



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 H Share Class Meeting to be held on Monday, 17 January 2022

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 class meeting for holders of H Shares of the Company (the “**H Share Class Meeting**”) to be held at Reporting Hall, Shanghai Electric Training Base, 2748 Pudong Avenue, Shanghai, the PRC on Monday, 17 January 2022 immediately after the conclusion or adjournment of the extraordinary general meeting (the “**EGM**”) and the class meeting for holders of A Shares (the “**A Share Class Meeting**”) of the Company to be convened at 2:00 p.m. Monday, 17 January 2022 (and any adjournment thereof) for the purpose of considering and, if thought fit, approving the resolution as set out in the notice convening the H Share Class Meeting and at the H Share Class Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1.	To consider and approve the Proposal on Terminating the Implementation of the Restricted A Shares Incentive Scheme and Repurchase and Cancellation of Restricted Shares that Have Been Granted But Not Yet Unlocked.			

Date: _____

Signature(s)⁵: _____

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 H Share Class Meeting may appoint one or more proxies to attend and vote in his stead. A proxy needs not be a shareholder of the Company but must attend the H Share Class Meeting 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 discretion on any resolution properly put to the H Share Class Meeting other than those referred to in the notice convening the H Share Class Meeting.
5. 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.
6. In case of joint holders of any share, any one of such joint holders may vote at the H Share Class Meeting, 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 H Share Class Meeting, 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).
7. 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 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.
8. Shareholders or their proxies attending the H Share Class Meeting shall produce their identity documents.

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 H share class meeting of the Company. 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*