H E C E H

上海大眾公用事業(集團)股份有限公司
Shanghai Dazhong Public Utilities (Group) Co., Ltd.*

(C)

(Stock Code: 1635)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF THE TARGET INTERESTS

THE ACQUISITION

O 18 M 2018, C V A , w C 100% 49% S R S H , , RMB1.08 RMB527 , . T C RMB1.61 . T C w C - . U C , ( ) S R w w - w C ; ( ) C S H w 49%.

IMPLICATIONS OF THE LISTING RULES

A (H K L R) A 5% 25%, A C C 14 H K L R H K L R .

*

O 18 M 2018, C V A ,
w C 100% 49% S R
S H , , RMB1.08 RMB527 ,
. T C RMB1.61 . T C w
C - . U C , ( ) S R
w w - w C ; ( )
C S H w 49%.

THE ACQUISITION

The Agreement

D 18 M 2018 ( )

Parties

T P : T C

T V : M . L K w M . L L

T D ’ w ,
, , V I T P .

Assets to be acquired

P A , P , :

1. M . L K w 89% S R 49%
S H ;

2. M . L L 11% S R .

U C , ( ) S R w w - w
C ; ( ) C S H w 49%.

Consideration and Payment Terms

T 100% S R RMB1.08
49% S H
RMB527 .

T C RMB1.61 , w w
C w :

(1) T C 40% C ,
RMB642,042,178.32 (**First Installment**) w
A w (6) w A . A
w , RMB594,611,895.57 M . L K w w
A , RMB 47,430,282.75 M . L
L w A . I C F I ,
V C 0.05%

F I . I C F I
w (15)
A , V A ,

2) I C F P
( ) 31 J 2018, C
F P
(2)1) 31 J 2018
8% 1 A 2018
V
(2)1).

3) I C F P
( ) 31 A 2018, C
F P
(2)1) (2)2) 31 A 2018
12% 1 S
2018 V
(2)1) (2)2).

4) I C F P
( ) 30 S 2018, V : (A)
A (4)-247.2( )75.3(.2( )07 4)-951

Basis of the Consideration

T Y A C ., L ., w
(C B Q [2012] N . 8). I w V R
E S ' E V S R E I C . L . I
P E A S D P U (G) C ., L .
(Y X Z B Z (2018) H N . 156) (《上海大衆公用事業(集團)股份有限公司擬股權收購所涉及的上海儒馭能源投資有限公司股東全部權益價值估值報告》(銀信諮報字(2018

J T G C ., L . ’ J
T G C ., L .
. B
,
,
(. 31 D 2017) w RMB160.7669 ,
- w RMB1,042.0145 ,
RMB881.2476 548.15%

4) T C w
1), w w . T V
w C P C B
R 2) , w w
w .

Completion

T (5) w w

w C A ,
.

INFORMATION ON THE TARGET COMPANIES

Shanghai Huiran

S H PRC w w w
89% 11% M . L K w M . L L . S H
,
.

S w S H
w PRC G A A P w
31 D 2017:

	A 31 D 2016 (B) ( )	**As at 31 December 2017** (B) ( )

	Y 31 D 2016 (B) ( )	**Year ended 31 December 2017** (B) ( )
O	0	0
N /( )	76,470,506.85	83,356,569.47
N /( )	74,612,908.97	81,301,680.43

Shanghai Ruyu

S R PRC w w w
89% 11% M . L K w M . L L . S R
, ,

REASONS FOR AND BENEFIT OF THE ACQUISITION

T G
, w w
.

T C 37.2255% J
T G C ., L . (**Jiangyin Tianli**) S R
S H . J T G C ., L . J C ,
J P w . G (1)
S R 25% J T ,
RMB29.8750 J T ; (2) S H
22.5% J T , RMB26.8875
J T ; (3) L L 1% J S
, S H 49% J S
, J S 5% J T
(RMB5.975 J T); C
37.2255% J T
S R S H . T
C ,
C ' .
T w w
, ,
w C ,
, D w A w
G w .

H , D w A
C w .

IMPLICATIONS UNDER THE LISTING RULES

A (H K L
R) A 5%
25%, A
C C 14 H K L R
H K L R .

DEFINITIONS

A	T I C V A ;
A	w C V 18 M 2018 A ;
B	D ;
C	S D P U (G) C ., L .* (上海大眾公用事業（集團）股份有限公司), PRC w , H A w H K S E S S E , ;
C	A A ;
C D	(5) w w

I T P ( )	w ( ), w , D , C C P ;
M . L K w	M . L K w (林克文), w 89% S R S H ;
M . L L	M . L L (林磊淵), w 11% S R S H ;
PRC C	P ’ R C , w , H K , M S A R PRC T w ;
RMB	R , w PRC;
S H	S H I C ., L .* (上海慧冉投資有限公司), PRC w w w 89% 11% M . L K w M . L L ;
S L R	T R G L S S S E ;
S R	S R E I C ., L .* (上海儒馭能源投資有限公司), PRC w w w 89% 11% M . L K w M . L L ;
S E	T S E H K L ;
T C	S H S R ;

T I 100% S R 49%
S H ;

V M . L K w M . L L ;

% .

B B D

Shanghai Dazhong Public Utilities (Group) Co., Ltd.*

Yang Guoping

C / . / .

S , P ' R C
18 M 2018

A / . . / . . . / . . . . , . . B / . . D . . . / . . . . A G G . . , . IA G J / . . , . . . , . Z H A G J / . / . / . . A G . . / . / . . . . D . . . ; . CHA . . , . . , . I . . / / . . CHE G . / . / . . . - . . . D . . . ; / . . A G / . . , . A C . / A . . , . CH . . , . A G