The Board also proposed (a) the appointment of Mr. Wang Baoping as an executive Director of the eleventh session of the Board; and (b) the appointment of Ms. Qu Jia and Mr. Jin Yongsheng as non-executive Directors of the eleventh session of the Board .

Ms. Yu Min and Mr. Zhuang Jianhao will retire from their current positions both as executive Director and they will not seek re-election at the 2019 AGM. Mr. Li Songhua and Mr. Cheung Yip Sang will retire from their current positions both as non-executive director and they will not seek re-election at the 2019 AGM. Mr. Chan Wing Kin will retire from his current position as non-executive director and member of the Strategic Development Committee and will not seek re-election at the 2019 AGM. Mr. Yao Cho Fai Andrew will retire from his current position as independent non-executive director, and the position as Chairman of the Nomination Committee and member of the Audit Committee and the Remuneration and Appraisal Committee, and will not seek re-election at the 2019 AGM. Mr. Wang Hongxiang will retire from his current position as independent non-executive director and the position as Chairman of the Audit Committee, and will not seek re-election at the 2019 AGM.

2. PROPOSED RE-ELECTION AND APPOINTMENTS OF MEMBERS OF THE ELEVENTH SESSION OF THE SUPERVISORY COMMITTEE AND RETIREMENT OF SUPERVISORS

The Supervisory Committee proposed the re-election of Ms. Zhao Siyuan as Supervisor of the eleventh session of the Supervisory Committee. The Supervisory Committee also proposed the appointment of Mr. Zhuang Jianhao (executive Director of the tenth session of the Board) as Supervisor of the eleventh session of the Supervisory Committee. Mr. Yang Jicai will retire from her current position as Supervisor and will not seek re-election at the 2019 AGM. The employee congress of the Company has elected Ms. Zhao Fei as the employee representative Supervisor of the eleventh session of the Supervisory Committee.

3. CIRCULAR

A circular, containing, among others, further details regarding the proposed appointments of members of the eleventh session of the Board, the proposed appointments of members of the eleventh session of the Supervisory Committee and a notice of the 2019 AGM will be dispatched to the Shareholders as soon as practicable.

1. PROPOSED RE-ELECTION AND APPOINTMENTS OF MEMBERS OF THE ELEVENTH SESSION OF THE BOARD AND RETIREMENT OF DIRECTORS

Whereas the term of office of the tenth session of the board of directors (the "**Board**") of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the "**Company**") will expire in May 2020 (or until the conclusion of the 2019 AGM at which members of the new session of the Board and Supervisory Committee will be elected), the Board proposed that the eleventh session of the Board will consist of nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors.

The nomination committee of the Board has proposed with respect to the proposed composition of the members of the eleventh session of the Board and proposed to the Board (a) the re-election of Mr. Yang Guoping, Mr. Liang Jiawei and Mr. Yang Weibiao as executive Directors of the eleventh session of the Board; and (b) the re-election of Mr. Wang Kaiguo, Mr. Chow Siu Lui and Mr. Liu Zhengdong as independent non-executive Directors of the eleventh session of the Board. In addition, the nomination committee of the Board also proposed to the Board (a) the appointment of Mr. Wang Baoping ("**Mr. Wang**") as an executive Director of the eleventh session of the Board; and (b) the appointment of Ms. Qu Jia ("**Ms. Qu**") and Mr. Jin Yongsheng ("**Mr. Jin**") as non-executive Directors of the eleventh session of the Board ("**Re-election and Appointment of Directors**").

After considering the proposed composition of the members of the eleventh session of the Board proposed by the nomination committee of the Board, the Board proposed the Re-election and Appointment of Directors. The proposed composition of the eleventh session of the Board is in compliance with the requirements of the Articles of Association, the applicable laws, regulations and the Listing Rules and also meets the needs of the Company.

Their biographical details are set out as follows:

(i) Mr. Yang Guoping – executive Directors

Mr. Yang Guoping (楊國平), aged 63, joined our Company in January 1992 and was appointed as the chairman of the Board and a Director of our Company on January 1, 1992. Mr. Yang is the chairman of the Strategic Development Committee and a member of the Nomination Committee and the Remuneration and Appraisal Committee. He also held positions in various listed companies, including Dazhong Transportation (Group) Co., Ltd.* (大眾交通(集團)股份有限公司) (listed on Shanghai Stock Exchange, stock code: A Shares: 600611; B Shares: 900903), Shanghai Jiaoda Onlly Co., Ltd. (上海交大昂立股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600530), Shanghai Jiao Yun Group Co., Ltd. (上海交運集團股份有限公司) (listed on Shanghai Stock Exchange; stock code: 600676), Songz Automobile Air Conditioning Co., Ltd. (上海加冷松芝汽車空調股份有限公司) (listed on Shenzhen Stock Exchange, stock code: 002454), Nanjiang Public Utilities Development Co., Ltd. (南京公用發展股份有限公司) (formerly known as Nanjing Zhongbei Group Co., Ltd. (南京中北（集團）股份有限公司) (listed on Shenzhen Stock Exchange, stock code: 000421), Shanghai Shentong Metro Group Co., Ltd. (上海申通地鐵股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600834), and Bright Real Estate Group Co., Ltd. (光明房地產集團股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600708). Mr. Yang is now the director of Shanghai Dazhong Business Management Co., Ltd.* (上海大眾企業管理有限公司) (the Company's shareholder), the chairman of Shanghai Dazhong Gas Co., Ltd.* (上海大眾燃氣有限公司) and the vice chairman of Shenzhen Capital Group Co., Ltd.* (深圳市創新投資集團有限公司). Mr. Yang was granted the title of senior economist by Shanghai Expertise Qualification Review Committee, Economics Series (Sphere of Production) (上海市經濟系列（生產領域）高級專業技術職務任職資格評審委員會) in April 1995. Mr. Yang is currently the council executive director (理事會常務理事) of China Association for Public Companies (中國上市公司協會) and council vice president (理事會副會長) of the Listed Companies Association of Shanghai (上海上市公司協會). He is also the honorary president of the seventh Shanghai Youth Entrepreneurs Association (上海市青年企業家協會), vice chairman of the eighth commission of Shanghai Youth Federation (上海市青年聯合會) and vice president of China Taxicab and Livery Association (中國出租汽車暨汽車租賃協會). Mr. Yang is also the president (理事長) of the Shanghai Association of Micro-credit (上海小額貸款公司協會). Mr. Yang was accredited as one of the top ten national outstanding young entrepreneurs (全國十大傑出青年企業家) by the Central Communist Youth League Organisation Department (共青團中央

(ii) Mr. Liang Jiawei – executive Directors

Mr. Liang Jiawei (梁嘉瑋), aged 46, joined the Company in September 2000 and was appointed as a Director of the Company on July 28, 2015. Mr. Liang is a member of the Strategic Development Committee of the Company. He has been the chief executive officer of the Company since June 2015 and used to serve as the manager of investment and development department of the Company from January 2006 to June 2016, secretary to the Board of the Company from April 2008 to June 2015 and vice general manager of the Company from April 2014 to June 2015. Mr. Liang used to be the vice chairman of Shanghai Dazhong Financial Leasing Co., Ltd.* (上海大眾融資租賃有限公司) from December 2014 to December 2017. Mr. Liang has been the director of Dazhong Transportation (Group) Co., Ltd.* (大眾交通(集團)股份有限公司) (listed on Shanghai Stock Exchange, stock code: A Shares: 600611; B Shares: 900903) since April 2016. Mr. Liang is currently the executive vice president (legal representative) of The Listed Companies Association of Shanghai (樗 駪畋筸爝褞鑞譙螰髡矽髯饘闥娀

(iii) Mr. Wang Baoping – Executive Director

Mr. Wang Baoping, aged 60. He had an internship as a construction worker in the construction workshop of Yangshupu Gas Plant since August 1981, and served as deputy secretary of the Youth League Committee before leaving in November 1983. From November 1983 to October 1992, he served as deputy secretary and secretary of the Youth League Committee and deputy chief of the Metering Energy Section of Shanghai Gas Company. From October 1992 to June 1997, Mr. Wang served as general manager of Shanghai Gas Industrial Corporation* (上海煤氣實業總公司). From June 1997 to May 2004, he served as deputy general manager and general manager of Shanghai Gas Sales Group Co., Ltd.* (上煤銷售赸酊킇犉公司) successively. From June 2004 to May 2015, he served as chairman, party secretary and general manager of Shanghai Gas N7rx0.6(Les)-263.7(N7rx0.6/F31u-361.(Les
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(v) Ms. Qu Jia – Non-executive Director

Ms. Qu Jia, aged 44. From July 1998 to March 2000, she served as Executive Officer, head of the Youth League Committee and secretary of Party Committee of Shanghai Petroleum and Natural Gas Co., Ltd.* (上海石油天然氣有限公司) She held several positions in Shenergy (Group) Co., Ltd.* (申能（集團）有限公司) from March 2002 to September 2017, including deputy secretary of the Youth League Committee, director of the Party Office, secretary of the Youth League Committee, deputy director of the Party Office, deputy director (acting) of the Party Office and director of the Party Office. Ms. Qu has served as secretary of Discipline Inspection Committee and manager of Human Resources Department of Shanghai Gas (Group) Co., Ltd.* (上海燃氣（集團）有限公司) since September 2017. She obtained a degree in economics from East China Normal University in July 1998, and obtained a Master degree in world economics from the International Business School of East China Normal University in January 2005. Ms. Qu is qualified as a senior political engineer in China and an economist in China.

(vi) Mr. Jin Yongsheng – Non-executive Director

(vii) Mr. Wang Kaiguo – Independent Non-executive Director

Mr. Wang Kaiguo (王開國), aged 60, was appointed as an independent non-executive Director of the Company on May 25, 2017. He is currently the president of PE Association of Shanghai (上海股權投資協會) and the vice president (副理事長) of Shanghai Financial Association (上海金融業聯會). Mr. Wang worked successively as deputy head of application department (應用科室), chief of division of politics and laws, department of policies and regulations (政策法規司政法處) and deputy director of Research Institute of Administrative Bureau of State- owned Property (國家國有資產管理局科研所) from July 1990 to February 1995. He also served successively and/or simultaneously as deputy general manager, general manager, chairman of board of directors, secretary of party group (黨組書記) and secretary of party committee (黨委書記) of Haitong Securities Limited (海通證券有限公司) from February 1995 to December 2001. Mr. Wang served as chairman of board of directors and secretary of party committee (黨委書記) of Haitong Securities Company Limited (海通證券股份有限公司) from December 2001 to July 2016. Mr. Wang served as an independent director of Shanghai Chlor-Alkali Chemical Co., Ltd. (上海氯鹼化工股份有限公司) (listed on Shanghai Stock Exchange, stock code: 600618) from December 2009 to December 2014. Mr. Wang is now the chairman of Shanghai Zhongping

(viii) Mr. Chow Siu Lui – Independent Non-executive Director

Mr. Chow Siu Lui (鄒小磊), aged 59, joined our Company and was appointed as an independent non-executive Director of our Company in April 2016. Mr. Chow has served as managing director of private equity team and is currently a partner of VMS Investment Group Limited (鼎佩投資集團有限公司) since April 2012. Mr. Chow has been the independent non-executive director of NWS Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 00659) from March 2012 to June 2012, Kong Shum Union Property Management (Holding) Limited (listed on the Hong Kong Stock Exchange, stock code: 8181) from February 2015 to October 2015, Fullshare Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 00607) since December 2013, Genertec Universal Medical Group Co., Ltd. (listed on the Hong Kong Stock Exchange, stock code: 2666) since June 2015, Sinco Pharmaceuticals Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 6833) since September 2015, Futong Technology Development Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 00465) since December 2016, China Everbright Greentech Limited (listed on the Hong Kong Stock Exchange, stock code: 01257) since May 2017, China Tobacco International (HK) Company Limited (listed on the Hong Kong Stock Exchange, stock code: 06055) since June 2016, Global Cord Blood Corporation (listed on the New York Stock Exchange, stock code: CO) since November 2019, and the non-executive director of Renrui Human Resources Technology Holdings Limited (listed on the Hong Kong Stock Exchange, stock code: 06919) since December 2019. Mr. Chow obtained his qualification as a fellow of the Association of Chartered Certified Accountants (英國特許公認會計師公會) in July 1991, the Hong Kong Institute of Certified Public Accountants (香港會計師公會) ("**HKICPA**") in December 1993, the Hong Kong Institute of Chartered Secretaries (香港特許秘書公會) ("**HKICS**") in 2009, and the Institute of Chartered Secretaries and Administrators (英國特許秘書及行政人員公會) in 2009. Mr. Chow was appointed as the chairman of the mainland development strategies advisory panel and a member of the registration and practicing committee of the HKICPA for the year 2016 in February 2016 (he currently still serves as the chairman of the mainland development strategies advisory panel). Mr. Chow was appointed as a council member and chairman of audit committee of the HKICS in December 2015. Mr. Chow currently serves as a member of the investment management committee of the HKICS. He obtained a professional diploma in accountancy from Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1983.

When proposing the re-election of independent non-executive Directors, the Board has taken into account a number of factors pursuant to the diversity policy of the Board, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, to achieve the diversity of board members. The Board believes that the educational background, professional experience and cultural background of the independent non-executive Directors proposed to be re-elected contribute to the diversity of the Board. In addition,

Ms. Yu Min and Mr. Zhuang Jianhao will retire from their current positions both as executive Director and they will not seek re-election at the 2019 AGM. Mr. Li Songhua and Mr. Cheung Yip Sang will retire from their current positions both as non-executive director and they will not seek re-election at the 2019 AGM. Mr. Chan Wing Kin will retire from his current position as non-executive director and the position as member of the Strategic Development Committee and will not seek re-election at the 2019 AGM. Mr. Yao Cho Fai Andrew will retire from his current position as independent non-executive director, and the position as Chairman of the Nomination Committee and member of the Audit Committee and the Remuneration and Appraisal Committee, and will not seek re-election at the 2019 AGM. Mr. Wang Hongxiang will retire from his current position as independent non-executive director and the position as Chairman of the Audit Committee, and will not seek re-election at the 2019 AGM. Each of Ms. Yu Min, Mr. Zhuang Jianhao, Mr. Chan Wing Kin, Mr. Li Songhua, Mr. Cheung Yip Sang, Mr. Yao Cho Fai Andrew and Mr. Wang Hongxiang confirmed that he/she has no disagreement with the Company and there is no matter relating to his/her retirement that needs to be brought to the attention of Shareholders. The Board hereby expresses its gratitude to him/her for his/her valuable contributions during their term of office.

According to the Articles of Association and relevant laws and regulations of the PRC, the effectiveness of directors' nominations is subject to the approval of the Shareholders at the 2019 AGM. Upon approval by the Shareholders of the relevant resolutions at the 2019 AGM, the composition of the proposed eleventh session of the Board shall be as follows:

Executive Directors	**Non-executive Directors**	**Independent non-executive Directors**
Mr. Yang Guoping	Ms. Qu Jia	Mr. Wang Kaiguo
Mr. Liang Jiawei	Mr. Jin Yongsheng	Mr. Chow Siu Lui
Mr. Wang Baoping		Mr. Liu Zhengdong
Mr. Yang Weibiao		

2. PROPOSED RE-ELECTION AND APPOINTMENTS OF MEMBERS OF THE ELEVENTH SESSION OF THE SUPERVISORY COMMITTEE AND RETIREMENT OF SUPERVISORS

Whereas the term of office of the tenth session of the supervisory committee of the Company (the "**Supervisory Committee**") will expire in May 2020 (or until the conclusion of the forthcoming 2019 AGM at which members of the new session of the Board and the Supervisory Committee will be elected).

The Supervisory Committee proposed the re-election of Ms. Zhao Siyuan as supervisors of the eleventh session of the Supervisory Committee, and submitted such proposal of reelection to the Shareholders for consideration and approval at the 2019 AGM.

The Supervisory Committee also proposed to appoint Mr. Zhuang Jianhao (executive Director of the tenth session of the Board) as supervisors of the eleventh session of the Supervisory Committee.

The employee congress of the Company has elected Ms. Zhao Fei as the employee representative Supervisor of the eleventh session of the Supervisory Committee.

Their biographical details are set out as follows:

(i) Ms. Zhao Siyuan — Supervisor

Ms. Zhao Siyuan (趙思淵), aged 48, joined our Company in April 2014 and was appointed as a Supervisor of the Company in April 2014. Ms. Zhao has been the manager of legal department from July 1993 to August 2008, secretary to the board since August 2008 and director and vice general manager since May 2015 of Dazhong Transportation (Group) Co., Ltd.* (大眾交通(集團)股份有限公司) (listed on the Shanghai Stock Exchange, A shares: 600611, B shares: 900903) and the chairperson of Shanghai Dazhong Business Management Co., Ltd.* (上海大眾企業管理有限公司) (the Company's shareholder) since June 2019. Ms. Zhao is accredited as excellent secretary to the board (優秀董事會秘書) by the Listed Companies Association of Shanghai (上海上市公司協會) in May 2015. Ms. Zhao obtained a bachelor's degree in law from Shanghai University (上海大學) in July 1993.

(ii) Mr. Zhuang Jianhao－Supervisor

Mr. Zhuang Jianhao (莊建浩), aged 58, joined the Company in January 2002 and served in various positions responsible for technology and management of gas supply business sector of the Company. He was the assistant to chief executive officer from January 2002 to April 2008, a former Director from May 2002 to May 2003, a vice general manager from May 2002 to April 2008, and the chief technology officer from April 2008 to April 2014. Mr. Zhuang was re-appointed as a Director and vice general manager of the Company in April 2014. Mr. Zhuang is now the director and vice general manager of Shanghai Dazhong Gas Co., Ltd.* (

Save as the disclosed above in relation to the biographical details of Ms. Zhao Siyuan (being the director and vice general manager of Dazhong Transportation (Group) Co., Ltd.* (大眾交通(集團)股份有限公司)), Mr. Zhuang Jianhao and Ms. Zhao Fei (being the supervisor of Shanghai Seari Intelligent System Co., Ltd. (上海電科智能系統股份有限公司) , which is a subsidiary of the Company), each of them confirmed that (1) he/she does not hold any position in the Company or any of the subsidiaries of the Company, or hold any director or supervisor position in any other listed public companies during last three years; (2) he/she does not have any relationship with any other Directors, Supervisors or senior management or substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (3) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement.

In addition, there is no other information in relation to Ms. Zhao Siyuan, Mr. Zhuang Jianhao and Ms. Zhao Fei which is disclosable pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders of the Company in respect of the proposed appointment and employee congress's election of the Supervisors.

The eleventh session of the Supervisory Committee will consist of Ms. Zhao Siyuan and Mr. Zhuang Jianhao and Ms. Zhao Fei as employee representative supervisor elected at the employee congress of the Company.

Mr. Yang Jicai will retire from his current position as Supervisor and will not seek re-election. He confirmed that he has no disagreement with the Company and there is no matter relating to his retirement that needs to be brought to the attention of Shareholders.

3. CIRCULAR

A circular containing, among other things, further details regarding the proposed appointments of members of the eleventh session of the Board, the proposed appointments of members of the eleventh session of the Supervisory Committee and a notice of the 2019 AGM will be dispatched to the Shareholders as soon as practicable.

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

Shanghai, the People's Republic of China
March 30, 2020

A [illegible], C. [illegible] M. AG G [illegible], M. LIA G J[illegible], M. [illegible] M[illegible], M. [illegible] H A G J[illegible] M. A G [illegible]; [illegible]-[illegible] C. [illegible] M. CHA [illegible] K[illegible], M. LI [illegible] M. CHE G [illegible]; [illegible]-[illegible] C. [illegible] M. A G K[illegible], M. A C. F[illegible] A[illegible], M. CH [illegible] L., M. A G H[illegible] M. LI [illegible].

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