

# Shanghai Electric Group Company Limited

## Rules of Procedure for the Nomination Committee

(Approved at the 92nd Meeting of the Fifth Session of the Board of the Company on 29 April 2024)

The Company's Nomination Committee (the "Nomination Committee") is primarily responsible for studying the criteria, procedures and methods for selecting and appointing candidates for directors and senior management and making recommendations to the board of directors (the "Board") on the selection and appointment of directors and the senior management of the Company, to optimize the composition of the Board, and perfect the structure of corporate governance.

### 1. Composition of the Nomination Committee

- 1.1 The Nomination Committee is composed of directors. The majority of the Committee members shall be independent directors.
- 1.2 The chairman of the Nomination Committee, who should be an independent director, shall be appointed. The chairman is responsible for chairing the Nomination Committee.
- 1.3 The term of appointment of a Nomination Committee member shall be in line with the term of the Board. Members are eligible for re-election upon the expiration of their terms.

### 2. Scope of Duties and Authorities of the Nomination Committee

2.1 The Nomination Committee of the Board of the Company is responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office. The main scope of duties and authorities of the Nomination Committee are as follows:

- (a) to make recommendations to the Board on the nomination, appointment or removal of directors, including:
  - (i) to make recommendations to the Board regarding the size and composition of the Board based on the operations, asset size and shareholding structure of the Company;
  - (ii) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's strategy;
  - (iii) to study the criteria, procedures and methods for selecting directors and make recommendations to the Board;

- (iv) to identify individuals suitably qualified to become directors;
- (v) to screen and make recommendations on the candidates for directors to the Board;
- (vi) to examine and assess the independence of independent directors;
- (vii) to make recommendations to the Board on appointment or re-appointment of directors and succession planning for directors;
- (b) to make recommendations to the Board on the appointment or dismissal of senior management;
- (c) to answer questions regarding the work of the Nomination Committee at the Board meetings and general meetings;
- (d) to make recommendations on the revision and improvement of the rules of procedure of the Nomination Committee;
- (e) other matters as authorized by the Board;
- (f) Other matters stipulated in laws, administrative regulations, regulations of the securities regulatory authorities in the place where the Company's shares are listed, business rules of the stock exchange and the Company's Articles of Association.

2.2 In determining the composition of Board members, it is necessary to take into account diversity in various respects, which includes but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and term of service.

3. The Nomination Committee shall be accountable to the Board. Any proposals of the committee shall be submitted to the Board for consideration and decision.
4. The Company shall ensure that adequate resources are available to the Nomination Committee and the Committee may appoint an intermediary agency to provide professional advice on its decisions and the expenses incurred shall be borne by the Company.
5. The human resources department of the company is operating under the Nomination Committee.

6. The Chairman of the Nomination Committee must be appointed by the Board. His/her duties include:
  - 6.1 convene regular meetings of the Nomination Committee;
  - 6.2 convene extraordinary meetings of the Nomination Committee, pending any change to the Board;
  - 6.3 supervise and inspect the implementation of the resolutions of the Nomination Committee;
  - 6.4 perform other duties assigned by the Board and the Nomination Committee.
7. Secretary
  - 7.1 The secretary of the Nomination Committee shall be the company secretary.
  - 7.2 In the absence of the secretary of the Nomination Committee, the members of the Nomination Committee present shall elect another person to serve as the secretary.
8. Convene Meetings
  - 8.1 A meeting of the Nomination Committee should be convened by the chairman of the Nomination Committee. The meetings of Nomination Committee shall be held on site in principle. On the premise of ensuring that all participating members of the Board can fully communicate and express their opinions, the meetings can be held by video, telephone or other means in accordance with procedures when necessary.
  - 8.2 Unless otherwise agreed by all the members of the Nomination Committee, the Company shall, in principle, provide relevant materials and information to all members of the Nomination Committee no later than three days before the meeting of the Nomination Committee.
  - 8.3 The agenda and notice of meetings shall be prepared by the Chairman of the Nomination Committee.

## 9. Voting Procedures and Quorum

- 9.1 Meetings shall be chaired by the Chairman of the Committee. Where the Chairman is unable to perform his or her duties, he or she shall authorize another member to perform those duties.
- 9.2 No meeting may be held unless two thirds or more of the members of the committee are present. Each member shall have one vote. Any resolution of the meeting must be adopted by more than half of members of the committee before such resolution can become effective. Independent directors shall attend the meetings of the Nomination Committee in person. If they are unable to attend in person for any reason, they shall review the meeting materials in advance, form clear opinions, and entrust other independent directors in writing to attend on their behalf.
- 9.3 Voting shall be taken on a poll.
- 9.4 Directors may be invited to attend meetings, and any other person related to any agenda item under consideration may be invited to present relevant information or opinions at the meetings, if necessary.
- 9.5 In principle, the Nomination Committee will not deliberate on any topic or matter that is not listed on the notice of the meeting. If, under exceptional circumstances, a new item or matter needs to be added on the agenda of the meeting, deliberations and decisions on such new item or matter can only take place upon approval of two thirds or more of the members.
- 9.6 The procedures and voting methods of meetings of the Nomination Committee as well as the resolutions passed at the meetings must comply with relevant laws, regulations, the Articles of Association and this rules.

## 10. Minutes of meetings

- 10.1 When attending a meeting of the Nomination Committee, the secretary of the Nomination Committee (or his representative) must record in detail the matters considered and the decisions reached at the meeting. The minutes must also set out any questions and/or objections raised by any Nomination Committee member.
- 10.2 The Nomination Committee shall keep minutes of its meetings. Members present at a meeting shall sign the minutes of the meeting which shall be kept by the secretary of the Nomination Committee of the Company.

10.3 Any resolution passed or the results of a poll taken at a meeting of the Nomination Committee shall be signed by all members of the committee present and reported to the Board in writing.

Such resolution shall include:

- (a) the date, venue and the name of the convener of the meeting;
- (b) the number of members who should be present and the number of members who are actually present;
- (c) the content of the proposal deliberated and voted upon by the meeting, and the results of the voting;
- (d) other matters that should be explained and recorded in the resolution.

#### 11.1 Others

11.1. Members attending the meeting have the obligations to keep confidential in relation to the businesses considered at the meetings, and shall not make any unauthorized disclosure.

#### 12. Publish of the rules of procedure of the Nomination Committee

12.1 The rules of procedure of the Nomination Committee are available upon request, and are also published on the website of the stock exchange where the shares of the Company are listed and the website of the Company.

12.2 The rules of procedure of the Nomination Committee shall take effect from the date of review and approval by the Board, and the same shall apply when revised.

12.3 The Board of the Company is responsible for interpreting the rules of procedure of the Nomination Committee.