



SHANGHAI ELECTRIC GROUP COMPANY LIMITED
上海電氣集團股份有限公司
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02727)

Form of proxy for the EGM to be held on Friday, 23 February 2024

I/We¹ _____
of _____
being the registered holder(s) of² _____ H shares of RMB1.00 each in the
share capital of Shanghai Electric Group Company Limited (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE
MEETING³** or _____
of _____

as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company (the “EGM”) to be held at Reporting Hall, 2/F, Block A, No. 212, Qinjiang Road, Shanghai, the PRC at 2:00 p.m. on Friday, 23 February 2024 (and any adjournment thereof) for the purpose of considering and, if thought fit, approving the resolutions as set out in the notice convening the EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTION		FOR ^d	AGAINST ^d	ABSTAIN ^d
1.	To consider and approve the provision of external guarantees by the Company's controlled subsidiary.			
ORDINARY RESOLUTION		VOTING		
2.	To consider and approve the appointment of non-executive directors:	For The resolution is voted on by cumulative poll (Number of votes)⁵ A total of two directors are elected		
2.01	To consider and approve the appointment of Mr. SHAO Jun as a non-executive director of the fifth session of the board of directors of the Company;			
2.02	To consider and approve the appointment of Ms. LU Wen as a non-executive director of the fifth session of the board of directors of the Company.			

Date: _____ 2024

Signature(s)⁶: _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy related. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her stead. A proxy needs not be a shareholder of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”.** Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the voting result of that resolution. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. **IMPORTANT: ACCORDING TO ARTICLE 108 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY, RESOLUTION IN RESPECT OF CONSIDERATION AND APPROVAL THE APPOINTMENT OF NON-EXECUTIVE DIRECTORS SHALL ADOPT THE METHOD OF CUMULATIVE POLL.** Please indicate by inserting the number of votes in the space provided as to how you wish your votes to be cast.
 - (i) You shall be entitled to such number of votes as shall be equal to the number of Shares held by you multiplied by the number of directors upon whom you can vote, when electing the director. Such votes may only be voted for the candidate of the director. The total number of votes cast by you for the director candidate shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for the director candidate is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
 - (ii) Any director candidate who has received FOR votes exceeding half of the total number of voting shares held by shareholders who attended the EGM (assuming the cumulative voting has not been applied) shall be an elected director.
6. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
7. In case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he/she is solely entitled thereto. However, if more than one of such joint holders are present at the EGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
8. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company for holders of H Shares not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he/she so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
9. Shareholders or their proxies attending the EGM shall produce their identity documents.
10. All times refer to Hong Kong local time, except as otherwise stated.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“**PDPO**”), which includes your and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the EGM. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company, the Company’s H Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy’s Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You and your proxy have/has the right to request access to and/or correction of your and your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your and your proxy’s Personal Data should be in writing to the Company at No. 110 Sichuan Middle Road, Huangpu District, Shanghai, the PRC (postcode: 200002).

* *For identification purpose only*