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上海大眾公用事業(集團)股份有限公司

S a a Daz P b c Ut t e (G) C ., Ltd.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(St c C de: 1 35)

ANNOUNCEMENT
SUPPLEMENTAL INFORMATION REGARDING THE AGM CIRCULAR AND THE RE-ELECTION OF DIRECTORS

Reference is made to the circular of Shanghai Dazhong Public Utilities (Group) Co., Ltd (the "**C a**") dated April 27, 2020 (the "**AGM C c a**") in relation to, among others, the re-election of Directors at the annual general meeting of the Company to be held on June 22, 2020. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the AGM Circular.

Code provision A.5.5(2) of the Corporate Governance Code under Appendix 14 of the Hong Kong Listing Rules provides that where the board proposes a resolution to elect an individual as an independent non-executive director at a general meeting and the proposed director will be holding his seventh (or more) listed company directorship, the company must explain why the board believes the individual would still be able to devote sufficient time to the board in the relevant shareholder circular and/or explanatory statement accompanying the meeting notice. In this regard, the Company wishes to provide the following supplemental information regarding the AGM Circular and the re-election of Directors.

As disclosed in the biographical details of Mr. Chow Siu Lui ("**M . C**") set out on page XIII-6 of the AGM Circular, Mr. Chow is holding directorship in eight other listed companies in Hong Kong and New York in addition to his directorship in the Company.

The nomination policy of the Company is summarized on page 157 of the annual report of the Company for the financial year ended December 31, 2019. In essence, the Board has taken into account each of the re-electing Director's character, qualifications, experience, independence and other relevant criteria necessary to implement our corporate strategy and achieve Board diversity, where appropriate, before making recommendations to the Board.

Mr. Chow jointed our Company and was appointed as an independent non-executive Director in April 2016. Mr. Chow also serves as a member of the audit committee of the Company. During his directorship with our Company, he attended all board meetings and committee meetings of the Company. On that basis, the Board is of the view that Mr. Chow can devote sufficient time to the Board despite his directorship in other eight listed companies.

In addition, the Board is of the view that Mr. Chow's management experience and positions in numerous listed companies has contributed, and will continue to contribute, to the management and internal governance of our Company. On that basis, the Board supports the re-election of Mr. Chow and recommends Shareholders to vote in favour of the relevant resolution at the upcoming AGM.

By order of the Board
S a a Daz P b c Ut t e (G) C ., Ltd.*
YANG G
Chairman

Shanghai, the People's Republic of China
May 12, 2020

As at the date of this announcement, the executive directors of the Company are Mr. YANG Guoping, Mr. LIANG Jiawei, Ms. YU Min, Mr. ZHUANG Jianhao and Mr. YANG Weibiao; the non-executive directors of the Company are Mr. CHAN Wing Kin, Mr. LI Songhua and Mr. CHEUNG Yip Sang; and the independent non-executive directors of the Company are Mr. WANG Kaiguo, Mr. YAO Cho Fai Andrew, Mr. CHOW Siu Lui, Mr. WANG Hongxiang and Mr. LIU Zhengdong.

* *For identification purpose only*