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)

PROXY FORM FOR THE 2016 ANNUAL GENERAL MEETING

I/We *(note 1)* ______________________________ of *(note 2)* ______________________________

being holder(s) of ______________ H shares in Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the "**Company**") *(note 3)*, as shareholder(s) of the Company, **hereby appoint** *(note 4)* the chairman of the meeting or ______________________________

of ______________________________

as as my/our proxy to attend and act for me/us at the 2016 annual general meeting of the Company or any adjourned meeting(s) (the "**AGM**") thereof to be held at Multi-Function Hall, 3/F, Jimao Hotel, 1525 Zhongshan West Road, Shanghai, People's Republic of China ("**PRC**") on Thursday, 25 May 2017 at 1:30 p.m. and to vote for me/us on my/our behalf at such meeting in respect of the resolutions set out in the Notice of the AGM, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 20 April 2017.

ORDINARY RESOLUTIONS *(note 5)*		**FOR** *(note 6)*	**AGAINST** *(note 6)*	**ABSTAIN** *(note 6)*
1	Work Report of the Board of Directors for the Year 2016			
2	Work Report of the Board of Supervisors for the Year 2016			
3	Work Report of the General Manager for the Year 2016			
4	Final Financial Report for the Year 2016 and the Financial Budget Report for the Year 2017			
5	Profit Distribution Plan for the Year 2016			
6	Resolution on Ordinary Related Party Transactions of the Company for the Year 2017			
6.01	Shanghai Dazhong Gas Co. Ltd.* (上海大眾燃氣有限公司), a subsidiary of the Company, procure natural gas business and lease office premises from Shanghai Gas (Group) Co., Ltd.* (上海燃氣(集團)有限公司), the second largest shareholder of the Company			
6.02	The company lease office premises from Shanghai Dazhong Building Co., Ltd.*(上海大眾大廈有限責任公司)			
7	Resolutions on the Application of Credit Facilities of the Company and the Provision of Guarantees for External Financing of Controlled Subsidiary by the Company			
8	Election of Executive Directors of the Tenth Session of the Board of Directors			
8.01	Election of Mr. Yang Guoping as an Executive Director of the Tenth Session of the Board of Directors			
8.02	Election of Mr. Liang Jiawei as an Executive Director of the Tenth Session of the Board of Directors			
8.03	Election of Ms. Yu Min as an Executive Director of the Tenth Session of the Board of Directors			
8.04	Election of Mr. Zhuang Jianhao as an Executive Director of the Tenth Session of the Board of Directors			
8.05	Election of Mr. Yang Weibiao as an Executive Director of the Tenth Session of the Board of Directors			
9	Election of Non-executive Directors of the Tenth Session of the Board of Directors			
9.01	Election of Mr. Chan Wing Kin as a Non-Executive Director of the Tenth Session of the Board of Directors			
9.02	Election of Mr. Li Songhua as a Non-Executive Director of the Tenth Session of the Board of Directors			
9.03	Election of Mr. Cheung Yip Sang as a Non-Executive Director of the Tenth Session of the Board of Directors			

ORDINARY RESOLUTIONS (note 5)		FOR (note 6)	AGAINST (note 6)	ABSTAIN (note 6)
10	Election of Independent Non-Executive Directors of the Tenth Session of the Board of Directors			
10.01	Election of Mr. Wang Kaiguo as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
10.02	Election of Mr. Yao Cho Fai Andrew as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
10.03	Election of Mr. Chow Siu Lui as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
10.04	Election of Mr. Wang Hongxiang as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
10.05	Election of Mr. Liu Zhengdong as an Independent Non-Executive Director of the Tenth Session of the Board of Directors			
11	Election of Supervisors of the Tenth Session of the Board of Supervisors			
11.01	Election of Mr. Yang Jicai as a Supervisor of the Tenth Session of the Board of Supervisors			
11.02	Election of Ms. Zhao Siyuan as a Supervisor of the Tenth Session of the Board of Supervisors			
12	Resolution on the Re-appointment of the Domestic Audit Firm and Internal Control Audit Firm for the Company for the year 2017			
13	Resolution on the Appointment of the Overseas Audit Firm for the Company for the year 2017			
SPECIAL RESOLUTION (note 5)		**FOR** (note 6)	**AGAINST** (note 6)	**ABSTAIN** (note 6)
14	Resolution on the Amendments on the Articles of Association and Change on Industrial and Commercial Registration			

Date: ________________________ 2017 Signature (note 7) ________________________

Notes:

1. Please insert your full name(s) (Chinese and English) as recorded in the share register of the Company in **BLOCK CAPITALS**.
2. Please insert your address as recorded in the share register of the Company in **BLOCK CAPITALS**.
3. Please write out the number of shareholders corresponding to the proxy form. If the number is not specified in the proxy form, it shall be regarded that this Proxy Form represents all Company shares registered under your name.
4. If a proxy other than the chairman of the meeting is preferred, please cross out the words "**the chairman of the meeting or**" and insert the full name(s) and address(es) of the proxy(ies) desired in the space provided. Any shareholder entitled to attend and vote is entitled to appoint one or more persons (whether such person is a shareholder of the Company or not) as his/her proxy(ies) to attend and vote on his/her behalf. In the case of joint shareholders, any shareholder may sign the proxy form(s). The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register of members in respect of the joint shareholding.
5. An ordinary resolution shall be passed by votes representing at least 1/2 of the voting rights held by the shareholders (including proxies thereof) attending the AGM. A special resolution shall be passed by votes representing at least two-thirds of the voting rights held by the shareholders (including proxies thereof) attending the AGM.
6. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "**FOR**". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "**AGAINST**". IF YOU WISH TO VOTE ABSTAINED THE RESOLUTION, TICK THE BOX MARKED "**ABSTAIN**". The votes abstained will be counted towards the total vote count. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Any alteration of this proxy form must be initialed by the person who signs this proxy form.
7. The appointment of a proxy must be in writing by using this form. This proxy form must be signed under the hand of the appointer or his/her attorney duly authorized in writing ("**Power of Attorney**"). Where the Power of Attorney is signed on behalf of the relevant shareholder by an attorney, such Power of Attorney or other relevant authorization documents (if any) thereof must be notarized. For a corporate shareholder, such Power of Attorney must be affixed with the common seal or signed by its director or attorney duly authorized.
8. For H shareholder(s), this proxy form shall only be valid if it is returned to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM in person or by mail. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of AGM. Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM if you so wish.
9. An individual shareholder attending the AGM in person shall present his identification card or other document or certification of identification. A proxy attending the AGM on behalf of a shareholder shall present his identification card and the Power of Attorney signed by the appointer or his representative with the issue date. A corporate shareholder shall attend the AGM by its legal representative or his nominee. A legal representative attending the AGM shall present his identification card and document which can certify his capacity as a legal representative. A nominee attending the AGM shall present his identification card and the letter of attorney signed by the legal representative.

* *For identification purpose only*