Shanghai Electric Group Company Limited

Rules of Procedure for the Strategy Committee of the Board

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

The strategy committee of the board of directors (the "Board") of the Company (hereinafter referred to as the "Strategy Committee") is mainly responsible for conducting research and providing recommendations on the Company's long-term development strategy and plans, as well as conducting research and providing recommendations on major asset restructuring proposals that are subject to the approval of the Board. pursuant to the provisions of the Articles of Association, among other tasks.

ARTICLE ONE MEMBER

Members of the Strategy Committee shall be appointed by the Board.

The Strategy Committee shall consist of no less than three directors, including at least one independent director.

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

ARTICLE TWO CHAIRMAN

The chairman of the Strategy Committee shall be appointed by the Board.

ARTICLE THREE SECRETARY

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

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

ARTICLE FOUR PROCEDURE OF MEETINGS AND QUORUM

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

A meeting of the Strategy 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.

ARTICLE FIVE ATTENDANCE AT MEETINGS

The meetings of the Strategy 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.

Members of the Strategy Committee shall attend the meetings of the Strategy 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 Strategy 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.

ARTICLE SIX NOTICE OF MEETINGS

A meeting of the Strategy Committee shall be convened by the chairman of the Strategy Committee.

Unless otherwise agreed by all the members of the Strategy Committee, the Company shall, in principle, provide relevant materials and information to all members of the Strategy Committee no later than three days before the meeting of the Strategy Committee.

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

ARTICLE SEVEN MINUTES OF MEETINGS AND RESOLUTIONS

The secretary of the Strategy Committee in attendance at the meetings of the Strategy 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 Strategy Committee and/or dissenting views expressed. Members of the Strategy Committee, the Secretary to the Board, record keepers and other relevant personnel present at the meeting shall sign and confirm the meeting minutes.

The secretary of the Strategy Committee shall confirm, at the commencement of each meeting, whether there exists any conflict of interest and minute them accordingly. The relevant member with a conflict of interest shall not be counted towards the quorum and he or she shall abstain from voting on any resolution of the Strategy Committee in which he or she, or any of his or her associates has a material interest, unless the relevant member's interest in the transaction arises solely from assuming responsibilities or obligations for the Company or its subsidiaries, which falls within the exceptions stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The minutes of the Strategy Committee meeting shall be distributed to all members of the Strategy Committee for confirmation within seven days after the meeting. Upon being signed and verified, the meeting minutes shall be submitted to all members of the Board.

Minutes of the Strategy Committee shall be kept by the secretary of the Strategy Committee and shall be available for inspection by any member of the Strategy Committee at any reasonable time on reasonable notice.

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

The resolution shall include:

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

(ii) the number of members 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 EIGHT OTHER PROVISIONS GOVERNING THE MEETINGS AND PROCEDURES OF THE STRATEGY COMMITTEE

Unless otherwise specified above, the provisions contained in the Articles of Association governing the meetings and procedures of the Board shall apply to the meetings and procedures of the Strategy Committee.

ARTICLE NINE TERMS OF REFERENCE

The Strategy Committee shall be responsible for conducting research and providing recommendations on the Company's long-term development strategy and plans, as well as conducting research and providing recommendations on major asset restructuring proposals that are subject to the approval of the Board pursuant to the Articles of Association, among other tasks. The duties of the Strategy Committee are as follows:

(i) to conduct research and provide recommendations on the Company's medium-to-long term development strategy and plans and business objectives;

(ii) to conduct research and provide recommendations on major asset restructuring proposals to be reviewed by the Board;

(iii) to conduct research and provide recommendations on other material matters affecting the Company's development;

(iv) to conduct follow-up inspections on the implementation of the above matters;

(v) 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.

ARTICLE TEN OTHERS

The Company shall provide the Strategy Committee with sufficient resources to discharge its duties.

All members of the Strategy Committee shall have access to the advice and services of the secretary of the Strategy Committee with a view to ensuring that procedures of the Strategy Committee and all applicable rules and regulations are followed.

In the event that the Strategy Committee or any member of the Strategy Committee requires access to outside independent professional advice in connection with its/his/her duties, a request may be made to the Board through the secretary of the Strategy Committee. All such requests shall be processed in accordance with the Company's established procedures for obtaining independent professional advice and bearing the relevant expenses.

Every member of the Strategy Committee shall ensure that he or she can give sufficient time and attention to his or her duty as a member of the Strategy Committee. He or she shall also actively attend meetings and participate in the work and apply respective skills and expertise.

The Strategy Committee is authorised by the Board to seek such relevant materials from the management of the Company as it may require to discharge its duties.

Members and relevant personnel attending the meetings of the Strategy Committee shall be obligated to keep all meeting materials and matters discussed at the meeting confidential and shall not disclose relevant information without authorization.

ARTICLE ELEVEN PUBLICATION OF THE RULES OF PROCEDURE OF THE STRATEGY COMMITTEE

The rules of procedure of the Strategy 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 Strategy 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 Strategy 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.