



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)

(Stock Code: 1635)

PROXY FORM FOR 2023 ANNUAL GENERAL MEETING

I/We^(note 1) _____
of ^(note 2) _____
being holders(s) of _____ H shares ^(note 3) in Shanghai Dazhong Public Utilities (Group) Co., Ltd.
(the "Company"), as shareholder(s) of the Company, hereby appoint^(note 4) the chairman of the meeting or _____
(of _____)
as my/our proxy to attend and act for me/us at the 2023 annual general meeting of the Company or any adjourned meeting(s) (the "AGM") thereof to be held at conference room 3/F, Pullman Shanghai South Hotel, No.1 Pubei Road, Xuhui District, Shanghai, PRC on Tuesday, 18 June 2024 at 2:00 p.m. and to vote for me/us on my/our behalf at such meeting in respect of the resolutions set out in the notice of the AGM, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company to be dispatched on 30 April 2024.

ORDINARY RESOLUTIONS ^(note 5)		FOR ^(note 6)	AGAINST ^(note 6)	ABSTAIN ^(note 6)
1.	Work Report of the Board of Directors for the Year 2023			
2.	Work Report of the Supervisory Committee for the Year 2023			
3.	Final Financial Report for the Year 2023 and Financial Budget Report for the Year 2024 of the Company			
4.	Profit Distribution Proposal of the Company for the Year 2023			
5.	Resolution on the Estimated Ordinary Related Party Transactions of the Company for the Year 2024:			
5.01	Estimated ordinary related-party transactions of purchase of natural gas and LNG by subsidiaries of the Company, Shanghai Dazhong Gas and Nantong Dazhong Gas, etc., from Shanghai Gas			
5.02	Estimated ordinary related-party transactions of provision of transportation and labor services by a subsidiary of the Company, Dazhong Run to Shanghai Gas and its subsidiaries			
5.03	Estimated ordinary related-party transactions of leasing of real properties and purchase of goods and services by a subsidiary of the Company, Shanghai Dazhong Gas to Shanghai Gas and its subsidiaries			
5.04	Estimated ordinary related-party transactions of sale of goods and provision of engineering construction and labor services by a subsidiary of the Company, Shanghai Dazhong Gas to Shanghai Gas and its subsidiaries			
5.05	Estimated ordinary related-party transactions of provision of transportation services and labor services by a subsidiary of the Company, Dazhong Run to a shareholder of the Company, Shanghai Gas Group and its subsidiaries			
5.06	Estimated ordinary related-party transactions of purchase of materials and services by the Company and its subsidiaries from a shareholder of the Company, Shanghai Gas Group and its subsidiaries			
5.07	Estimated ordinary related-party transactions of leasing of real properties and purchase of commodities and services by the Company and its subsidiaries from an affiliate of the Company, Dazhong Transportation and its subsidiaries			
5.08	Estimated ordinary related-party transactions of leasing of real properties and purchase of commodities and services by an affiliate of the Company, Dazhong Transportation and its subsidiaries from the Company			

ORDINARY RESOLUTIONS ^(note 5)		FOR ^(note 6)	AGAINST ^(note 6)	ABSTAIN ^(note 6)
5.09	Estimated ordinary related-party transactions in which the Company engages Dazhong Business Management and its subsidiary to provide services such as operation, management and repair services, etc. for assets of the Company, and Dazhong Business Management and its subsidiary lease real properties from the Company, which constitute ordinary related-party transactions			
5.10	Estimated ordinary related-party transactions in which a subsidiary of the Company, Dazhong Factoring conducts factoring business with a controlling shareholder of the Company, Dazhong Business Management and its subsidiaries			
5.11	Estimated ordinary related-party transactions in which a subsidiary of the Company, Dazhong Financial Leasing conducts financial leasing business with Dazhong Business Management and its subsidiaries			
6.	Resolution on the Application for Bank Credit Facilities of the Company for the Year 2024			
7.	Resolution on the Provision of Guarantee by the Company for Controlled Subsidiaries with respect to External Financing for the Year 2024			
8.	Resolution on the Use of Idle Funds for Cash Management of the Company			
9.	Resolution on Revising the Rules and Regulations of Independent Non-executive Director			
10.	Resolution on Formulating Remuneration Management Policy for Directors, Supervisors and Senior Executives			
11.	Resolution on Remuneration Scheme for Directors and Senior Executives			
12.	Resolution on the Re-appointment of the Domestic Audit Firm and Internal Control Audit Firm of the Company for the year 2024			
13.	Resolution on the Re-appointment of the Overseas Audit Firm of the Company for the year 2024			
SPECIAL RESOLUTIONS ^(note 5)		FOR ^(note 6)	AGAINST ^(note 6)	ABSTAIN ^(note 6)
14.	Resolution on Amendment to the Articles of Association and Filing and Registration of Change			
15.	Resolution on Amendment to the Rules of Procedure of the General Meeting			
16.	Resolution on Amendment to the Rules of Procedure of the Board of Directors			
17.	Resolution on Amendment to the Rules of Procedure of the Supervisory Committee			

Date : _____ 2024

Signature^(note 7): _____

Notes:

- Please insert your full name(s) (Chinese and English) as recorded in the shareholder register of the Company in **BLOCK CAPITALS**.
- Please insert your address as recorded in the shareholder register of the Company in **BLOCK CAPITALS**.
- Please write out the number of shares under your name corresponding to the proxy form. If the number is not specified in the proxy form, it shall be regarded that this proxy form represents all Company shares registered under your name.
- If a proxy other than the chairman of the meeting is preferred, please cross out the words “**the chairman of the meeting or**” and insert the full name(s) and address(es) of the proxy(ies) desired in the space provided. Any shareholder entitled to attend and vote is entitled to appoint one or more persons (whether such person is a shareholder of the Company or not) as his/her proxy(ies) to attend and vote on his/her behalf. In the case of joint shareholders, any shareholder may sign the proxy form(s). The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register of members in respect of the joint shareholding.
- An ordinary resolution shall be passed by votes representing at least 1/2 of the voting rights held by the shareholders (including proxies thereof) attending the AGM. A special resolution shall be passed by votes representing at least 2/3 of the voting rights held by the shareholders (including proxies thereof) attending the AGM.
- Important: if you wish to vote for a resolution, please tick the appropriate box marked “for” or insert the number of h shares held by you. If you wish to vote against a resolution, tick the box marked “against” or insert the number of h shares held by you. If you wish to abstain from voting on any resolution, tick the box marked “abstain” or insert the number of h shares held by you. The votes abstained will be counted towards the total vote count. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Any alteration of this proxy form must be initiated by the person who signs this proxy form.**
- The appointment of a proxy must be in writing by using this form. This proxy form must be signed under the hand of the appointer or his/her attorney duly authorized in writing (“**Power of Attorney**”). Where the Power of Attorney is signed on behalf of the relevant shareholder by an attorney, such Power of Attorney or other relevant authorization documents (if any) thereof must be notarized. For a corporate shareholder, such Power of Attorney must be affixed with the common seal or signed by its director or attorney duly authorized.
- For H shareholder(s), this proxy form shall only be valid if it is returned to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM (being Monday, 17 June 2024 at 2:00 p.m.) in person or by mail. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of AGM. Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM if you so wish.
- An individual shareholder attending the AGM in person shall present his identification card or other document or certification of identification or share account card. A proxy attending the AGM on behalf of a shareholder shall present his identification card and the Power of Attorney signed by the appointer or his representative with the issue date. A corporate shareholder shall attend the AGM by its legal representative or his nominee. A legal representative attending the AGM shall present his identification card and document which can certify his capacity as a legal representative. A nominee attending the AGM shall present his identification card and the letter of attorney signed by the legal representative.

* For identification purposes only