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**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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2024 second extraordinary general meeting (the "EGM") of Shanghai Electric Group Company Limited (the "**Company**") will be held at 2:00 p.m. on Friday, 23 February 2024 at Reporting Hall, 2/F, Block A, No. 212, Qinjiang Road, Shanghai, the PRC for the purpose of considering and, if thought fit, approving the following resolutions:

**ORDINARY RESOLUTIONS:**

1. To consider and approve the provision of external guarantees by the Company's controlled subsidiary.
2. To consider and approve the appointment of non-executive directors (cumulative voting system):
  - 2.01 To consider and approve the appointment of Mr. SHAO Jun as a non-executive director of the fifth session of the board of directors of the Company;
  - 2.02 To consider and approve the appointment of Ms. LU Wen as a non-executive director of the fifth session of the board of directors of the Company.

By order of the Board  
**Shanghai Electric Group Company Limited**  
**WU Lei**  
*Chairman of the Board*

Shanghai, the PRC, 26 January 2024

*As at the date of this notice, the executive directors of the Company are Dr. WU Lei, 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.*

\* *For identification purpose only*

*Notes:*

1. The voting at the EGM shall be conducted by way of poll. Among which, the resolution in relation to the consideration and approval of the appointment of non-executive directors will adopt the cumulative voting system. The cumulative voting system means that during the election of directors or supervisors at the general meeting, each share entitled to vote carries a number of voting rights equivalent to the number of directors or supervisors to be elected. The voting rights held by a shareholder may be used in a concentrated way.
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, 20 February 2024 to Friday, 23 February 2024 (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, 23 February 2024 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, 19 February 2024. 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 of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her 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 authorizing 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 authorization 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 half a 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.