

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



(in alphabetical order)

Joint Global Coordinator,
Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



* For identification purpose only

Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Shares to be issued pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the H Shares on the Main Board are expected to commence at 9:00 a.m. on 5 December, 2016.

The Global Offering comprises the Hong Kong Public Offering of 47,894,000 H Shares (subject to adjustment), and the International Offering of an aggregate of 431,046,000 H Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

The Company and the Selling Shareholders are expected to grant to the Joint Representatives (on behalf of the International Underwriters) the Over-allotment Option, which will be exercisable at any time from the date of the International Underwriting Agreement until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue and the Selling Shareholders to sell up to an aggregate of 71,841,000 additional H Shares, representing 15% of the initial Offer Shares, at the Offer Price under the International Offering, to, among other things, cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Company at www.dzug.cn and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$4.25 per Offer Share and is currently expected to be not less than HK\$3.35 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$4.25 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$4.25 per Offer Share.

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. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **WHITE Form eIPO** Service Provider at www.eipo.com.hk under the **WHITE Form eIPO** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on 23 November, 2016, until 12:00 noon on 28 November, 2016 from:

1. the following address of the Hong Kong Underwriters:

China International Capital Corporation Hong Kong Securities Limited

29th Floor, One International Finance Centre
1 Harbour Street
Central
Hong Kong

Haitong International Securities Company Limited

22/F Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

6/F, Wings Building
110–116 Queen's Road Central
Central
Hong Kong

Shop C, G/F, EIB Tower
4–6 Morrison Hill Road
Wan Chai
Hong Kong

Room 2302, 23/F
Olympia Plaza
255 King's Road
North Point
Hong Kong

5/F, May May Building
683–685 Nathan Road
Mong Kok
Hong Kong

Room 504, 5/F
Block 2, Silvercord
30 Canton Road
Tsim Sha Tsui
Hong Kong

Shop B-113, Podium Level 1
Nan Fung Plaza
8 Pui Shing Road
Tseung Kwan O
Hong Kong

Rooms 902–903, 9/F
Chau's Commercial Centre
284 Sha Tsui Road
Tsuen Wan
Hong Kong

Room 1101, Landmark North
39 Lung Sum Avenue
Sheung Shui
Hong Kong

Rooms 901, 903–904, 9/F
HSBC Building Yuen Long
150–160 Castle Peak road
Yuen Long
Hong Kong

35/F, Infinitus Plaza
199 Des Voeux Road Central
Central
Hong Kong

China Everbright Securities (HK) Limited

24th Floor, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

CMB International Capital Limited

Units 1803–4
18/F, Bank of America Tower
12 Harcourt Road
Central
Hong Kong

BOCI Asia Limited

26/F, Bank of China Tower
1 Garden Road
Central
Hong Kong

China Merchants Securities (HK) Co., Limited

48/F, One Exchange Square
 Central
 Hong Kong

Sinomax Securities Limited

Unit 1601
 Far East Finance Centre
 16 Harcourt Road
 Admiralty
 Hong Kong

CSL Securities Limited

Room 1406–12
 14/F, Nan Fung Tower
 88 Connaught Road Central
 Central
 Hong Kong

Alliance Capital Partners Limited

Room 1502–03A
 15/F, Wing On House
 71 Des Voeux Road Central
 Central
 Hong Kong

2. any of the following branches of the receiving banks:

Bank of China (Hong Kong) Limited

| | Branch | Address |
|------------------|----------------------------|---|
| Hong Kong Island | Bank of China Tower Branch | 3/F, 1 Garden Road |
| | Shek Tong Tsui Branch | 534 Queen's Road West, Shek Tong Tsui |
| | Causeway Bay Branch | 505 Hennessy Road, Causeway Bay |
| Kowloon | Prince Edward Branch | 774 Nathan Road |
| | Tsim Sha Tsui East Branch | Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East |
| | Wong Tai Sin Branch | Shop G13, Wong Tai Sin Plaza Wong Tai Sin |
| | Kwun Tong Plaza Branch | G1 Kwun Tong Plaza, 68 Hoi Yuen Road Kwun Tong |
| New Territories | Citywalk Branch | Shop 65, G/F, Citywalk, 1 Yeung Uk Road Tsuen Wan |
| | Yuen Long Branch | 102–108 Castle Peak Road, Yuen Long |
| | City One Sha Tin Branch | Shop Nos. 24–25 G/F, Fortune City One Plus No. 2 Ngan Shing Street, Sha Tin |

Standard Chartered Bank (Hong Kong) Limited

| | Branch | Address |
|------------------|-------------------------------|--|
| Hong Kong Island | Des Voeux Road Branch | Standard Chartered Bank Building 4–4A, Des Voeux Road Central Central |
| | North Point Centre Branch | Shop G, G/F, North Point Centre 284 King’s Road, North Point |
| Kowloon | Mongkok Branch | Shop B, G/F, 1/F & 2/F 617–623 Nathan Road, Mongkok |
| | Lok Fu Shopping Centre Branch | Shop G201, G/F, Lok Fu Shopping Centre |
| New Territories | Maritime Square Branch | Shop 308E, Level 3, Maritime Square Tsing Yi |
| | Tseung Kwan O Branch | Shop G37–40 G/F, Hau Tak Shopping Centre East Wing Hau Tak Estate, Tseung Kwan O |

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on 23 November, 2016 until 12:00 noon on 28 November, 2016 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker’s cashier order payable to “BANK OF CHINA (HONG KONG) NOMINEES LIMITED — SHANGHAI DAZHONG PUBLIC UTILITIES PUBLIC OFFER” attached should be deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **WHITE Form eIPO** may submit applications through the **WHITE Form eIPO** service at www.eipo.com.hk from 9:00 a.m. on 23 November, 2016 until 11:30 a.m. on 28 November, 2016 or such later time as described in the section “How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on 23 November, 2016 until 12:00 noon on 28 November, 2016 except on 26 November, 2016 and 27 November, 2016 or such later time as described in the section “How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for Hong Kong Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and (iv) on our website (www.dzug.cn) on or before 2 December, 2016. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from 2 December, 2016 as described in the section headed “How to Apply for Hong Kong Public Offer Shares — Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on 5 December, 2016 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Hong Kong Underwriting Arrangements — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on 5 December, 2016. The H Shares will be traded in board lots of 1,000 H Shares each. The stock code of the Company is 1635.

By order of the Board of Directors
Shanghai Dazhong Public Utilities (Group) Co., Ltd.
Yang Guoping
Chairman

Hong Kong, 23 November, 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.