Shanghai Dazhong Public Utilities (Group) Co., Ltd.
(the "Company")

PROCEDURES OR SHAREHOLDERS TO PROPOSE A PERSON OR ELECTION AS A DIRECTOR O THE COMPANY (A "DIRECTOR")

The following proced res appl to shareholder(s) of the Compan (the **Shareholder(s)**) who, after having received notice of a general meeting of the Compan , wish to propose a person for election as a Director. These proced res are s bject to the Compan 's Articles of Association and other applicable reg lations and r les:

1. According to Article 79 of the Compan 's Articles of Association, when the Compan convenes a general meeting, the shareholder(s) individ all and jointl holding more than 5% of the Compan 's shares have the right to propose resol tions to the Compan . Shareholder(s) individ all or jointl holding more than 5% of the Compan 's shares ma propose interim resol tions in writing to the convener(s) 10 working da s before the general meeting is convened. The convener(s) shall iss e a s pplementar notice of the general meeting within 2 da s after receiving the resol tions to anno nce the contents of the special resol tions.

2. P rs ant to the Article 110 of the Articles of Association, Candidates for Directors and S pervisors of the Compan are generall shareholders' representatives of the Compan , senior officer of the Compan or social celebrities. Directors and S pervisors who are not staff representatives shall be nominated b the last term of office of the Directors and the S pervisors and s bmitted to the general meeting for a poll.

3. If a Shareholder (other than the person to be proposed), who is d l q alified to attend and vote at a general meeting convened, wishes to propose a person (other than a retiring Director) for election as a Director at that general meeting, he/she shall give a written notice to the Compan at 8/F, Dazhong B ilding, 1515 Zhongshan West Road, Shanghai, PRC.

4. The written notice shall specif (i) the intention of s ch Shareholder to propose s ch person for election as a Director; and (ii) the contact information and personal information of the nominated candidate as req ired nder R le 13.51(2) of the R les Governing the Listing of Sec rities on The Stock Exchange of Hong Kong Limited (**Listing Rules**) and be signed b the nominating Shareholder and the nominated candidate indicating his/her willingness to be elected as a Director and consent to the p blication of his/her personal information.

5. Pursuant to the Article 138 of the Articles of Association, written notices of intent to nominate candidates for Directors and indication of consent to such nomination shall be given to the Company seven days prior to the general meeting. The Company shall permit no less than seven 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.

6. Upon receipt of the above notice from a Shareholder after publication of the notice of general meeting, the Company shall, prior to the general meeting, publish an announcement or issue a supplementary circular disclosing the personal information of the nominated candidate for Director pursuant to Rule 13.51(2) of the Listing Rules.