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## **SHANGHAI ELECTRIC GROUP COMPANY LIMITED**

### **上海電氣集團股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 02727)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Shanghai Electric Group Company Limited (the “**Company**”) will be held at Meeting Room, Shanghai Electric Training Base, 2748 Pudong Avenue, Shanghai, the PRC, at 2:00 p.m. on Friday, 2 December 2022 for the purpose of considering and, if thought fit, approving the following resolutions:

### **ORDINARY RESOLUTIONS:**

1. To consider and approve the revision of the annual caps of the continuing connected transactions under the Former Framework Financial Services Agreements.
2. To consider and approve the continuing connected transactions and proposed annual caps under the Financial Services Framework Agreement.
3. To consider and approve the continuing connected transactions and proposed annual caps under the Purchase Framework Agreement, the Sales Framework Agreement, the Provision of Comprehensive Services Framework Agreement and the Acceptance of Comprehensive Services Framework Agreement.
4. To consider and approve the continuing connected transactions and proposed annual caps under the MESMEE Purchase Framework Agreement.

By order of the Board  
**Shanghai Electric Group Company Limited**  
**LENG Weiqing**  
*Chairlady of the Board*

Shanghai, the PRC, 15 November 2022

\* *For identification purpose only*

*As at the date of this notice, the executive directors of the Company are Ms. LENG Weiqing, Mr. LIU Ping and Mr. ZHU Zhaokai; the non-executive directors of the Company are Ms. YAO Minfang and Ms. LI An; and the independent non-executive directors of the Company are Dr. XI Juntong, Dr. XU Jianxin and Dr. LIU Yunhong.*

*Notes to Notice of EGM:*

1. The voting at the EGM shall be conducted by way of poll.
2. The holders of A Shares and H Shares will vote as one class of shareholders. The Company's register of members for the H Shares will be closed from Tuesday, 29 November 2022 to Friday, 2 December 2022, both days inclusive, during which period no transfer of H Shares will be effected. The holders of H Shares whose names appear on the Company's register of members on Friday, 2 December 2022 are entitled to attend the EGM. In order to qualify for attending the EGM, the holders of H Shares whose transfers have not been registered must deposit transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Monday, 28 November 2022. The address of Computershare Hong Kong Investor Services Limited is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a Shareholder. Each Shareholder who wishes to appoint one or more proxies should first review the Circular in respect of the EGM.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) signed by the authorised person or notarially certified power of attorney must be deposited to Computershare Hong Kong Investor Services Limited for holders of H Shares at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the EGM 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 EGM if he/she so wishes.
6. The EGM is expected to last for no more than one day. Shareholders (or their proxies) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the meeting shall produce their identity documents.
7. All times refer to Hong Kong local time, except as otherwise stated.

## 8. MISCELLANEOUS

- (1) Shareholders or proxies attending the meeting onsite must pay attention in advance and abide by the national and Shanghai's regulations and requirements regarding health status declaration, isolation, and observation during the epidemic prevention and control period. The Company will take anti-epidemic measures such as attendance registration, temperature detection, health code inspection, itinerary code inspection (the specific epidemic prevention requirements may be adjusted according to the epidemic situation at that time), certificate of negative covid-19 nucleic acid test result inspection and other epidemic prevention and control measures for the shareholders or proxies attending the meeting onsite. Shareholders or proxies attending the meeting onsite are required to cooperate with the arrangements of the on-site staff and wear masks throughout the meeting. Shareholders or proxies who have symptoms such as fever or who do not comply with the epidemic prevention and control requirements will not be able to enter the site of the EGM. If the number of shareholders or proxies attending the meeting onsite has reached the upper limit set by the relevant government departments on the day of the EGM in accordance with the epidemic prevention and control requirements, the shareholders or proxies will be required to enter the venue according to the principle of "first sign in, first entry". Shareholders or proxies who attend the meeting later may not be able to enter the meeting site.
- (2) The EGM will adopt a combination of both onsite and online voting (online voting is only applicable to A shareholders). In order to facilitate shareholders to exercise their voting rights, avoid mass gathering and safeguard the physical wellness of shareholders, A shareholders are recommended to consider appointing the chairman of the meeting as their proxy to vote on their behalf on site, or to vote at the meeting by way of online voting; and H shareholders are recommended to consider appointing the chairman of the meeting as their proxy to vote on their behalf on site.