Shanghai Electric Group Company Limited

Rules of Procedure for the Nomination Committee of the Board

(Approved at the fourth meeting of the sixth session of Board of the Company on 29 April 2026)

The nomination committee of the board of directors (the "Board") (hereinafter referred to as the "Nomination Committee") of the Company is mainly responsible for studying the criteria, procedures and methods for selecting and appointing candidates for directors and senior management of the Company, making recommendations to the Board on the selection and appointment of directors and senior management and the nomination of director candidates, optimizing the composition of the Board, and enhancing the structure of corporate governance.

ARTICLE ONE MEMBER

The Nomination Committee must consist of no fewer than three directors, with at least one member being of a different gender. The majority of the members shall be independent directors.

The Nomination Committee shall have one chairman, who shall be an independent director. The chairman is responsible for chairing the Nomination Committee.

The chairman and members of the Nomination Committee shall be appointed by the Board.

The term of office of the members of the Nomination Committee shall be the same as that of the Board. Upon expiration of their term, the members may be re-elected for successive terms.

ARTICLE TWO TERMS OF REFERENCE

The Nomination Committee of the Board of the Company shall be responsible for formulating the selection criteria and procedures for directors and senior management. It shall fully consider factors such as the composition and professional structure of the Board, and shall select and review the candidates for directors and senior management as well as their qualifications. The main scope of duties of the Nomination Committee is as follows:

(i) to make recommendations to the Board on the nomination, appointment or removal of directors, including:

1. 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;

2. 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;

3. to study the criteria, procedures and methods for selecting directors and make recommendations to the Board;

4. to identify individuals suitably qualified to become directors;

5. to screen and make recommendations on the candidates for directors to the Board;

6. to examine and assess the independence of independent directors;

7. to make recommendations to the Board on appointment or re-appointment of directors and succession planning for directors;

(ii) to make recommendations to the Board regarding the appointment or dismissal of senior management;

(iii) to answer questions regarding the work of the Nomination Committee at the Board meetings or general meetings;

(iv) to make recommendations on the revision and improvement of the rules of procedure of the Nomination Committee;

(v) other matters as authorized by the Board;

(vi) 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 Articles of Association.

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.

ARTICLE THREE

The Nomination Committee shall be accountable to the Board. Any proposals of the committee shall be submitted to the Board for consideration and decision. If the Board rejects or does not fully accept the Nomination Committee's recommendations, the opinions of the Nomination Committee and the specific reasons for such rejection shall be set out in the Board resolutions and disclosed.

ARTICLE FOUR

The Company shall ensure that adequate resources are available to the Nomination Committee. Where it engages an intermediary agency to provide professional advice on its decisions, the expenses incurred shall be borne by the Company.

ARTICLE FIVE

The human resources department of the Company is operating under the Nomination Committee.

ARTICLE SIX

The duties of the chairman of the Nomination Committee shall include:

(i) to convene meetings of the Nomination Committee;

(ii) to supervise and inspect the implementation of the resolutions of the Nomination Committee;

(iii) to perform other duties assigned by the Board and the Nomination Committee.

ARTICLE SEVEN SECRETARY

The company secretary shall be the secretary of the Nomination Committee.

In the absence of the secretary of the Nomination Committee, the members present at the meeting of the Nomination Committee shall elect another person to serve as the secretary.

ARTICLE EIGHT CONVENE MEETINGS

A meeting of the Nomination Committee shall 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 can fully communicate and express their opinions, the meetings can be held by video, telephone or other means in accordance with procedures when necessary.

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.

The agenda and the notice of the meetings shall be prepared by the chairman of the Nomination Committee.

ARTICLE NINE PROCEDURE OF MEETINGS AND QUORUM

Meetings of the Nomination Committee shall be presided over by the chairman. If the chairman is unable to attend, he or she shall appoint another member to preside over the meeting.

A meeting of the Nomination Committee shall only be held if attended by not less than two thirds of its members. Each member shall have one vote. Resolutions adopted at the meeting must be approved by a majority of all the members. Members of the Nomination Committee 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 members in writing to attend on their behalf. Any member who entrusts another member to attend a meeting of the Nomination Committee on his or her behalf shall comply with the restrictive provisions on proxy attendance set out in the Rules of Procedure for the Board of Directors.

Votes at meetings shall be made by poll.

Directors of the Company 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.

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.

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 of procedure.

ARTICLE TEN MINUTES OF MEETINGS AND RESOLUTIONS

The secretary of the Nomination Committee in attendance at the meetings of the Nomination Committee shall minute in sufficient detail the matters considered and the decisions reached at the meetings. The minutes shall also include any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.

Members, the secretary of the Board, meeting minute-takers present at the Nomination Committee meeting shall sign and confirm the meeting minutes.

The minutes of each meeting of the Nomination Committee shall be circulated to all members of the Nomination Committee for confirmation within seven days after the meeting. Once signed and confirmed, the meeting minutes shall be submitted to all members of the Board.

The minutes of the Nomination Committee shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee at any reasonable time upon reasonable notice.

The proposals adopted at the Nomination Committee meeting and the voting results shall be formulated into written resolutions, and the members present at the meeting shall sign the written resolutions.

The resolution shall include:

(i) the date, venue and the name of the convener of the meeting;

(ii) the number of members who should be present and the number of members actually present;

(iii) the content of the proposals deliberated and voted on at the meeting and the voting results;

(iv) other matters that shall be stated and recorded in the resolution.

ARTICLE ELEVEN ANNUAL GENERAL MEETING

The chairman of the Nomination Committee or his or her authorized representative shall attend the annual general meeting of the Company and be prepared to answer questions regarding the activities and responsibilities of the Nomination Committee at such meeting.

ARTICLE TWELVE OTHERS

Members and relevant personnel attending the Nomination Committee meeting have the obligations to keep confidential in relation to meeting materials and the matters considered at the meetings, and shall not make any unauthorized disclosure.

ARTICLE THIRTEEN PUBLICATION OF THE RULES OF PROCEDURE OF THE NOMINATION COMMITTEE

The rules of procedure of the Nomination Committee will be made available on request by the shareholders of the Company and will also be published on the website of the stock exchange where the shares of the Company are listed and the website of the Company.

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

The rules of procedure of the Nomination Committee shall be interpreted by the Board.

The English translation of this document is for reference only. In case of any discrepancy between the Chinese version and the English translation, the Chinese version shall prevail.