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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE

The board of directors (the “**Board**”) of 上海大眾公用事業(集團)股份有限公司 Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (the “**Company**”) hereby announces that on 20 February 2017, the Company received a resignation letter from Mr. Yan Xuehai (“**Mr. Yan**”) resigning as an independent non-executive director and the member of the audit committee (the “**Audit Committee**”) of the Company due to his health condition.

Mr. Yan has confirmed that he has not claimed any compensations against the Company for his resignation and has no disagreement with the Company, and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yan for his contribution to the Company during his tenure of service.

According to the Guidelines for the Establishment of Independent Directors System by Listed Companies issued by the China Securities Regulatory Commission, Mr. Yan's resignation shall not take effect until the election of a new independent non-executive director at the general meeting of the Company. Mr. Yan shall continue performing his duty as independent non-executive director and member of the Audit Committee in accordance with the articles of associations of the Company and the relevant laws and regulations until his resignation letter takes effect. The Company is identifying suitable candidate(s) and will ensure compliance with the relevant Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including minimum number and ratio of independent non-executive directors and the composition of the Audit Committee) regarding the departure of Mr. Yan and the appointment of the new independent non-executive Director.

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

Shanghai, the People's Republic of China
21 February 2017

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.

* *For identification purpose only*