



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 AGM to be held on Friday, 28 June 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 2023 annual general meeting of the Company (the "AGM") to be held at Reporting
 Hall, 2/F, Block A, No. 212, Qinjiang Road, Shanghai, the People's Republic of China at 2:00 p.m. on Friday, 28 June 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 AGM and at the AGM (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 RESOLUTIONS		FOR^d	AGAINST^d	ABSTAIN^d
1.	To consider and approve the annual report of the Company for the year ended 31 December 2023.			
2.	To consider and approve the report of the Board of the Company for the year ended 31 December 2023.			
3.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2023.			
4.	To consider and approve the report of the financial results of the Company for the year ended 31 December 2023.			
5.	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2023.			
6.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's auditor for the financial year of 2024 and the authorisation to the Board to determine its remunerations.			
7.	To consider and approve the ratification of emoluments paid to the Directors of the Company for the year of 2023 and to consider and approve emoluments of the Directors of the Company for the year of 2024.			
8.	To consider and approve the ratification of emoluments paid to the Supervisors of the Company for the year of 2023 and to consider and approve emoluments of the Supervisors of the Company for the year of 2024.			
9.	To consider and approve the renewal of liability insurance for the Directors, Supervisors and senior management of the Company.			
SPECIAL RESOLUTION		FOR^d	AGAINST^d	ABSTAIN^d
10.	To consider and approve the change of domicile of the Company and amendments to certain articles of the Articles of Association.			

ORDINARY RESOLUTIONS		FOR ^d	AGAINST ^d	ABSTAIN ^d
11.	To consider and approve the amendments to the System for Independent Directorship of the Company.			
12.	To consider and approve the guarantee budget for the year of 2024:			
12.01	The provision of guarantee to the extent of RMB70.20 million by the Company for Golmud Meiman New Energy Technology Co., Ltd. (格爾木美滿新能源科技有限公司);			
12.02	The provision of guarantee to the extent of RMB201.25 million by the Company for Wujiang Taihu Industrial Wastes Treatment Company Limited (吳江市太湖工業廢棄物處理有限公司);			
12.03	The provision of guarantee to the extent of RMB450 million by the Company for Shanghai Electric Shangzhong Casting Forging Co., Ltd. (上海電氣上重鑄鍛有限公司);			
12.04	The provision of guarantee to the extent of RMB52.97 million by the Company for Shanghai Electric GuoXuan New Energy Technology Co., Ltd. (上海電氣國軒新能源科技有限公司);			
12.05	The provision of guarantee to the extent of RMB478.48 million by the Company for Shanghai Electric GuoXuan New Energy (Nantong) Technology Co., Ltd. (上海電氣國軒新能源科技(南通)有限公司);			
12.06	The provision of guarantee to the extent of EUR100 million (equivalent to approximately RMB800 million) by the Company for Shanghai Prime (HK) Investment Management Company Limited (上海集優(香港)投資管理有限公司);			
12.07	The provision of guarantee to the extent of RMB125 million by the Company for Shanghai Electric (Huaibei) Biomass Cogeneration Co., Ltd. (上海電氣(淮北)生物質熱電有限公司);			
12.08	The provision of guarantee to the extent of RMB2,552.58 million by the Company for Shanghai Electric (Qidong) Water Development Co., Ltd. (上海電氣(啟東)水務發展有限公司);			

ORDINARY RESOLUTIONS		FOR^d	AGAINST^d	ABSTAIN^d
12.09	The provision of guarantee to the extent of RMB100 million by Shanghai Institute of Mechanical & Electrical Engineering Co., Ltd. (上海市機電設計研究院有限公司) for Shanghai Electric Xiangshui Biomass Power Co., Ltd. (上海電氣響水生物質發電有限公司);			
12.10	The provision of guarantee to the extent of RMB7.52 million by Shanghai Institute of Mechanical & Electrical Engineering Co., Ltd. for Shanghai Ouhai Energy Technology Co., Ltd. (上海歐海能源科技有限公司);			
12.11	The provision of guarantee to the extent of RMB406 million by Shanghai Electric (Rudong) Water Environment Treatment Co., Ltd. (上海電氣(如東)水環境治理有限公司) for Shanghai Electric (Rudong) Water Development Co., Ltd. (上海電氣(如東)水務發展有限公司); The provision of guarantee to the extent of RMB335 million by Shanghai Electric (Rudong) Water Development Co., Ltd. for Shanghai Electric (Rudong) Water Environment Treatment Co., Ltd.;			
12.12	The provision of guarantee to the extent of RMB16.50 million by Shanghai Electric Matechstone Engineering Group Co., Ltd. (上海電氣研砦建築科技集團有限公司) for Shanghai Electric Kecheng (Yingde) Engineering Technology Co., Ltd. (上海電氣科城(英德)建築科技有限公司);			
12.13	The provision of guarantee to the extent of RMB55 million by Shanghai Electric Matechstone Engineering Group Co., Ltd. for Shanghai Electric Matechstone (Rugao) Engineering Co., Ltd. (上海電氣研砦(如皋)建築科技有限公司);			
12.14	The provision of guarantee to the extent of RMB160 million by Shanghai Electric Matechstone Engineering Group Co., Ltd. for Shanghai Electric Matechstone (Mulei) Engineering Co., Ltd. (上海電氣研砦(木壘)建築科技有限公司);			
12.15	The provision of guarantee to the extent of RMB170 million by Shanghai Electric Matechstone Engineering Group Co., Ltd. for Taizhou Matechstone Engineering Co., Ltd. (泰州研砦建築科技有限公司);			

ORDINARY RESOLUTIONS	FOR ^d	AGAINST ^d	ABSTAIN ^d
12.16 The provision of guarantee to the extent of RMB250 million by Shanghai Electric Power Transmission and Distribution Engineering Co., Ltd. (上海電氣輸配電工程成套有限公司) for Shanghai Electric Power Transmission and Distribution Engineering (Malaysia) Co., Ltd. (上海電氣輸配電工程成套(馬來西亞)有限公司);			
12.17 The provision of guarantee to the extent of RMB256.40 million by Shanghai Electric Transmission and Distribution Group Co., Ltd. (上海電氣輸配電集團有限公司) for Shanghai Huapu Cable Co., Ltd. (上海華普電纜有限公司);			
12.18 The provision of guarantee to the extent of RMB139.29 million by Shanghai Electric Investment Company Limited (上海電氣投資有限公司) for Ningxia Anneng Biomass Thermal Power Co., Ltd. (寧夏安能生物質熱電有限公司);			
12.19 The provision of guarantee to the extent of RMB2 billion by Shenzhen Yinghe Technology Co., Ltd. (深圳市贏合科技股份有限公司) for Huizhou Yinghe Technology Co., Ltd. (惠州市贏合科技有限公司);			
12.20 The provision of guarantee to the extent of RMB800 million by Shenzhen Yinghe Technology Co., Ltd. (深圳市贏合科技股份有限公司) for Dongguan Areconn Precision Engineering Company Limited (東莞市雅康精密機械有限公司); and			
12.21 The provision of guarantee to the extent of RMB500 million by Shenzhen Yinghe Technology Co., Ltd. (深圳市贏合科技股份有限公司) for Huizhou Yinghe Intelligent Technology Co., Ltd. (惠州市贏合智能技術有限公司).			

Date: _____ 2024

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 AGM 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 AGM 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 AGM other than those referred to in the notice convening the AGM.
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 AGM, 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 AGM, 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/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.
8. Shareholders or their proxies attending the AGM shall produce their identity documents.
9. 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 AGM. 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*