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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)**

## **NOTICE OF 2024 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that 2024 annual general meeting (“AGM”) of Shanghai Dazhong Public Utilities (Group) Co., Ltd (the “**Company**”) will be held at Berlin Hall, 3rd Floor, Xujiahui Center Intercity Hotel, 1515 Zhongshan West Road, Xuhui District, Shanghai, PRC on Friday, 13 June 2025 at 2:00 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

### **ORDINARY RESOLUTIONS**

1. Work Report of the Board for the year 2024.
2. Work Report of the Supervisory Committee for the year 2024.
3. Final Financial Report for the year 2024 and the Financial Budget Report for the year 2025 of the Company.
4. Profit Distribution Proposal of the Company for the year 2024.
5. Resolution on the Estimated Ordinary Related Party Transactions of the Company for the year 2025:
  - 5.01 Ordinary related-party transactions of purchase of natural gas by subsidiaries of the Company, Shanghai Dazhong Gas and Nantong Dazhong Gas, etc., from Shanghai Gas.
  - 5.02 Ordinary related-party transactions of purchase of goods, services and labor services by the Company and its subsidiaries from Dazhong Business Management and its subsidiaries.

\* For identification purpose only

- 5.03 Ordinary related-party transactions of purchase of goods, services and labor services by a subsidiary of the Company, Shanghai Dazhong Gas from Shanghai Gas and its subsidiaries.
- 5.04 Ordinary related-party transactions of sale of goods and provision of services and labor services by subsidiaries of the Company, Shanghai Dazhong Gas and Dazhong Logistics to Shanghai Gas and its subsidiaries.
- 5.05 Ordinary related-party transactions of sale of goods and provision of services and labor services by subsidiaries of the Company, Shanghai Dazhong Gas and Dazhong Logistics to a shareholder of the Company, Shanghai Gas Group and its subsidiaries.
- 5.06 Ordinary related-party transactions of leasing of real properties by Company and its subsidiaries from Dazhong Transportation and its subsidiaries.
- 5.07 Ordinary related-party transactions of leasing of real properties from a subsidiary of the Company, Shanghai Dazhong Gas from Shanghai Gas and its subsidiaries.
- 5.08 Ordinary related-party transactions in which a subsidiary of the Company conducts financial leasing and factoring business with Dazhong Business Management and its subsidiaries.
6. Resolution on the Application for Bank Credit Facilities of the Company for the year 2025.
7. Resolution on the Provision of Guarantee by the Company for Controlled Subsidiaries for the year 2025.
8. Resolution on the Use of Idle Funds for Cash Management of the Company.
9. Resolution on Proposed Registration and Issue of Super & Short-term Commercial Paper and Short-term Commercial Paper by the Company.
10. Resolution on Proposed Registration and Issue of Medium-term Notes by the Company.
11. Resolution on the Re-appointment of the Domestic Audit Firm and Internal Control Audit Firm of the Company for the year 2025.
12. Resolution on the Re-appointment of the Overseas Audit Firm of the Company for the year 2025.
13. Resolution on the Proposed Appointment of Non-executive Director.
14. Resolution on Remuneration Policy for Directors and Senior Executives.

15. Resolution on Revising the Rules and Regulations of Independent Non-executive Directors.

### **SPECIAL RESOLUTIONS**

16. Resolution on Amendments to the Articles of Association and Filing and Registration of Change.
17. Resolution on Amendments to the Rules of Procedure of the General Meeting.
18. Resolution on Amendments to the Rules of Procedure of the Board of Directors.

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

Shanghai, the People's Republic of China  
16 May 2025

*As at the date of this notice, the executive Directors are Mr. YANG Guoping, Mr. LIANG Jiawei and Mr. WANG Baoping; the non-executive Directors are Mr. JIN Yongsheng and Mr. SHI Pingyang; and the independent non-executive Directors are Mr. JIANG Guofang, Ms. LI Yingqi, Mr. LIU Feng and Mr. YANG Ping.*

*Notes:*

1. In order to determine the Shareholders eligible to attend the AGM, the register of members of the Company for H Shares will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025, both days inclusive, during which no transfer of shares will be registered. Only H Shareholders whose names appear on the register of members of the Company for H Shares on Tuesday, 10 June 2025 or their proxies or duly authorized corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 9 June 2025.
2. All Shareholders are entitled to attend the AGM. The Shareholders may fill in the form of proxy of the Company to appoint one or more persons as their representatives to attend the AGM and vote at the meeting. Representatives are not required to be the Shareholders of the Company.
3. The appointment of a proxy must be in writing. The 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.
4. For H Shareholder(s), the 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 (i.e. no later than 2:00 p.m. on Thursday, 12 June 2025) 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 return of the proxy form will not preclude you from attending and voting in person at the AGM if you so wish.
5. An individual Shareholder attending the AGM in person shall present his identification card or other document or certification of identification or share account card. 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.
6. The AGM (or any adjournment thereof) is expected to last no more than one day. Shareholders or their proxies who attend the AGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
7. The date of registration for H Shareholder(s) who are entitled to attend the AGM is Tuesday, 10 June 2025.

8. The contact person for matters relating to the AGM of the Company:

CAO Jing

Tel No.: (86) 21 6428 0679

Fax No.: (86) 21 6428 8727

The address of the Company's H share registrar Computershare Hong Kong Investor Services Limited is:

Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Tel No.: (852) 2862 8555

Fax No.: (852) 2865 0990

9. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will ask to vote on all resolutions proposed at the AGM by way of registered poll in accordance with the Article 89 of the articles of association of the Company.
10. Resolutions to small and medium Shareholders for separate counting: 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14.
11. Resolutions involving related Shareholders who shall abstain from voting are: 5.02, 5.05, 5.08. Names of related Shareholders who shall abstain from voting are Shanghai Dazhong Business Management Co., Ltd and Shanghai Gas (Group) Co., Ltd.
12. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as defined in the circulate of the Company published on 16 May 2025.