

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the  
"Company")

Date Submitted 5 January 2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

|   |                           |                                  |   |
|---|---------------------------|----------------------------------|---|
| (1) Stock code : <u>01635</u> Description : <u>H Shares</u>   |                           |                                  |   |
|   | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Opening Balance upon listing on 5<br>December 2016 (Remark 1) | <u>478,940,000</u>        | <u>RMB1.00</u>                   | <u>RMB478,940,000</u>                           |
| Increase/(decrease)   | <u>-</u>                  |                                  | <u>-</u>  |
| Balance at close of the month                                 | <u>478,940,000</u>        | <u>RMB1.00</u>                   | <u>RMB478,940,000</u>                           |
| (2) Stock code : <u>600635</u> Description : <u>A Shares</u>  |                           |                                  |   |
|   | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Opening Balance upon listing on 5<br>December 2016 (Remark 1) | <u>2,423,764,675</u>      | <u>RMB1.00</u>                   | <u>RMB2,423,764,675</u>                         |
| Increase/(decrease)   | <u>-</u>                  |                                  | <u>-</u>  |
| Balance at close of the month                                 | <u>2,423,764,675</u>      | <u>RMB1.00</u>                   | <u>RMB2,423,764,675</u>                         |

## 2. Preference Shares

|   |                                |  |  |
|---|--------------------------------|--|--|
| Stock code : <u>  N/A  </u> Description : _____ |                                |  |  |
|   | No. of<br>preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month _____       | _____                          | _____                                      | _____  |
| Increase/(decrease) _____                       | _____                          | _____                                      | _____  |
| Balance at close of the month _____             | _____                          | _____                                      | _____  |

## 3. Other Classes of Shares

|   |                                      |  |  |
|---|--------------------------------------|--|--|
| Stock code : <u>  N/A  </u> Description : _____ |                                      |  |  |
|   | No. of other<br>classes of<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month _____       | _____                                | _____                                      | _____  |
| Increase/(decrease) _____                       | _____                                | _____                                      | _____  |
| Balance at close of the month _____             | _____                                | _____                                      | _____  |

Total authorised share capital at the end of the month (*State  
currency*) :

  **RMB2,902,704,675**

## II. Movements in Issued Share Capital

|  | No. of ordinary shares |                      | No of preference shares | No. of other classes of shares |
|--|------------------------|----------------------|-------------------------|--------------------------------|
|  | H Shares               | A Shares             |                         |                                |
| Opening Balance upon listing on 5 December 2016 (Remark 1) | <u>478,940,000</u>     | <u>2,423,764,675</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month                      | <u>-</u>               | <u>-</u>             | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month                              | <u>478,940,000</u>     | <u>2,423,764,675</u> | <u>N/A</u>              | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |                            |            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|------------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed     |  |   |
| 1. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(Note 1)                              |                           |           |                            |            |  |   |
| 2. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(Note 1)                              |                           |           |                            |            |  |   |
| 3. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(Note 1)                              |                           |           |                            |            |  |   |
|  |                           |           | Total A. (Ordinary shares) |            | <u>N/A</u>   |   |
|  |                           |           | (Preference shares)        |            | <u>N/A</u>   |   |
|  |                           |           | (Other class)              |            | <u>N/A</u>   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            | <u>N/A</u> |  |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A   |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                     |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )  |                                  |   |   |   |
| 2. N/A   |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                     |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )  |                                  |   |   |   |
| 3. N/A   |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                     |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )  |                                  |   |   |   |
| 4. N/A   |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                     |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )  |                                  |   |   |   |
| Total B.   |                                 |  |                                  |   | (Ordinary shares)   | <u>N/A</u>  |
|  |                                 |  |                                  |   | (Preference shares)   | <u>N/A</u>  |
|  |                                 |  |                                  |   | (Other class)   | <u>N/A</u>  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description  | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____ |                                |                                    |                            |                              |  |   |
| 2. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____ |                                |                                    |                            |                              |  |   |
| 3. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____ |                                |                                    |                            |                              |  |   |
| 4. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____ |                                |                                    |                            |                              |  |   |
| Total C. (Ordinary shares) <u>N/A</u><br>(Preference shares) <u>N/A</u><br>(Other class) <u>N/A</u>  |                                |                                    |                            |                              |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 2. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 3. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| Total D. (Ordinary shares)  | N/A  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |

Other Movements in Issued Share Capital

| Type of Issue   |            |                      |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|------------|----------------------|--|--|---|
| 1. Rights issue | At price : | State currency _____ | Class of shares _____ issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |
| 2. Open offer   | At price : | State currency _____ | Class of shares _____ issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |
| 3. Placing      | At price : | State currency _____ | Class of shares _____ issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |
| 4. Bonus issue  |            |                      | Class of shares _____ issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |

| Type of Issue |                      |                                 |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|---|--|---|
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br>Issue and allotment date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy ) | <u>N/A</u>   | <u>N/A</u>  |
| 6.            | Repurchase of shares |                                 | Class of shares _____<br>repurchased ( <i>Note 1</i> )<br>Cancellation date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy )     | <u>N/A</u>   | <u>N/A</u>  |
| 7.            | Redemption of shares |                                 | Class of shares _____<br>redeemed ( <i>Note 1</i> )<br>Redemption date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy )          | <u>N/A</u>   | <u>N/A</u>  |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br>Issue and allotment date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy ) | <u>N/A</u>   | <u>N/A</u>  |



| Type of Issue             |                  |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------|------------------|---|--|---|
| 9. Capital reorganisation |                  | Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                             | <u>N/A</u>   | <u>N/A</u>  |
| 10. Other                 | At price : _____ | State currency _____<br><br>Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
|                           |                  |   | Total E. (Ordinary shares) <u>N/A</u>                                |   |
|                           |                  |   | (Preference shares) <u>N/A</u>                                       |   |
|                           |                  |   | (Other class) <u>N/A</u>   |   |

|   |     |            |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | <u>N/A</u> |
|   | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | <u>N/A</u> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |            |

Remarks (if any):

As the Company was incorporated in the PRC, the concept of “authorised share capital” is not applicable.

The information contained in section I refers to the “issued share capital” of the Company.

Remark 1 : The H shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 5 December 2016.

Submitted by: Wong Yat Tung

Title: Joint Company Secretary  
(Director, Secretary or other duly authorised officer)

*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*