



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 2018 ANNUAL GENERAL MEETING

I/We ^(note 1) _____ of ^(note 2) _____

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

as my/our proxy to attend and act for me/us at the 2018 annual general meeting of the Company or any adjourned meeting(s) (the "AGM") thereof to be held at 3/F, Dazhong Building, 1515 Zhongshan West Road, Shanghai, People's Republic of China on Wednesday, 12 June 2019 at 2:00 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 to be dispatched on 25 April 2019.

ORDINARY RESOLUTIONS ^(note 5)		FOR ^(note 6)	AGAINST ^(note 6)	ABSTAIN ^(note 6)
1.	Work report of the board of directors of the Company for the year 2018			
2.	Work report of the board of supervisors of the Company for the year 2018			
3.	Final financial report for the year 2018 and the financial budget report for the year 2019			
4.	Profit distribution proposal for the year 2018			
5.	Resolution on the estimated ongoing ordinary related party transactions of the Company for the year 2019			
6.	Resolution on the application of bank credit facilities of the Company and its subsidiaries			
7.	Resolution on the proposal of the provision of guarantee for controlled subsidiaries with respect to their external financing			
8.	Resolution on the proposal for the Company and its subsidiaries to use idle funds for entrusted financing for the year 2019			
9.	Resolution on the re-appointment of the domestic audit firm and internal control audit firm for the Company for the year 2019			
10.	Resolution on the re-appointment of the overseas audit firm for the Company for the year 2019			
11.	Resolution on the proposed registration and issuance of super short-term commercial papers and short-term commercial papers			
12.	Resolution on the proposed registration and issuance of mid-term notes			
13.	Resolution on the proposed change in use of proceeds			
SPECIAL RESOLUTION ^(note 5)		FOR ^(note 6)	AGAINST ^(note 6)	ABSTAIN ^(note 6)
14.	Resolution on the amendments on the articles of association of the Company and the change on industrial and commercial registration			

Date: _____ 2019

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 shares under your name 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 $\frac{1}{2}$ 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” OR INSERT THE NUMBER OF H SHARES HELD BY YOU. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST” OR INSERT THE NUMBER OF H SHARES HELD BY YOU. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK THE BOX MARKED “ABSTAIN” OR INSERT THE NUMBER OF H SHARES HELD BY YOU. 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 Company’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 (being Tuesday, 11 June 2019 at 2:00 p.m.) 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 purposes only*