*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 23 November, 2016 (the "**Prospectus**") issued by Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (the "**Company**").*

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the H Shares thereby offered.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the "**U.S. Securities Act**") or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.*

*In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited as stabilizing manager (the "**Stabilizing Manager**"), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on 28 December, 2016, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.

* *For identification purpose only*

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)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	**:**	**478,940,000 H Shares (comprising 435,400,000 H Shares to be offered by our Company and 43,540,000 Sale Shares to be sold by the Selling Shareholders, subject to the Over-allotment Option)**
Number of International Offer Shares	**:**	**431,046,000 H Shares (subject to adjustment and the Over-allotment Option)**
Number of Hong Kong Public Offer Shares	**:**	**47,894,000 H Shares (subject to adjustment)**
Maximum Offer Price	**:**	**HK$4.25 per H Share (payable in full on application, plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, and subject to refund)**
Nominal Value	**:**	**RMB1.00 per H Share**
Stock Code	**:**	**1635**

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

CICC 中金香港证券　　海通國際 HAITONG

(in alphabetical order)

Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager

光大證券 EBS INTERNATIONAL

Joint Bookrunners and Joint Lead Managers

招銀国际 CMB INTERNATIONAL　　BOC INTERNATIONAL　　CMS 招商证券

* *For identification purpose only*

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Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.eipo.com.hk) in relation to the WHITE Form eIPO. A ▯
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Bank of China (Hong Kong) Limited

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Standard Chartered Bank (Hong Kong) Limited

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Shanghai Dazhong Public Utilities (Group) Co., Ltd.
Yang Guoping
Chairman

, 23 , 2016

As of the date of this announcement, the Board of Directors comprises Mr. YANG Guoping, Mr. ZHONG Jinxing, Mr. LIANG Jiawei, Ms. YU Min, Mr. YANG Jicai and Mr. ZHUANG Jianhao as executive Directors; Mr. LI Songhua as non-executive Director; and Mr. CAI Jianmin, Mr. CHOW Siu Lui, Mr. YAN Xuehai and Mr. YAO Cho Fai Andrew as independent non-executive Directors.