violates such requirement or limitation by such shareholder or his proxy shall not be included in the voting results.

Existin Provision	Provisions after Amendment
Article 48 List of director and supervisor candidates shall be submitted in the form of proposals to the Shareholders' General Meeting for voting. As to voting for the election of directors and supervisors at the general meeting, accumulative voting system may be adopted in accordance with the provisions in the Articles of Association or resolutions to be passed at the Shareholders' General Meeting. The accumulative voting system as mentioned in the preceding paragraph means that in the election of directors or supervisors at the Shareholders' General Meeting, each share carries a voting right equivalent to the number of directors or supervisors to be elected. A shareholder may concentrate the voting rights. The Board shall notify shareholders of the biography and profile of the director and supervisor candidates. Candidates for directors and supervisors of the Company are generally shareholders' representatives of the Company, senior officers of the Company or social celebrities. Directors and supervisors who are not staff representatives shall be nominated by the last term of office of the directors and the supervisors and submitted to the general meeting for voting.	Article ~~48~~5 1 List of director and supervisor candidates shall be submitted in the form of proposals to the Shareholders' General Meeting for voting. As to voting for the election of directors and supervisors at the general meeting, accumulative voting system may be adopted in accordance with the provisions in the Articles of Association or resolutions to be passed at the Shareholders' General Meeting. The accumulative voting system as mentioned in the preceding paragraph means that in the election of directors or supervisors at the Shareholders' General Meeting, each share carries a voting right equivalent to the number of directors or supervisors to be elected. A shareholder may concentrate the voting rights. The Board shall notify shareholders of the biography and profile of the director and supervisor candidates. Candidates for directors and supervisors of the Company are generally shareholders' representatives of the Company, senior officers of the Company or social celebrities. Directors and supervisors who are not staff representatives shall be nominated by the last term of office of the directors and the supervisors and submitted to the general meeting for voting. The directors who are also employee representatives shall be democratically elected by the Company's employees.
Article 54 A poll demanded on such matters as the election of presider of the meeting or the suspension of the meeting, shall be taken forthwith; A poll demanded on any other matters shall be taken at such time as the presider of the meeting may decide, and the meeting may proceed to discuss other matters, while the outcome of the poll shall still be deemed to be a resolution of that meeting.	Article ~~54~~57 A poll demanded on such matters as the election of presider of the meeting or the suspension of the meeting, shall be taken forthwith; A poll demanded on any other matters shall be taken at such time as the presider of the meeting may decide, and the meeting may proceed to discuss other matters, while the outcome of the poll shall still be deemed to be a resolution of that meeting.

Existin Provision	Provisions after Amendment
Article 55 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.	Article ~~55~~58 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.
Article 57 Before the relevant proposal is voted on at a Shareholders' General Meeting, two representatives of the shareholders shall be elected for counting the votes and scrutinizing the poll. Any shareholder who is interested in the matter under consideration and his proxy shall not take part in counting the votes or scrutinizing the poll. When the proposal is being voted on at the shareholders' general meeting, lawyers, the representatives of shareholders and representatives of supervisors shall be jointly responsible for counting the votes and scrutinizing the poll, and the voting result shall be announced at the meeting. The voting results relating to such proposed resolution	

Existin Provision	Provisions after Amendment

Existin Provision	Provisions after Amendment
Article 72 Written notices of a class meeting convened by the Company shall be dispatched 45 days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who in3 Inoefe t i n e meeetthinrgf bny3 s h a r e h odladyesrpsr i o r h o t h e d a t e osfutchhe mreeettiimgg,oreh olfieshacrfsfc l a s s a r r f y i n g v tfsuch meetin,h the Company a(y)-380.1(con)39.7(v)14.7(enl)]T notf(y)5090.1(the)5090.1(shareholders)5090.1b(y)5090.1woy days threoofspecifyingthgmatterssos consitdhemodfuthe meeting. sutchevrC,ompayn	

Existin Provision	Provisions after Amendment
Article 78 The notices and announcements mentioned herein refer to the disclosed contents in relevant information published in newspapers designated by CSRC. As for long notices or announcements, the Company may choose to make a brief disclosure of relevant contents in newspapers designated by CSRC, but the full text shall be meanwhile published on the website designated by CSRC. The supplementary notice of shareholders' general meeting mentioned herein shall be published in the same newspaper designated for publication of the notice of the meeting. Any announcement to be published to shareholders of overseas-listed foreign shares as required by the Articles of Association shall be published by the methods specified by the Hong Kong Listing Rules.	Article ~~78~~81 The notices and announcements mentioned herein refer to the disclosed contents in relevant information published in newspapers designated by CSRC. As for long notices or announcements, the Company may choose to make a brief disclosure of relevant contents in newspapers designated by CSRC, but the full text shall be meanwhile published on the website designated by CSRC. The supplementary notice of shareholders' general meeting mentioned herein shall be published in the same newspaper designated for publication of the notice of the meeting. Any announcement to be published to shareholders of overseas-listed foreign shares as required by the Articles of Association shall be published by the methods specified by the Hong Kong Listing Rules.
Article 79 The terms “above”, “below”, “within”, as stated in these Rules shall all include the given figure; the terms “exceeding”, “less than” and “more than” shall all exclude the given figure.	Article ~~79~~82 The terms “above”, “below”, “within”~~,~~ as stated in these Rules shall all include the given figure; the terms “exceeding”, “less than” and “more than” shall all exclude the given figure.
Article 80 In the absence of relevant pro96cm05 15 .1(rele)25 (v)25 (ant)-5 15 .1(pro)14.8(96cm05 15 .1(rele)25 (v)25 (a	

Appendix III: Details of the Amendments to the Rules of Procedures for the Board of Directors of Shanghai Dazhong Public Utilities (Group) Co., Ltd.

Existing Provisions	Provisions after Amendment
Article 1 The Rules are formulated in accordance with the Company Law of the People's Republic of China ("the Company Law"), the Securities Law of the People's Republic of China ("the Securities Law"), Governance Standards of Listed Companies, Rules Governing the Listing of Stocks on Shanghai Stock Exchange, Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies, Guiding Opinions on the Establishment of Independent Director System in Listed Companies, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, Letter about Suggestions on Amendment to Articles of Association of Companies to be Listed in Hong Kong, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, Articles of Association of Shanghai Dazhong Public Utilities (Group) Co., Ltd. ("Articles of Association"), and other relevant laws, rules, regulations and normative documents, and in combination with actual situations of the Company, for the purpose of regulating the rules of procedure and d275ao-se	

Existin Provisions	Provisions after Amendment
Article 3 The Board of Directors shall exercise the following functions and powers in accordance with relevant laws, regulations and Articles of Association, as well as the functions and powers entrusted by the shareholders' general meeting:	Article 3 The Board of Directors shall exercise the following functions and powers in accordance with relevant laws, regulations and Articles of Association, as well as the functions and powers entrusted by the shareholders' general meeting:
(I) To convene shareholders' general meetings and report on its work to the shareholders in general meetings;	(I) To convene shareholders' general meetings and report on its work to the shareholders in general meetings;
(II) To implement resolutions adopted by the shareholders in general meetings;	(II) To implement resolutions adopted by the shareholders in general meetings;
(III) To determine the Company's business plans and investment proposals;	(III) To determine the Company's business plans and investment proposals;
(IV) To formulate the Company's preliminary and final annual financial budgets;	(IV) To formulate the Company's preliminary and final annual financial budgets;
(V) To formulate the Company's profit distribution proposal and loss recovery proposal;	(V) To formulate the Company's profit distribution proposal and loss recovery proposal;
(VI) To formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other securities and listing;	(VI) To formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other securities and listing;
(VII) To formulate plans for important mergers and acquisition of the shares of the Company, the acquisition of the Company's stocks consolidation, division, dissolution or change of the form of the Company;	(VII) To formulate plans for important mergers and acquisition of the shares of the Company due to the circumstances specified in Article 29 (1) of the Articles of Association, consolidation, division, dissolution or change of the form of the Company;
(VIII) To determine, to the extent authorized by the Shareholders' General Meeting, on such matters as the external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted banking and connected transactions of the Company;	(VIII) To determine, to the extent authorized by the Shareholders' General Meeting, on such matters as the external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted banking and connected transactions of the Company;

Existin Provisions	Provisions after Amendment
(IX) To decide on the Company's internal management structure; (X) To appoint or remove the Company's general manager or Secretary to the Board, and, based on the recommendations of the general manager, to appoint or remove the vice manager(s) and other senior officers such as CFO and decide on their remuneration; (XI) To formulate the Company's basic management system; (XII) To formulate proposals for any amendment of the	y'sy'ssociJ.982405 9.68864.27845 44.4787T025 713c(T)3n

Existin Provisions	Provisions after Amendment
(XVI) To exercise any other functions and powers stipulated by the laws, regulations, department rules or the Articles of Association, or conferred by the shareholders' general meeting. Other than the Board of Directors' resolutions in respect of the matters specified in items (6), (7) and (12) of this Article which shall be passed by the affirmative vote of more than two-thirds of all Directors, the Board of Directors' resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of all the Directors.	(XVI) To make plans for the Company's acquisition of its own shares due to the circumstances specified in Article 29 (3), (5), and (6) of the Articles of Association; (XVII) To exercise any other functions and powers stipulated by the laws, administrative regulations, department rules or the Articles of Association~~, or conferred by the shareholders' general meeting~~. Other than the Board of Directors' resolutions in respect of the matters specified in items (6), (7) and (12) of this Article and otherwise stipulated by the laws, administrative regulations and the Articles of Association which shall be passed by the affirmative vote of more than two-thirds of all Directors, the Board of Directors' resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of all the Directors.
Article 4 The meetings of the Board of Directors shall be divided into regular meetings and extraordinary meetings. The meetings may be convened in the form of on-site meeting or cx meeting.s-290.1(of)-290.1(ahe)-290.1(Doard)-490.1(of)-290.1(airectors))	

Existin Provisions	Provisions after Amendment
Article 12 If the chairman of the Board of Directors	

Existin Provisions	Provisions after Amendment
Article 14 Independent 7hrectors shall not be absent from the meeting or entrust other 7hrectors to attend the meeting for three consecutive times.	Article 14 If the independent non-executive 7hrectors 7o not attend the board meetings in person for three consecutive times, the board of 7hrectors shall request the shareholders' general meeting to replace them.~~Independent 7hrectors shall not be absent from the meeting or entrust other 7hrectors to attend the meeting for three consecutive times.~~
Article 15 Members of the Supervisory Committee, the secretary to the Board of Dhrectors, representatives of securities affairs, and the general managers who are not 7hrectors shall be present at the meetings of the Board of Dhrectors, and other senior officers and relevant personnel shall be also present at the meetings of the Board of Dhrectors when necessary.	Article 15 Members of the Supervisory Committee, the secretary to the Board of Dhrectors, representatives of securities affairs, and the ~~general~~ managers who are not 7hrectors shall be present at the meetings of the Board of Dhrectors, and other senior officers and relevant personnel shall be also present at the meetings of the Board of Dhrectors when necessary.
Article 17 Where two or more independent 7hrectors 7eem that the materials are inadequate or the demonstration is not clear, they may jointly propose to the Board of Dhrectors in writing to postpone the meeting of the Board of Dhrectors or the deliberation, and the Board of Dhrectors shall adopt their proposal.	Article 17 Where two or more independent non-executive 7hrectors 7eem that the materials are inadequate or the 7emonstration is not clear, they may jointly propose to the Board of Dhrectors in writing to postpone the meeting of the Board of Dhrectors or the deliberation, and the Board of Dhrectors shall adopt their proposal.
Article 18 The proposals to the meetings of the Board of Dhrectors shall be respectively submitted by the specialized committees of the Board of Dhrectors, the management and 7hrectors to the Secretary to the Board or representatives of securities affairs as per their respective responsibilities or powers.	Article 18 The proposals to the meetings of the Board of Dhrectors shall be respectively submitted by the specialized committees of the Board of Dhrectors, the management and 7hrectors to the Board as per their respective responsibilities or powers, and the Secretary to the Board ~~or~~and representatives of securities affairs shall be responsible for collecting these proposals~~ as per their respective responsibilities or powers~~.

Existin Provisions	Provisions after Amendment
Article 19 The meeting proposals shall comply with following conditions:	Article 19 The meeting proposals shall comply with following conditions:
(I) The contents shall not conflict with the laws, regulations and the Articles of Association, and shall fall into the business scope of the Company and the limits of functions and powers of the Board of Directors;	(I) The contents shall not conflict with the laws, regulations and the Articles of Association, and shall fall into the business scope of the Company and the limits of functions and powers of the Board of Directors;
(II) The connected transaction with a total subject amount exceeding RMB3 million and 5% of the latest audited net assets value of the Company, or other connected transactions that shall be considered and approved by the Board of Directors and /or the shareholders' general meeting in accordance with the rules of the stock exchange governing the listing of securities of the place where the Company's securities are listed, shall be regarded as the proposal to the Board of Directors upon recognition by independent directors;	(II) The connected transaction with a total subject amount exceeding RMB3 million and 5% of the latest audited net assets value of the Company, or other connected transactions that shall be considered and approved by the Board of Directors and /or the shareholders' general meeting in accordance with the rules of the stock exchange governing the listing of securities of the place where the Company's securities are listed, shall be regarded as the proposal to the Board of Directors upon recognition by independent <u>non-executive</u> directors;
(III) Having definite topics to be discussed and specific matters for resolution;	(III) Having definite topics to be discussed and specific matters for resolution;
(IV) Submitted and delivered to the Secretary to the Board or representatives of securities affairs in writing;	(IV) Submitted and delivered to the Secretary to the Board or representatives of securities affairs in writing;
(V) Proposals approved by all the directors present at the meeting to be considered during the meeting of the Board of Directors.	(V) Proposals approved by all the directors present at the meeting to be considered during the meeting of the Board of Directors.
(VI) Delivered ten working days (exclusive of the date of convening) before the meeting is convened.	~~(VI) Delivered ten working days (exclusive of the date of convening) before the meeting is convened.~~

Existin Provisions	Provisions after Amendment
Article 20 The Secretary to the Board and representatives of securities affairs shall review the proposals following the principle of relevance and procedure. The proposals complying with the preceding paragraph shall be submitted to the Board of Directors for deliberation and resolution. (I) Relevance. The Secretary to the Board and representatives of securities affairs shall review the proposals. The proposals with direct relationship with the Company and within the scope of functions and powers of the Board of Directors as stipulated in laws, regulations and the Articles of Association shall be submitted to the Board of Directors for discussion. The proposals that don't comply with aforesaid requirements will not be submitted to the Board of Directors for discussion. (II) Procedures. The Secretary to the Board and representatives of securities affairs may make decisions on procedures related to the proposal. The separate or consolidated voting of a proposal shall obtain the consent of the former submitter of the proposal; should the former submitter disagree with the change, the meeting presider may submit the procedural problem to the Board of Directors for decision-making and the proposal shall be deliberated as per the procedures decided by the Board of Directors.	Article 20 The Secretary to the Board and representatives of securities affairs shall review the proposals following the principle of relevance and procedure. The proposals complying with the preceding paragraph shall be submitted to the Board of Directors for deliberation and resolution. (I) Relevance. The Secretary to the Board and representatives of securities affairs shall review the proposals. The proposals with direct relationship with the Company and within the scope of functions and powers of the Board of Directors as stipulated in laws, regulations and the Articles of Association shall be submitted to the Board of Directors for discussion. The proposals that don't comply with aforesaid requirements will not be submitted top wio0ctDirectors

Existin Provisions	Provisions after Amendment
Article 22 The meeting of the Board of Directors shall be held with the attendance of more than 1/2 of the directors. Directors shall be the persons attending the meetings of the Board of Directors, and present at the meetings shall be directors, general managers of the Company that are not directors, Secretary to the Board and representatives of the securities affairs. When needs arise, the Board of Directors may invite other relevant personnel to be present at the meeting. Attendees with multiple identities shall make a prior announcement of their identities.	Article 22 The meeting of the Board of Directors shall be held with the attendance of more than half ~~1/2~~ of the directors. Directors shall be the persons attending the meetings of the Board of Directors, and present at the meetings shall be ~~directors, general~~ managers of the Company that are not directors, Secretary to the Board and representatives of the securities affairs. When needs arise, the Board of Directors may invite other relevant personnel to be present at the meeting. Attendees with multiple identities shall make a prior announcement of their identities. Each Director shall have one (1) vote. An ordinary resolution of the Board of Directors shall be passed by more than half of the members of the Board of Directors. Special resolutions of the Board of Directors and those under Article 148 of the Articles of Association shall be passed by more than two thirds of all Directors. To make resolutions on guarantees within the authority of 304.724E3t.5r73.6(of)-383.5r7esity two

Existin Provisions	Provisions after Amendment
Article 23 Following matters shall be discussed by the Board of Directors to pass resolutions, and then submitted to the shareholders' general meeting for deliberation and resolution:	Article 23 Following matters shall be discussed by the Board of Directors to pass resolutions, and then submitted to the shareholders' general meeting for deliberation and resolution:
(I) The Company' s business plans and investment proposals;	(I) The Company' s business plans and investment proposals;
(II) Electing and replacing directors, and matters relating to the remuneration of the directors and supervisors;	(II) Electing and replacing directors, and matters relating to the remuneration of the directors and supervisors;
(III) Reports made by the Board of Directors of the Company;	(III) ~~Reports made by the Board of Directors of the Company;~~
(IV) The Company's preliminary and final annual financial budgets;	~~(IV)~~ The Company's preliminary and final annual financial budgets;
(V) The Company's plans for profit distribution and loss make-up;	~~(V)~~(IV) The Company's plans for profit distribution and loss make-up;
(VI) The Company's plans for the increase or reduction of its registered capital;	(V) The Company's increases or decreases of its registered capital, issues bonds or other securities, and listing programs;
(VII) Plans for issuance of bonds of the Company;	(VI) ~~The Company's plans for the increase or reduction of its registered capital~~;
(VIII) Plans for the merger, division, dissolution, liquidation and asset restructuring of the Company;	~~(VII) Plans for issuance of bonds of the Company;~~
(IX) Proposals for any amendment of the Articles of Association;	~~(VIII) Plans for the merger, division, dissolution, liquidation and asset restructuring of the Company;~~ Plans for significant acquisitions of the Company, the acquisition of the Company's stocks due to the circumstances specified in Article 29 (1) of the Articles of Association, consolidation, division, dissolution or change of the form of the Company
(X) Plans for engagement or removal of accounting firms by the Company;	~~(IX)~~(VII) Proposals for any amendment of the Articles of Association;
	~~(X)~~(VIII) Plans for engagement or removal of accounting firms by the Company;

Existin Provisions	Provisions after Amendment
(XI) Proposals by shareholders holding more than 5% of the Company's issued shares with voting	

Existin Provisions	Provisions after Amendment
(V) To listen to the work reports made by the general manager of the Company;	(V) To make plans for the Company's acquisition of its own shares due to the circumstances specified in Article 29 (3), (5), and (6) of the Articles of Association;~~To listen to the work reports made by the general manager of the Company;~~
(VI) The plan for the information disclosure of the Company;	(VI) The plan for the information disclosure of the Company;
(VII) The plan for the explanations given in connection with the qualified audit opinion issued by the registered accountant on the financial report of the Company at the Shareholders' General Meeting;	(VII) The plan for the explanations given in connection with the qualified audit opinion issued by the registered accountant on the financial report of the Company at the Shareholders' General Meeting;
(VIII) The connected transaction with a total amount ranging from RMB3 million to RMB30 million and 0.5% -5% of the latest audited net assets value of the Company, except connected transactions that shall be considered and approved by the shareholders' general meeting in accordance with the rules of the stock exchange governing the listing of securities of the place where the Company's securities are listed;	(VIII) Other proposals stipulated by the laws, regulations or the Articles of Association, or authorized by the shareholders' general meeting;
(IX) Other proposals stipulated by the laws, regulations or the Articles of Association, or authorized by the shareholders' general meeting.	(~~VIII~~IX) The connected transaction with a total amount ranging from RMB3 million to RMB30 million and 0.5% -5% of the latest audited net assets value of the Company, except connected transactions that shall be considered and approved by the shareholders' general meeting in accordance with the rules of the stock exchange governing the listing of securities of the place where the Company's securities are listed.~~;~~ ~~(IX) Other proposals stipulated by the laws, regulations or the Articles of Association, or authorized by the shareholders' general meeting.~~

Existin Provisions	Provisions after Amendment
Article 30 Where there are direct or indirect connected relations between directors or their employers and the existing or planned contracts, transactions or arrangements of the Company (other than an employment contract), the nature and extent of the connected relations shall be declared to the Board of Directors at the earliest opportunity, whether or not the relevant issues shall be subject to	

Existin Provisions	Provisions after Amendment
Article 31 The director with interested relations with the proposal of the Board of Directors shall not participate in the voting, or included into the quorum. The directors deemed unable to discharge his duties in accordance with the Articles of Association are not entitled to vote on various proposals before they are replaced by the shareholders' general meeting. Directors automatically disqualified in accordance with the law are not entitled to vote. Where a director fails to attend a meeting of the Board of Directors, and has not appointed another director to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.	Article 31 The director with interested relations with the proposal of the Board of Directors shall not participate in the voting, or included into the quorum. The directors deemed unable to discharge his duties in accordance with the Articles of Association are not entitled to vote on various proposals before they are replaced by the shareholders' general meeting. Directors automatically disqualified in accordance with the law are not entitled to vote. Where a director fails to attend a meeting of the Board of Directors, and has not appointed another director to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.
Article 34 Written resolutions shall be formed at the meetings of the Board of Directors. Attending directors shall sign the resolutions of the Board of Directors, and be liable for such resolutions. If a resolution of the Board of Directors violates laws, regulations or the Articles of Association, and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was being voted , which was recorded in the minutes of the meeting , such director shall be released from such liability.	Article 34 Written resolutions shall be formed at the meetings of the Board of Directors. Attending directors shall sign the resolutions of the Board of Directors, and be liable for such resolutions. If a resolution of the Board of Directors violates laws, regulations or the Articles of Association, and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was being voted , which was recorded in the minutes of the meeting , such director shall be released from such liability.
Article 35 Minutes shall be taken at the meetings of the Board of Directors. Directors, the Secretary to the Board and recorders who attend the meeting shall sign the minutes of the meeting. Attending directors shall have the right to request for an explanation of their comments made at the meetings to be noted in the minutes.	Article 35 Minutes shall be taken at the meetings of the Board of Directors. Directors, the Secretary to the Board and recorders who attend the meeting shall sign the minutes of the meeting. Attending directors shall have the right to request for an explanation of their comments made at the meetings minutes to be noted in the minutes.

Existin Provisions	Provisions after Amendment
Article 36 The minutes of the meetings of the Board of Directors shall include following contents: (I) Session, time, venue and convening mode of the meeting, and name of the convener and presider; (II) Names of attending directors, and names of directors (proxies) entrusted to attend the meeting; (III) Agenda of the meeting; (IV) Essentials of speeches delivered by directors; (V) Way of voting and result thereof with respect of each matter to be deliberated (the number of votes for, against or waiver shall be stated in the voting result).	

Existin Provisions	Provisions after Amendment
Article 1 The Rules are formulated in accordance with the Company Law of the People' s Republic of China ("the "Company Law"), the Securities Law of the People's Republic of China ("the "Securities Law"), Rules Governing the Listing of Stocks on Shanghai Stock Exchange, Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations"), Governance Standards of Listed Companies, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, Letter about Suggestions on Amendment to Articles of Association of Companies to be Listed in Hong Kong, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, Articles of Association of Shanghai Dazhong Public Utilities (Group) Co., Ltd. ("Articles of Association"), and other relevant laws, rules, regulations and normative documents, and in combination with actual situations of the Company, for the purpose of regulating the rules of procedure and acts of the Supervisory Committee, and guaranteeing the fair, just and efficient performance of function of supervision by the Supervisory Committee.	Article 1 The Rules are formulated in accordance with the Company Law of the People' s Republic of China ("the "Company Law"), the Securities Law of the People's Republic of China ("the "Securities Law"), Rules Governing the Listing of Stocks on Shanghai Stock Exchange, Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations"), Governance Standards of Listed Companies, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, Letter about Suggestions on Amendment to Articles of Association of Companies to be Listed in Hong Kong, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, Articles of Association of Shanghai Dazhong Public Utilities (Group) Co., Ltd. ("Articles of Association"), and other relevant laws, rules, regulations and normative documents, and in combination with actual situations of the Company, for the purpose of regulating the rules of procedure and acts of the Supervisory Committee, and guaranteeing the fair, just and efficient performance of function of supervision by the Supervisory Committee.
Chapter Two Functions and Powers of the Supervisory Committee Article 2 The Company shall have a Supervisory Committee. The Supervisory Committee shall be accountable to all shareholders. It shall supervise the legality and compliance of financial accounting and performance of duties and responsibilities by the Company's directors, managers and other senior officers, and safeguard the legitimate rights and interests of the Company and its shareholders.	**Chapter Two Functions and Powers of the Supervisory Committee** Article 2 The Company shall have a Supervisory Committee. The Supervisory Committee shall be accountable to all shareholders. It shall supervise the legality and compliance of financial accounting and performance of duties and responsibilities by the Company's directors, managers and other senior officers, and safeguard the legitimate rights and interests of the Company and its shareholders. The Supervisory Committee has a chairman and may have a vice-chairman.

Existin Provisions	Provisions after Amendment

Existin Provisions	Provisions after Amendment
(VII) To submit proposals to Shareholders' General Meetings; (VIII) To represent the Company in negotiations with, or to initiate legal proceedings against any directors according to the Company Law; (IX) To identify unusual operation of the Company and to engage an accountancy firm, a law firm or any professional organization to investigate when necessary at the cost of the Company; (X) Other functions and powers as provided by the Articles of Association.	(VII) To submit proposals to Shareholders' General Meetings; (VIII) To ~~represent the Company in negotiations with, or to~~ initiate legal proceedings against any directors and senior officers according to Article 151 of the Company Law; (IX) To identify unusual operation of the Company and to engage an accountancy firm, a law firm or any professional organization to investigate when necessary at the cost of the Company; (X) Other functions and powers as provided by the Articles of Association. Supervisors may attend board meetings.
Newly added provisions	Article 4 While reporting the situation to the board of directors and shareholders meeting, the Supervisory Committee may report the situation directly to the securities supervision agency and other relevant departments.
Chapter Three Type and Convenin of Meetin s Article 4 The method for conducting business is the meeting of the Supervisory Committee. The meetings of the Supervisory Committee shall be divided into regular meetings and extraordinary meetings. The meetings may be convened in the form of on-site meeting or communication voting (unless specially specified, the meetings of the Supervisory Committee include the extraordinary meetings of the Supervisory Committee).	**Chapter Three ~~Type and Convenin of Meetin s~~ Procedures for Convenin Meetin s and Notice of the Supervisory Committee** ~~Article 4~~Article 5 ~~The method for conducting business is the meeting of the Supervisory Committee.~~ The meetings of the Supervisory Committee shall be divided into regular meetings and extraordinary meetings. The meetings may be convened in the form of on-site meeting or communication voting (unless specially specified, the meetings of the Supervisory Committee include the extraordinary meetings of the Supervisory Committee).

Existin Provisions	Provisions after Amendment
Article 5 The Supervisory Committee shall convene a meeting every 6 months, which shall be convened by the chairman of Supervisory Committee. The number of times and specific time of the meetings of the Supervisory Committee shall be decided by the chairman of the Supervisory Committee.	~~Article 5~~ Article 6 The Supervisory Committee shall convene a meeting every 6 months, which shall be convened by the chairman of Supervisory Committee, and a notice shall be sent to all supervisors and attendees in writing 14 days before the meeting. Under special circumstances, it may be less than 10 days, but no later than two days before the meeting is held.~~ The number of times and specific time of the meetings of the Supervisory Committee shall be decided by the chairman of the Supervisory Committee.~~
Article 6 A supervisor may propose to convene an extraordinary meeting of the Supervisory Committee. A written notice shall be served to all the supervisors at least ten days before the proposed date of the meeting. The directors, managers, other senior officers, internal and external auditors may be asked when necessary to attend the meeting to answer relevant questions.	Deleted
Article 7 In case of any of the following circumstances, the chairman of the Supervisory Committee shall convene an extraordinary meeting of the Supervisory Committee within three working days (except special occasions): (I) The Company has financial violations against relevant regulations and false financial accounting information, and refuses to make correction when requested; (II) The Board of Directors refuses to take corresponding measures when required where the directors, managers and other senior officers' acts when performing their duties of the Company violate any laws, regulations and the Articles of Association; (III) The directors, managers and other senior officer of the Company refuse to make correction as required where their acts are harmful to the Company's interest.	Article 7 In case of any of the following circumstances, the chairman of the Supervisory Committee shall convene an extraordinary meeting of the Supervisory Committee within ~~three working~~ten days (except special occasions): (I) Whenever the chairman of the Supervisory Committee considers necessary; (II) When more than two-thirds of the supervisors jointly propose; (III) The Company has financial violations against relevant regulations and false financial accounting information, and refuses to make correction when requested; (IV~~I~~) The Board of Directors refuses to take corresponding measures when required where the directors, managers and other senior officers' acts when performing their duties of the Company violate any laws, regulations and the Articles of Association;

Existin Provisions	Provisions after Amendment
	(IV) the convener and moderator of the meeting, the proposer of the extraordinary meeting and its written proposals; (V) necessary meeting materials for the supervisors to vote; (VI) the requirements that supervisors should attend in person or entrust other supervisors to attend the meeting on their behalf; (VII) the date of notification; (VIIIV) Name and telephone number of the conference contact person.
Newly added provisions	Article 12 The Supervisory Committee meeting shall be convened and chaired by the Chairman of the Supervisory Committee.
Newly added provisions	Article 13 When the chairman of the Supervisory Committee is unable to or does not perform his duties, the chairman of the Supervisory Committee shall designate a supervisor to convene and preside over it. When the chairman of the Supervisory Committee does not designate a candidate, more than half of the supervisors shall nominate one supervisor to convene and preside over the meeting of the Supervisory Committee.
Newly added provisions	Article 14 The Supervisory Committee meeting

Existin Provisions	Provisions after Amendment
Newly added provisions	Article 15 The Supervisory Committee may require the Company's directors, managers and other senior

Existin Provisions	Provisions after Amendment
Newly added provisions	Article 22 Persons attending the meetings of the Supervisory Committee and other participants shall not interfere in the agenda of the Supervisory Committee. They do not participate in the discussion and voting at the formal meeting of the Supervisory Committee, and can express their opinions and suggestions at the informal meeting of the Supervisory Committee for reference when the supervisors make decisions.
Article 13 Resolutions to be adopted at the meeting of the Supervisory Committee shall be voted by open ballot or a show of hands. Each supervisor shall have one vote.	~~Article 13~~Article 23 Resolutions to be adopted at the meeting of the Supervisory Committee shall be voted by open ballot ~~or a show of hands~~. Each supervisor shall have one vote. The resolution of the Supervisory Committee must be passed by more than half of all the supervisors in office.
Article 14 Attendees that are not supervisors shall not participate in the voting.	Deleted
Newly added provisions	Article 24 A resolution shall be formed after passing the vote at the Supervisory Committee meeting.
Newly added provisions	**Chapter Six Resolutions and Minutes at the Supervisory Committee Meetin** Article 25 The Supervisory Committee shall form a written resolution for the meeting, which shall be signed by the supervisors in presence. The supervisors shall be liable for the resolutions of the Supervisory Committee. If a resolution of the Supervisory Committee violates the laws, administrative regulations or the Articles of Association, and the Company suffers serious losses as a result thereof, the supervisors who participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a supervisor expressly objected to the resolution when the resolution was being voted, and that such objection was recorded in the minutes of the meeting, such supervisor shall be released from such liability.

Existin Provisions	Provisions after Amendment
Newly added provisions	**Chapter Seven Information Disclosure** Article 29 After the resolution of the meeting of the Supervisory Committee is formed, the Supervisory Committee of the Company shall comply with relevant national laws, regulations, regulatory documents and relevant requirements of the securities regulatory agency and stock exchange where the Company's shares are listed to perform its information disclosure obligations.
Newly added provisions	Article 30 According to the requirements of laws, regulations and the Company's Articles of Association, the matters discussed and resolved on the Supervisory Committee meeting shall be disclosed as internal matters before being disclosed to the public. Besides directors and supervisors, other persons shall sign confidentiality commitments.
Article 17 Supervisors shall sign the minutes of the meetings of the Supervisory Committee, and be liable for the resolutions of the Supervisory Committee. If a resolution of the Supervisory Committee violates laws, regulations or the Articles of Association, and the Company suffers serious losses as a result thereof, the supervisors who participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a supervisor expressly objected to the resolution when the resolution was being voted, which was recorded in the minutes of the meeting , such supervisor shall be 290.10h2o suchintial6D.4(bjects.-Tf4.0-18.8-2.075 Tm(Articl4)-5 318icl4)-5 39.5 (l4)-5 31.6(th4)	

Existin Provisions	Provisions after Amendment
Article 19 When the Supervisory Committee reflects relevant situations to the Board of Directors and shareholders' general meeting, it may directly report the situations to the securities regulatory authority and other relevant departments.	Deleted
Chapter Six Scope of Deliberation Article 20 The meetings of the Supervisory Committee shall discuss following matters: (I) To review the Company's financial position; (II) To supervise the directors, managers and other senior officers' acts of violation of any laws, administrative regulations and the Articles of Association when performing their duties of the Company; (III) To demand any directors, managers and other senior officers who act in a manner which is harmful to the Company' s interest to rectify such behaviour, and report to the shareholders' general meeting or competent national authority when necessary; (IV) To propose to convene an extraordinary general meeting or an extraordinary meeting of the Board of Directors; (V) To represent the Company in negotiations with, or to initiate legal proceedings against any directors; (VI) Other matters stipulated by the Articles of Association or authorized by shareholders' general meeting.	Deleted

Existin Provisions	Provisions after Amendment
Article 22 The notices of meetings of the Supervisory Committee shall be delivered to all the supervisors 10 days before the meeting is convened, and the notices of extraordinary meetings of the Supervisory Committee shall be delivered to all the supervisors three working days before the meeting is convened (except for special circumstances).	Deleted
Article 23 The Supervisory Committee shall notify in writing the senior officers of the Company, internal auditors and external auditors that are required to attend the meeting three days before the meeting of the Supervisory Committee is convened.	Deleted
Article 24 Where the meeting of the Supervisory Committee cannot be convened as scheduled, an announcement shall be made to specify the reason.	Deleted
Chapter Ei ht Presider of the Meetin Article 25 The meetings of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable to perform his/her duties for special reasons, he/ she should appoint one supervisor to convene and chair the meeting. If the chairman did not appoint any one,	

Existin Provisions	Provisions after Amendment
Chapter Ten Meetin Discipline Article 28 According to the Articles of Association, failure of a supervisor to attend the meeting in person for two consecutive times without entrusting another supervisor to attend the meeting on his behalf shall be deemed as failure to perform his duties. Under such circumstances, the Supervisory Committee shall put forward a proposal at the shareholders' general meeting or to workers conference to replace such supervisor.	Deleted
Article 29 Without the consent of informed shareholders' general meeting, supervisors and attendees shall not disclose any confidential information related to the Company acquired during their tenure. Without the consent of the Supervisory Committee, the contents and resolutions of the meetings of the Supervisory Committee shall not be divulged.	~~Article 29~~Article 31 Without the consent of informed shareholders' general meeting, supervisors and attendees shall not disclose any confidential information related to the Company acquired during their tenure. Without the consent of the Supervisory Committee, the contents and resolutions of the meetings of the Supervisory Committee shall not be divulged.
Article 30 Attendees shall abide by the discipline of the meeting: (I) Appear at the meeting on time and be seated as arranged; (II) Deliver concise and brief speeches related to the proposals; (III) Attend the meeting with adequate time and energy; (IV) Consciously maintain the discipline and normal order of the meeting.	Deleted

Existin Provisions	Provisions after Amendment
Chapter Eleven Supplementary Rules Article 31 In case of any contradiction between the matter not stipulated herein and the Rules, laws,	