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 limited 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[1] _____ [2] _____

being the registered holder(s) of _____ H shares/Domestic Shares of Public Utilities (Group) Co., Ltd. (the "Company")[3], hereby appoint[4] _____

as my/our proxy to attend and vote for me/us on my/our behalf at the 2016 annual general meeting (the "AGM") of the Company to be held at Meeting Room 3/F, Jin Jiang Hotel, 1525 Yan An Road West, Shanghai, the People's Republic of China ("PRC") on Tuesday, 25 May 2017 at 1:30 p.m. and at any adjournment thereof. In the absence of any direction, my/our proxy may vote as he/she thinks fit at the AGM, or at any adjournment thereof, or abstain from voting. Unless otherwise defined, terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated 20 April 2017.

ORDINARY RESOLUTIONS[5]		FOR[6]	AGAINST[6]	ABSTAIN[6]
1	To consider and approve the Report of the Board of Directors for the year 2016			
2	To consider and approve the Report of the Supervisory Committee for the year 2016			
3	To consider and approve the Report of the General Manager for the year 2016			
4	To consider and approve the Final Financial Report for the year 2016 and the Financial Budget Report for the year 2017			
5	To consider and approve the Profit Distribution Plan for the year 2016			
6	To consider and approve the Resolution on the Provision of Guarantees for Subsidiaries for the year 2017			
6.01	To consider and approve the Guarantee Agreement to be entered into between Shanghai Gas (Group) Co., Ltd.* (上海燃氣(集團)有限公司), its subsidiaries and Shanghai Gas (Group) Co., Ltd.* (上海燃氣(集團)有限公司), and to authorise any Director to sign the relevant agreement			
6.02	To consider and approve the Guarantee Agreement to be entered into between Shanghai Dazhong Public Utilities (Group) Co., Ltd.*(上海大眾公用事業(集團)股份有限公司) and its subsidiaries			
7	To consider and approve the Resolution on the Application for Financial Derivatives Trading Business by the Company and its Subsidiaries			
8	To consider and approve the Resolution on the Election of Non-independent Directors of the Tenth Session of the Board of Directors			
8.01	To consider and approve the Election of Mr. Gu Jianguo as a Non-independent Director of the Tenth Session of the Board of Directors			
8.02	To consider and approve the Election of Mr. Lu Jiwei as a Non-independent Director of the Tenth Session of the Board of Directors			
8.03	To consider and approve the Election of Ms. Mao Mingyi as a Non-independent Director of the Tenth Session of the Board of Directors			
8.04	To consider and approve the Election of Mr. Jiang Jianqing as a Non-independent Director of the Tenth Session of the Board of Directors			
8.05	To consider and approve the Election of Mr. Gu Gongbao as a Non-independent Director of the Tenth Session of the Board of Directors			
9	To consider and approve the Resolution on the Election of Independent Directors of the Tenth Session of the Board of Directors			
9.01	To consider and approve the Election of Mr. Kong Ning as an Independent Director of the Tenth Session of the Board of Directors			
9.02	To consider and approve the Election of Ms. Sun Yan as an Independent Director of the Tenth Session of the Board of Directors			
9.03	To consider and approve the Election of Mr. Shi Dan as an Independent Director of the Tenth Session of the Board of Directors			

ORDINARY RESOLUTIONS (see note 5)		FOR (see note 6)	AGAINST (see note 6)	ABSTAIN (see note 6)
10	I N - s T S ss B s			
10.01	M. K s I N - T S ss B s			
10.02	M. F A s I N - T S ss B s			
10.03	M. S L s I N - T S ss B s			
10.04	M. H s I N - T S ss B s			
10.05	M. L s I N - T S ss B s			
11	S s s T S ss B S s s			
11.01	M. J s S s T S ss B S s s			
11.02	Ms. S s S s T S ss B S s s			
12	R s R - s A F I A F 2017			
13	R s A O s A F 2017			
SPECIAL RESOLUTION (see note 5)		FOR (see note 6)	AGAINST (see note 6)	ABSTAIN (see note 6)
14	R s A s A s Ass I s R s			

: 2017 S (see note 7)

N :

1. P s s (s) (s s) s s BLOCK CAPITALS.
2. P s s ss s BLOCK CAPITALS.
3. P s b s s . I b s s b s P F s s s s s .
4. I s s s “the chairman of the meeting or” s (s) ss (s) (s) s s . A s s (s) s b . I s s s, s s s (s). T s s (s) s b s b s ss s s s s b b s b .
5. A s s b ss b s s s 1/2 s b s s (s) AGM. A s s b ss b s s s s (s) AGM.
6. IMPORTANT: IF OU ISH TO VOT FOR A R SOLUTION, PL AS TI K TH APPROPRIAT BO MARK “FOR”. IF OU ISH TO VOT AGAINST A R SOLUTION, TI K TH BO MARK “AGAINST”. IF OU ISH TO VOT ABSTAIN TH R SOLUTION, TI K TH BO MARK “ABSTAIN”. T s bs b s