
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Electric Group Company Limited, you should at once hand this circular and the forms of proxy to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ANNUAL REPORT FOR THE YEAR 2025
REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025
REPORT OF THE FINANCIAL RESULTS FOR THE YEAR 2025
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025
RE-APPOINTMENT OF ERNST & YOUNG HUA MING LLP AS THE COMPANY'S
AUDITOR FOR THE FINANCIAL YEAR 2026
RATIFICATION OF EMOLUMENTS PAID TO THE DIRECTORS OF THE COMPANY FOR
THE YEAR 2025 AND EMOLUMENT PLAN OF THE DIRECTORS OF THE COMPANY FOR
THE YEAR 2026
RENEWAL OF LIABILITY INSURANCE FOR THE DIRECTORS AND SENIOR
MANAGEMENT OF THE COMPANY
FORMULATION OF MANAGEMENT MEASURES FOR REMUNERATION OF DIRECTORS
AND SENIOR MANAGEMENT
GUARANTEE BUDGET FOR THE YEAR 2026
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES
NOTICE OF ANNUAL GENERAL MEETING
AND
NOTICE OF H SHARE CLASS MEETING**

All capitalised terms used in this circular have the meanings set out in the section headed "Definitions" of this circular. A letter from the Board is set out on pages 1 to 13 of this circular.

A notice convening the AGM and the H Share Class Meeting of the Company to be held at 2:00 p.m. on Friday, 5 June 2026 at Reporting Hall, 2/F, Block A, No. 212, Qinjiang Road, Shanghai, the PRC. A notice convening the AGM is set out on pages 14 to 16 of this circular, and a notice convening the H Share Class Meeting is set out on pages 17 to 18 of this circular.

A form of proxy for use at the AGM and a form of proxy for use at the H Share Class Meeting have been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) on 6 May 2026. If you intend to appoint a proxy to attend the AGM and/or the H Share Class Meeting, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM and/or the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending the AGM and/or the H Share Class Meeting and voting in person if you so wish.

6 May 2026

* For identification purpose only

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“A Share(s)”	the domestic ordinary share(s) of nominal value RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange and traded in RMB;
“AGM”	the annual general meeting or any adjournment for the financial year ended 31 December 2025 of the Company to be convened at 2:00 p.m. on Friday, 5 June 2026 at Reporting Hall, 2/F, Block A, No. 212, Qinjiang Road, Shanghai, the PRC;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Board”	the board of directors of the Company;
“Class Meetings”	A Share Class Meeting and H Share Class Meeting;
“Company”	Shanghai Electric Group Company Limited, a joint stock limited company duly incorporated in the PRC with limited liability, the H shares of which are listed on The Stock Exchange of Hong Kong Limited under stock code 02727 and the A Shares of which are listed on the Shanghai Stock Exchange under stock code 601727;
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas listed foreign capital share(s) of nominal value RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of China;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	the ordinary share(s) of nominal value RMB1.00 each in the share capital of the Company, including both A Share(s) and H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company, including holders of A Share(s) and holders of H Share(s);
“subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules; and
“%”	per cent.

All times in this circular refer to Hong Kong local time, except as otherwise stated.

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. WU Lei
Mr. ZHU Zhaokai
Mr. WANG Chenhao

Registered office:

No. 16 Lane 1100 Huashan Road Shanghai,
the PRC

Non-executive Directors:

Ms. ZHU Yun
Mr. ZHU Jiaqi
Mr. CAO Qingwei

Principal place of business in Hong Kong:

Room 901-903
Tower Two, Lippo Centre
89 Queensway
Hong Kong

Independent Non-executive Directors:

Dr. LIU Yunhong
Dr. DU Zhaohui
Dr. CHEN Xinyuan

6 May 2026

To the Shareholders

Dear Sirs or Madams,

ANNUAL REPORT FOR THE YEAR 2025
REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025
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NOTICE OF H SHARE CLASS MEETING

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LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular, of which this letter forms a part, is to give you a notice of the AGM and a notice of the H Share Class Meeting, and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM and the H Share Class Meeting.

At the AGM, the following resolutions will be proposed for Shareholders to consider and approve, among other things: (i) the annual report of the Company for the year 2025; (ii) the report of the Board of Directors of the Company for the year 2025; (iii) the report of the financial results of the Company for the year 2025; (iv) the profit distribution plan of the Company for the year 2025; (v) the re-appointment of Ernst & Young Hua Ming LLP as the Company's auditor for the financial year 2026 and the authorisation to the Board to determine its remuneration; (vi) the ratification of emoluments paid to the Directors of the Company for the year 2025 and emolument plan of the Directors of the Company for the year 2026; (vii) the renewal of liability insurance for the Directors and senior management of the Company; (viii) the formulation of Management Measures for Remuneration of Directors and Senior Management; (ix) guarantee budget for the year 2026; and (x) the amendments to the Articles of Association and its appendices, in which the resolution (x) is a special resolution and the remaining resolutions are ordinary resolutions.

At the H Share Class Meeting, the following special resolution will be proposed for holders of H Shares to consider and approve, among other things: the amendments to the Articles of Association and its appendices.

2. ANNUAL REPORT FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2025. The annual report of the Company for the year 2025 has been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.shanghai-electric.com>) on 29 April 2026.

The aforesaid resolution was considered and approved by the Board on 30 March 2026 and is hereby presented at the AGM for consideration and approval.

LETTER FROM THE BOARD

3. REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Directors of the Company for the year 2025. The full text of the report of the Board of Directors of the Company for the year 2025 is set out in the annual report of the Company for the year 2025 which has been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.shanghai-electric.com>) on 29 April 2026.

The aforesaid resolution was considered and approved by the Board on 30 March 2026 and is hereby presented at the AGM for consideration and approval.

4. REPORT OF THE FINANCIAL RESULTS FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the report of the financial results of the Company for the year 2025. The relevant information on the report of the financial results of the Company for the year 2025 is set out in the annual report of the Company for the year 2025 which has been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.shanghai-electric.com>) on 29 April 2026.

The aforesaid resolution was considered and approved by the Board on 30 March 2026 and is hereby presented at the AGM for consideration and approval.

5. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025

As audited by Ernst & Young Hua Ming LLP, the Company recorded a net profit of RMB285,583 thousand in its parent company financial statements for 2025 prepared in accordance with PRC Accounting Standards. The undistributed profit at the beginning of 2025 was RMB-39,474 thousand. During the year, a statutory surplus reserve of RMB24,611 thousand was appropriated. As at the end of the period, the distributable profit amounted to RMB221,498 thousand. As resolved by the Board of the Company, the Company proposes to distribute profits for the year 2025 on the basis of the total share capital registered on the record date for the implementation of the equity distribution. The profit distribution proposal is as follows:

The Company proposes to distribute a cash dividend of RMB0.1425 (tax inclusive) for every 10 Shares to all Shareholders. As at the date of this circular, the total share capital of the Company is 15,540,121,636 shares. Based on this, the total proposed cash dividend amounts to approximately RMB221,447 thousand (tax inclusive).

LETTER FROM THE BOARD

In 2025, the Company implemented share repurchases for cancellation with cash consideration through centralized bidding (the “**Repurchase and Cancellation**”), amounting to RMB299,978 thousand, representing approximately 24.9% of the net profit attributable to shareholders of the listed company in the consolidated financial statements for 2025. For details of the Repurchase and Cancellation, please refer to the Announcement on the Implementation Results of Share Repurchase and Changes in Shares disclosed by the Company on 15 August 2025 on the website of the Shanghai Stock Exchange (www.sse.com.cn) and the overseas regulatory announcement dated 14 August 2025 disclosed on the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). For 2025, the aggregate amount of cash dividends and the Repurchase and Cancellation is RMB521,424 thousand, representing approximately 43.2% of the net profit attributable to shareholders of the listed company in the consolidated financial statements of the Company for 2025. In the event that there is any change in the total share capital of the Company from the date of disclosure of this profit distribution proposal to the record date for the implementation of the equity distribution due to conversion of convertible bonds into shares, share repurchase, repurchase and cancellation of shares granted under equity incentives, repurchase and cancellation of shares in connection with major asset restructuring, or other reasons, the Company proposes to maintain the distribution ratio per share unchanged and adjust the total distribution amount accordingly.

In accordance with the Enterprise Income Tax Law of the People’s Republic of China and its implementation regulations which came into effect on 1 January 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company when distributing the cash dividends. Any Shares of the Company which are not registered under the name of an individual shareholder, including those registered under HKSCC Nominees Limited, other nominees, agents or trustees, or other organisations or groups, shall be deemed as Shares held by non-resident enterprise shareholders. On such basis, enterprise income tax shall be withheld from dividends payable to such Shareholders. If holders of H Shares intend to change their shareholder status, they should enquire about the relevant procedures with their agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority to withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the registration of members for H shares of the Company as at the record date.

LETTER FROM THE BOARD

If the individual holders of H shares are residents of Hong Kong, Macau or countries which had an agreed tax rate of 10% for cash dividends with China under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. If the individual holders of H Shares are residents of countries which had an agreed tax rate of less than 10% with China under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual holders of H Shares wish to reclaim the extra amount withheld due to the application of 10% tax rate, the Company would apply for the relevant agreed preferential tax treatment pursuant to the relevant tax agreement provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to the share register of H Shares of the Company in a timely manner. The Company will assist with the tax refund after the approval of the competent tax authority. If the individual holders of H Shares are residents of countries which had an agreed tax rate of over 10% but less than 20% with China under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreements. If the individual holders of H Shares are residents of countries which had an agreed tax rate of 20% with China, or which had not entered into any tax agreement with China, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81) and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Caishui [2016] No.127): For dividends of domestic investors investing in the H Shares of the Company through Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect Program, the Company shall withhold and pay income tax at the rate of 20% on behalf of individual investors and securities investment funds. The Company will not withhold or pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax by themselves. For dividends of investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company through Shanghai-Hong Kong Stock Connect Program, the Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the competent tax authorities for the withholding. For investors who are tax residents of other countries which have entered into a tax treaty with China stipulating a dividend tax rate of lower than 10%, the enterprises and individuals may, or may entrust a withholding agent to, apply for the entitlement of the rate under such tax treaty, and extra tax payments shall be refunded upon the approval of the tax authorities.

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation relating to the final dividend.

LETTER FROM THE BOARD

Cash dividends are denominated and declared in RMB and will be paid in RMB and Hong Kong dollars to holders of A Shares and to holders of H Shares, respectively. The actual amount distributed in Hong Kong dollars will be calculated based on the average exchange rate of RMB against Hong Kong dollars announced by the People's Bank of China for the five Business Days prior to the date of the AGM.

The aforesaid resolution was considered and approved by the Board on 30 March 2026 and is hereby presented at the AGM for consideration and approval. Subject to the approval at the AGM, the Company will distribute the dividends to its Shareholders on or before 5 August 2026 in accordance with the aforesaid resolution.

6. RE-APPOINTMENT OF ERNST & YOUNG HUA MING LLP AS THE COMPANY'S AUDITOR FOR THE FINANCIAL YEAR 2026 AND THE AUTHORISATION TO THE BOARD TO DETERMINE ITS REMUNERATION

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Ernst & Young Hua Ming LLP as the Company's auditor for the financial year 2026 and the authorisation to the Board to further authorise the president and the chief financial officer to negotiate with Ernst & Young Hua Ming LLP for the determination of the auditing fee for the year 2026 (comprising the financial auditing fee and the internal control auditing fee) and to enter into letter of engagement for audit services for the year 2026. Based on the circumstance that the scope of audit services, the scale of the Company's business, the industry in which it operates, the complexity of accounting treatment, and the number of auditors and workload required for the audit services in 2026 has not changed significantly from that in 2025, the remuneration payable to Ernst & Young Hua Ming LLP for the 2026 annual audit services will not be higher than that of 2025 (i.e. not exceeding RMB27.41 million). The services include: (1) business consultancy in respect of the accounting standard for business enterprises and the financial report; (2) statutory audit of the Company and its important subsidiaries; (3) an audit on the effectiveness of internal controls in respect of financial reporting of the Company and provision of the annual auditor's report; (4) training on new and revised accounting standards; (5) advisory services of tax exposure and risks assessment in respect of the overseas businesses; and (6) major events accounting treatment consultation of the Company and its subsidiaries.

The aforesaid resolution was considered and approved by the Board on 30 March 2026 and is hereby presented at the AGM for consideration and approval.

LETTER FROM THE BOARD

7. RATIFICATION OF EMOLUMENTS PAID TO THE DIRECTORS OF THE COMPANY FOR THE YEAR 2025 AND EMOLUMENT PLAN OF THE DIRECTORS OF THE COMPANY FOR THE YEAR 2026

Emoluments paid to the Directors of the Company for the year 2025

A total of 8 Directors received remuneration from the Company in 2025, including 6 current Directors and 2 resigned Directors. The original budget amounted to RMB7 million and the actual expenditure was RMB5,292.0 thousand. The remuneration of executive Directors comprises basic annual salary, performance annual salary and deferred tenure-based incentives, etc.; Independent Non-executive Directors receive allowance. Details of remuneration payable are as follows:

1. WU Lei, executive Director and chairman of the Board, received a remuneration of RMB1,127.9 thousand.
2. ZHU Zhaokai, executive Director and president, received a remuneration of RMB1,550.2 thousand.
3. WANG Chenhao, employee Director (executive Director), received a remuneration of RMB992.8 thousand.
4. LIU Yunhong, Independent Non-executive Director, received a remuneration of RMB250.0 thousand.
5. DU Zhaohui, Independent Non-executive Director, received a remuneration of RMB250.0 thousand.
6. CHEN Xinyuan, Independent Non-executive Director, received a remuneration of RMB20.8 thousand.
7. DONG Jianhua, former executive Director and vice president, received a remuneration of RMB850.3 thousand.
8. XU Jianxin, former Independent Non-executive Director, received a remuneration of RMB250.0 thousand.

Save as disclosed above, none of the other Directors received any remuneration from the Company in relation to their positions as Directors.

LETTER FROM THE BOARD

Plan for the Remuneration Quota of the Directors of the Company for 2026

1. Applicable Persons: Directors holding office of the Company during the year 2026.
2. Validity Period: This Directors' remuneration plan shall take effect on the date of approval by the AGM, and shall automatically lapse upon the adoption of a new remuneration plan.
3. Remuneration Plan
 - (1) Executive Directors and non-executive Directors: The remuneration of executive Directors and non-executive Directors consists of basic annual salary, performance annual salary and term incentive income, among which the proportion of performance annual salary shall be no less than 50% of the total amount of basic annual salary and performance annual salary. Executive Directors and non-executive Directors who do not hold specific positions in the Company shall not receive any remuneration. The basic annual salary shall be paid on a monthly basis. The performance annual salary shall be linked to the overall development and operating performance of the Company, shall be disbursed based on assessment results from the commencement year of the term to the year prior to the expiry of the term, and shall be settled in the year of term expiry. The term incentive income shall be paid on a deferred basis in accordance with relevant regulations subject to the term assessment results.
 - (2) Independent Non-executive Directors: Allowances for Independent Non-executive Directors shall be paid pro rata according to the number of months in office.
 - (3) Remuneration Quota Budget: Remuneration to be paid by the Company to the Directors for the year 2026 will not exceed RMB7 million. The above limit is based on the existing budget for the staffing of Directors.

The aforesaid resolution was considered and approved by the Board on 30 March 2026 and is hereby presented at the AGM for consideration and approval.

LETTER FROM THE BOARD

8. RENEWAL OF LIABILITY INSURANCE FOR THE DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

An ordinary resolution will be proposed at the AGM to approve the renewal of liability insurance for the Directors and senior management of the Company and some of its subsidiaries to cover the risk exposure of the Directors and senior management of the Company in the course of discharging their duties. The insurance period shall be one year, from 26 July 2026 to 25 July 2027, with the insured liability capped at US\$50 million.

The aforesaid resolution was considered and approved by the Board on 29 April 2026 and is hereby presented at the AGM for consideration and approval.

9. FORMULATION OF MANAGEMENT MEASURES FOR REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

In order to implement the relevant provisions on the remuneration and incentives for directors and senior management of listed companies as set forth in the Code of Corporate Governance for Listed Companies (revised in October 2025) issued by the China Securities Regulatory Commission, the Company has formulated the Management Measures for Remuneration of Directors and Senior Management in light of its actual circumstances. The Management Measures for Remuneration of Directors and Senior Management are set out in Appendix I to this circular.

The aforesaid resolution was considered and approved by the Board on 29 April 2026 and is hereby presented at the AGM for consideration and approval.

10. PROVISION OF EXTERNAL GUARANTEES FOR THE YEAR 2026

In order to ensure the normal operation activities of the Group, in 2026, the subsidiaries of the Company will provide new external guarantees to the following controlled subsidiaries:

- (i) The provision of guarantee to the extent of RMB12 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 Japan Engineering Co., Ltd. (上海電氣日本工程株式会社).

Shanghai Institute of Mechanical & Electrical Engineering Co., Ltd. will provide a guarantee of RMB12 million for a term of three years for the issuance of letter of guarantee for projects.

LETTER FROM THE BOARD

- (ii) The provision of guarantee to the extent of RMB484 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).

Shanghai Electric Power Transmission and Distribution Engineering Co., Ltd. will provide a guarantee of RMB484 million, of which RMB200 million is a credit guarantee for a term of six years; and RMB284 million is a guarantee for letter of guarantee for a term of six years for the issuance of letter of guarantee for projects.

- (iii) The provision of guarantee to the extent of RMB105 million by Shanghai Institute of Mechanical & Electrical Engineering Co., Ltd. for Shanghai Electric (Huaibei) Biomass Cogeneration Co., Ltd. (上海電氣(淮北)生物質熱電有限公司).

Shanghai Institute of Mechanical & Electrical Engineering Co., Ltd. will provide a guarantee for a loan of RMB105 million for a term of three years, which will be used for daily production and operations. The other shareholders of Shanghai Electric (Huaibei) Biomass Cogeneration Co., Ltd. will provide a counter-guarantee by pledging their equity interests in the company.

- (iv) The provision of guarantee to the extent of RMB700 million 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).

Shenzhen Yinghe Technology Co., Ltd. will provide a credit guarantee of RMB700 million for a term of one year, which will be mainly used for daily operations.

- (v) The provision of guarantee to the extent of RMB300 million by Shenzhen Yinghe Technology Co., Ltd. for Huizhou Yinghe Intelligent Technology Co., Ltd. (惠州市贏合智能技術有限公司).

Shenzhen Yinghe Technology Co., Ltd. will provide a credit guarantee of RMB300 million for a term of one year, which will be mainly used for daily operations.

LETTER FROM THE BOARD

As the gearing ratio of the guaranteed entities under the aforesaid guarantees exceeds 70%, the aforesaid guarantees are required to be submitted to the general meeting of the Company for approval in accordance with the relevant provisions under the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange. Therefore, although there is no such requirement under the Listing Rules, the proposal shall be subject to consideration and approval at the AGM of the Company in accordance with the aforesaid relevant regulations. The transactions above do not constitute connected transactions under Chapter 14A of the Listing Rules.

The aforesaid resolution was considered and approved by the Board on 30 March 2026 and is hereby presented at the AGM for consideration and approval.

11. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

In order to fully implement laws, regulations and regulatory requirements, and further enhance the level of corporate governance, according to the provisions of the Company Law, the Guidelines for the Articles of Association of Listed Companies, and other relevant laws, regulations and normative documents, and having regard to the Company's actual circumstances in connection with its implementation of the repurchase of A shares through centralized price bidding for the purpose of reducing its registered capital, the Company proposes to make amendments to the Articles of Association and the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board of Directors as annexed hereto. Details of the proposed amendments to the Articles of Association and its appendices are set out in appendices II to IV to this circular.

The aforesaid resolution was considered and approved by the Board on 29 April 2026 and is hereby presented at the AGM for consideration and approval.

12. AGM AND THE H SHARE CLASS MEETING

The AGM and the H Share Class Meeting will be held at 2:00 p.m. on Friday, 5 June 2026 at Reporting Hall, 2/F, Block A, No. 212 Qinjiang Road, Shanghai, the PRC. Notice of the AGM and the notice of the H Share Class Meeting have been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.shanghai-electric.com>) by the Company on 6 May 2026.

LETTER FROM THE BOARD

In order to determine the list of Shareholders who are entitled to attend the AGM and the H Share Class Meeting, the register of members of the H Shares will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026 (both days inclusive) during which period no transfer of H Shares will be effected. Holders of the Company's H Shares whose names appear on the register of members of the H Shares on Friday, 5 June 2026 are entitled to attend the AGM and/or the H Share Class Meeting.

In order to attend and vote at the AGM and the H Share Class Meeting, holders of H Shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on Monday, 1 June 2026. The address of the transfer office of Computershare Hong Kong Investor Services Limited is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Forms of proxy for use at the AGM and the H Share Class Meeting have been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) on 6 May 2026. In order to be valid, the forms 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 at 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 AGM and the H Share Class 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 AGM and/or the H Share Class Meeting if he/she so wishes.

None of the Shareholders has a material interest in any resolution proposed at the AGM and the H Share Class Meeting and thus is required to abstain from voting at the AGM and the H Share Class Meeting on the resolutions. None of the Directors has a material interest in any resolution proposed at the AGM and the H Share Class Meeting.

13. RECOMMENDATION

The Directors (including the Independent Non-executive Directors) are of the view that the resolutions described in this circular are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Accordingly, the Board recommends the Shareholders to vote in favour of all these resolutions at the AGM and the H Share Class Meeting.

LETTER FROM THE BOARD

14. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, all resolutions at the AGM and the H Share Class Meeting of the Company will be taken by way of poll. The English text of this circular shall prevail over the Chinese text in the event of inconsistency.

Yours faithfully

By Order of the Board

Shanghai Electric Group Company Limited

Hu Xupeng

Joint Company Secretary

Shanghai, the PRC

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for the year of 2025 (the “AGM”) of Shanghai Electric Group Company Limited (the “Company”) will be held at 2:00 p.m. on Friday, 5 June 2026 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 annual report of the Company for the year ended 31 December 2025.
2. To consider and approve the report of the Board of the Company for the year ended 31 December 2025.
3. To consider and approve the report of the financial results of the Company for the year ended 31 December 2025.
4. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2025.
5. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the Company's auditor for the financial year 2026 and the authorisation to the Board to determine its remuneration.
6. To consider and approve the ratification of emoluments paid to the Directors of the Company for the year 2025 and to consider and approve the emolument plan of the Directors of the Company for the year 2026.
7. To consider and approve the renewal of liability insurance for the Directors and senior management of the Company.
8. To consider and approve the formulation of the Management Measures for Remuneration of Directors and Senior Management.

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and approve the guarantee budget of the Company for the year 2026:
- 9.01 The provision of guarantee to the extent of RMB12 million by Shanghai Institute of Mechanical & Electrical Engineering Co., Ltd. for Shanghai Electric Japan Engineering Co., Ltd.;
- 9.02 The provision of guarantee to the extent of RMB484 million by Shanghai Electric Power Transmission and Distribution Engineering Co., Ltd. for Shanghai Electric Power Transmission and Distribution Engineering (Malaysia) Co., Ltd.;
- 9.03 The provision of guarantee to the extent of RMB105 million by Shanghai Institute of Mechanical & Electrical Engineering Co., Ltd. for Shanghai Electric (Huaibei) Biomass Cogeneration Co., Ltd.;
- 9.04 The provision of guarantee to the extent of RMB700 million by Shenzhen Yinghe Technology Co., Ltd. for Huizhou Yinghe Technology Co., Ltd.; and
- 9.05 The provision of guarantee to the extent of RMB300 million by Shenzhen Yinghe Technology Co., Ltd. for Huizhou Yinghe Intelligent Technology Co., Ltd.

SPECIAL RESOLUTION:

10. To consider and approve the amendments to the Articles of Association and its appendices.

By Order of the Board
Shanghai Electric Group Company Limited
Hu Xupeng
Joint Company Secretary

Shanghai, the PRC, 6 May 2026

As at the date of this notice, the executive directors of the Company are Dr. WU Lei, Mr. ZHU Zhaokai and Mr. WANG Chenhao; the non-executive directors of the Company are Ms. ZHU Yun, Mr. ZHU Jiaqi and Mr. CAO Qingwei; and the independent non-executive directors of the Company are Dr. LIU Yunhong, Dr. DU Zhaohui and Dr. CHEN Xinyuan.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The voting at the AGM shall be conducted by way of poll. For details of the above resolutions, please refer to the circular of the Company dated 6 May 2026 in respect of the AGM and the H Share Class Meeting.
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, 2 June 2026 to Friday, 5 June 2026, 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 of the H Shares on Friday, 5 June 2026 are entitled to attend the AGM. In order to qualify for attending the AGM, 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, 1 June 2026. 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 AGM 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 annual report of the Company for the year ended 31 December 2025 and the circular of the Company in respect of the AGM and the H Share Class Meeting.
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 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 at 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 AGM 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 AGM if he/she so wishes.
6. The AGM 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.

NOTICE OF H SHARE CLASS MEETING



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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting for holders of H Shares (the “**H Share Class Meeting**”) of Shanghai Electric Group Company Limited (the “**Company**”) will be held on Friday, 5 June 2026, immediately after the conclusion or adjournment of the annual general meeting (the “**AGM**”) 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. on 5 June 2026 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 resolution:

SPECIAL RESOLUTION:

1. To consider and approve the amendments to the Articles of Association and its appendices.

By Order of the Board

Shanghai Electric Group Company Limited

Hu Xupeng

Joint Company Secretary

Shanghai, the PRC, 6 May 2026

As at the date of this notice, the executive directors of the Company are Dr. WU Lei, Mr. ZHU Zhaokai and Mr. WANG Chenhao; the non-executive directors of the Company are Ms. ZHU Yun, Mr. ZHU Jiaqi and Mr. CAO Qingwei; and the independent non-executive directors of the Company are Dr. LIU Yunhong, Dr. DU Zhaohui and Dr. CHEN Xinyuan.

* *For identification purpose only*

NOTICE OF H SHARE CLASS MEETING

Notes:

1. The voting at the H Share Class Meeting shall be conducted by way of poll. For details of the resolutions proposed at the AGM and H Share Class Meeting for consideration and approval, please refer to the circular of the Company dated 6 May 2026 in respect of the AGM and H Share Class Meeting.
2. The Company's register of members for the H Shares will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, 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, 5 June 2026 are entitled to attend the H Share Class Meeting. In order to qualify for attending the H Share Class Meeting, 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, 1 June 2026. 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 H Share Class Meeting 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 of the Company in respect of the AGM and H Share Class Meeting.
4. The instrument appointing a proxy must be in writing under the hand of a holder of H Shares or his/her attorney duly authorised in writing. If the holder of H Shares 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 at 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 H Share Class 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 H Share Class Meeting if he/she so wishes.
6. The H Share Class Meeting is expected to last for no more than half a day. Holders of H Shares (or their proxies) attending the meeting are responsible for their own transportation and accommodation expenses. Holders of H Shares (or their proxies) attending the meeting shall produce their identity documents.
7. All times refer to Hong Kong local time, except as otherwise stated.

CHAPTER I GENERAL PROVISIONS

- Article 1** To improve the corporate governance structure of Shanghai Electric Group Company Limited (hereinafter referred to as “the Company”), regulate the remuneration management of the Company’s directors and senior management and establish a scientific, fair and efficient distribution and restraint mechanism, these measures are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, other relevant laws, regulations, regulatory documents and the Articles of Association, in light of the actual situation of the Company.
- Article 2** These measures apply to the directors of the Company and the senior management as specified in the Articles of Association.
- Article 3** The remuneration of directors and senior management adheres to the principles of combining incentives and restrictions, and balancing efficiency and fairness.
- Article 4** The remuneration of directors and senior management shall be disclosed in accordance with the provisions of securities regulatory authorities.

CHAPTER II REMUNERATION MANAGEMENT BODIES

- Article 5** The remuneration plans for the directors and senior management of the Company shall be formulated by the Remuneration Committee of the Board of Directors. The remuneration plan for directors shall be determined by the general meeting; the remuneration plan for senior management shall be approved by the Board of Directors and reported to the general meeting for explanation.
- Article 6** The relevant functional departments of the Company shall assist the Remuneration Committee in the implementation of the remuneration plans for the directors and senior management of the Company.

Article 7 Performance evaluation of the directors and senior management of the Company shall be organized by the Remuneration Committee. The Company may engage a third party to conduct performance evaluation. When the Board of Directors or the Remuneration Committee evaluates an individual director or discusses his/her remuneration, such director shall recuse himself/herself.

CHAPTER III STRUCTURE AND STANDARDS OF REMUNERATION

Article 8 The remuneration of the directors and senior management of the Company shall be compatible with market developments, commensurate with the Company's operating performance and individual performance, and consistent with the sustainable development of the Company.

Article 9 Independent directors shall receive director's fees in accordance with the standards approved by the general meeting and shall not receive any other form of remuneration.

Article 10 External directors (who are non-independent directors and do not hold any other position in the Company other than director) shall not receive any remuneration from the Company.

Article 11 The work expenses incurred by independent directors and external directors in performing their duties shall be reimbursed by the Company on an actual cost basis in accordance with relevant provisions.

Article 12 Remuneration of internal directors (directors who concurrently hold other positions in the Company) and senior management shall consist of basic salary, performance-based salary, medium and long-term incentive income, etc. In principle, the proportion of performance-based salary shall be no less than 50% of the total amount of basic salary and performance-based salary.

Article 13 The remuneration standards for internal directors and senior management shall be determined based on their principal positions or roles in the Company. Internal directors shall not receive additional remuneration from the Company solely by virtue of their role as directors.

CHAPTER IV PAYMENT AND ADJUSTMENT OF REMUNERATION

- Article 14** The allowance for independent directors shall be paid on a monthly basis.
- Article 15** Basic salary for internal directors and senior management shall be paid on a monthly basis; the determination and payment of performance-based salary and medium-to-long term incentive income shall be based on performance evaluation as an important factor. The Company shall ensure that a certain proportion of performance-based salary of directors and senior management is paid after disclosure in the annual report and upon completion of performance evaluation. Performance evaluation shall be conducted based on audited financial data.
- Article 16** All remuneration of directors and senior management shall be income before tax, and the Company shall withhold and remit individual income tax on their behalf in accordance with national laws and regulations.
- Article 17** Remuneration adjustments for the directors and senior management of the Company shall be made with reference to the following factors:
- (i) The level of salary increases for equivalent positions at comparable companies in the same industry and region;
 - (ii) The Company's operating performance;
 - (iii) Adjustments to the Company's development strategy or reorganization of corporate structure;
 - (iv) Individual position adjustments or changes in duties.

CHAPTER V SUSPENSION OF PAYMENT AND RECOVERY OF REMUNERATION

Article 18 Where the Company restates its financial reports retrospectively due to misstatements such as financial fraud, it shall timely re-assess the performance-based salary and medium-to-long term incentive income of directors and senior management and recover the excess amount paid accordingly.

Article 19 Where any director or senior management of the Company breaches his/her obligations and causes losses to the Company, or is at fault for illegal or non-compliant acts including financial fraud, fund occupation and guarantee in violation of regulation, the Company shall reduce or suspend the payment of unpaid performance-based salary and medium-to-long term incentive income according to the seriousness of the circumstances, and recover in full or in part the performance-based salary and medium-to-long term incentive income that have been paid during the period when such acts occurred.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 20 Matters not covered by these measures shall be implemented in accordance with the relevant provisions of applicable national laws, regulations, regulatory documents and the Articles of Association. If the state-owned asset supervision and administration authorities stipulates otherwise, such provisions shall prevail.

Article 21 These measures shall take effect on the date of adoption by the general meeting of the Company and shall be interpreted by the Board of Directors.

**APPENDIX II COMPARISON TABLE OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

<u>Before amendments</u>	<u>After amendments</u>
<p>Overall revision:</p> <p>Due to the deletion of certain provisions in the Articles of Association relating to “meeting of class shareholders ” and “special procedures for voting by class shareholders”, the numbering of certain chapters, articles, and cross-references is adjusted accordingly. Where no other amendments are involved, such changes are not listed item by item.</p>	
<p><u>Article 17</u></p> <p>Upon completion of the initial capital increase and issuance of A Shares in 2008, the private placement of A Shares in 2010, the conversion of part of the convertible corporate bonds issued domestically in 2015 into shares, the issuance of shares to Shanghai Electric (Group) Corporation in 2016 for assets acquisition and the issuance of shares to Shanghai Electric (Group) Corporation for assets acquisition and raising of supporting funds in 2017, and the completion of grant of the restricted shares under the Restricted A Share Incentive Scheme of the Company in 2019, the repurchase and cancellation of certain restricted A shares of the Company in 2020, the repurchase and cancellation of certain H shares of the Company in 2020, <i>and</i> the termination of implementation on Restricted A Share Incentive Scheme and completion of repurchase and cancellation of the restricted A shares that was granted but not yet released of the Company in 2022, the registered capital of the Company is RMB<u>15,579,809,092 (as of 17 March 2022)</u>. The change of the registered capital of the Company shall be conducted in accordance with the procedures prescribed by relevant laws and regulations of the PRC.</p>	<p><u>Article 17</u></p> <p>Upon completion of the initial capital increase and issuance of A Shares in 2008, the private placement of A Shares in 2010, the conversion of part of the convertible corporate bonds issued domestically in 2015 into shares, the issuance of shares to Shanghai Electric (Group) Corporation in 2016 for assets acquisition and the issuance of shares to Shanghai Electric (Group) Corporation for assets acquisition and raising of supporting funds in 2017, and the completion of grant of the restricted shares under the Restricted A Share Incentive Scheme of the Company in 2019, the repurchase and cancellation of certain restricted A shares of the Company in 2020, the repurchase and cancellation of certain H shares of the Company in 2020, the termination of implementation on Restricted A Share Incentive Scheme and completion of repurchase and cancellation of the restricted A shares that was granted but not yet released of the Company in 2022, <i>and the repurchase and cancellation of certain A shares of the Company in 2025</i>, the registered capital of the Company is RMB<u>15,540,121,636</u>. The change of the registered capital of the Company shall be conducted in accordance with the procedures prescribed by relevant laws and regulations of the PRC.</p>

**APPENDIX II COMPARISON TABLE OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

<u>Before amendments</u>	<u>After amendments</u>
<p><u>Article 35</u></p> <p>The directors and senior management officers of the Company shall report to the Company their shares of the Company and any alterations to the shares so held, and the shares transferred annually by them during their terms of office determined at the time of his/her assumption of office shall not exceed 25% of their total shares <i>of the same class</i> in the Company, except for changes in shares caused by judicial enforcement, inheritance, bequest, lawful division of property, etc. Shares of the Company held by the aforesaid persons shall not be transferred within the first year after the listing of Company’s shares. The aforesaid persons shall not transfer their shares of the Company in a period of six (6) months after they leave the Company.</p>	<p><u>Article 35</u></p> <p>The directors and senior management officers of the Company shall report to the Company their shares of the Company and any alterations to the shares so held, and the shares transferred annually by them during their terms of office determined at the time of his/her assumption of office shall not exceed 25% of their total shares in the Company, except for changes in shares caused by judicial enforcement, inheritance, bequest, lawful division of property, etc. Shares of the Company held by the aforesaid persons shall not be transferred within the first year after the listing of Company’s shares. The aforesaid persons shall not transfer their shares of the Company in a period of six (6) months after they leave the Company.</p>
<p><u>Article 69</u></p> <p>.....</p> <p>If the shareholder is the recognized clearing house (or its attorney) as defined under the relevant laws and regulations in Hong Kong, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at any general meeting <i>or at any class meeting</i>. However, if one or more persons have such above authority, the letter of authorization shall contain the number and class of the shares of each of such person or persons in connection with such authorization. Such person or persons may exercise the right on behalf of the recognized clearing house (or its agent) as if such person or persons are the individual shareholders of the Company (and shall enjoy legal rights equivalent to those of other shareholders, including the right to speak and vote).</p>	<p><u>Article 69</u></p> <p>.....</p> <p>If the shareholder is the recognized clearing house (or its attorney) as defined under the relevant laws and regulations in Hong Kong, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at any general meeting. However, if one or more persons have such above authority, the letter of authorization shall contain the number and class of the shares of each of such person or persons in connection with such authorization. Such person or persons may exercise the right on behalf of the recognized clearing house (or its agent) as if such person or persons are the individual shareholders of the Company (and shall enjoy legal rights equivalent to those of other shareholders, including the right to speak and vote).</p>

**APPENDIX II COMPARISON TABLE OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

<u>Before amendments</u>	<u>After amendments</u>
<p><u>Article 84</u></p> <p>Shareholders calling for an extraordinary general meeting <i>or a meeting of class shareholders</i> shall act in accordance with the following procedures:</p> <ol style="list-style-type: none"> 1. shareholders who individually or collectively hold more than 10% of the Company’s shares with voting rights shall submit a request to the board of directors in writing to convene an extraordinary general meeting <i>or a class general meeting</i>. The agenda of the proposed meeting shall be stated therein. The board of directors shall issue its decision in writing regarding its approval or rejection within ten (10) days from the receipt of the said proposal. The number of the aforesaid shares shall be calculated as of the date on which the requisition(s) is/are made; 2. if the board of director agree to convene an extraordinary general meeting <i>or a meeting of class shareholders</i>, a notice of convening an extraordinary general meeting <i>or a meeting of class shareholders</i> shall be sent out within five (5) days of the resolution of the board of directors. Any modification to the original proposals shall be approved by original proposer; <p>.....</p>	<p><u>Article 84</u></p> <p>Shareholders calling for an extraordinary general meeting shall act in accordance with the following procedures:</p> <ol style="list-style-type: none"> 1. shareholders who individually or collectively hold more than 10% of the Company’s shares with voting rights shall submit a request to the board of directors in writing to convene an extraordinary general meeting. The agenda of the proposed meeting shall be stated therein. The board of directors shall issue its decision in writing regarding its approval or rejection within ten (10) days from the receipt of the said proposal. The number of the aforesaid shares shall be calculated as of the date on which the requisition(s) is/are made; 2. if the board of director agree to convene an extraordinary general meeting, a notice of convening an extraordinary general meeting shall be sent out within five (5) days of the resolution of the board of directors. Any modification to the original proposals shall be approved by original proposer; <p>.....</p>

**APPENDIX II COMPARISON TABLE OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

<u>Before amendments</u>	<u>After amendments</u>
<u>CHAPTER 8: SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS</u>	Deleted the entire chapter
<p><u>Article 129</u></p> <p>The board of directors shall be accountable to the general meeting, and exercise the following functions and powers:</p> <p>.....</p> <p>15. to review any asset mortgage created by the Company over any of its owned property, equipment or equity investment for the benefit of any financial institution or other institution with a total amount exceeding RMB1,000,000,000 but not more than 10% of the most recently audited total assets of the Company and 30% of the net assets of the Company;</p> <p>16. to review any entrusted wealth management in a total amount exceeding <u>RMB800,000,000</u> but not more than 10% of the most recently audited total assets of the Company and 30% of the net assets of the Company;</p> <p>17. to decide on matters relating to investment, purchase or sale of assets, mortgage of assets, external guarantee, financial assistance, entrusted wealth management, related party transactions and external donations by the Company within the scope of authority conferred by the general meeting;</p> <p>.....</p>	<p><u>Article 121</u></p> <p>The board of directors shall be accountable to the general meeting, and exercise the following functions and powers:</p> <p>.....</p> <p>15. to review any asset mortgage created by the Company over any of its owned property, equipment or equity investment for the benefit of any financial institution or other institution with a total amount exceeding RMB1,000,000,000 but not more than 10% of the most recently audited total assets of the Company and 30% of the net assets of the Company;</p> <p>16. to review any entrusted wealth management in a total amount exceeding <u>10% of the most recently audited net assets of the Company</u> but not more than 10% of the most recently audited total assets of the Company and 30% of the net assets of the Company;</p> <p>17. to decide on matters relating to investment, purchase or sale of assets, mortgage of assets, external guarantee, financial assistance, entrusted wealth management, related party transactions and external donations by the Company within the scope of authority conferred by the general meeting;</p> <p>.....</p>

<u>Before amendments</u>	<u>After amendments</u>
<p>Overall revision content:</p> <p>Due to the deletion of certain provisions in the Articles of Association and the Rules of Procedure for General Meeting relating to “class general meeting” and “special procedures for voting at class meeting”, the numbering of certain chapters, articles, and cross-references has been adjusted accordingly. Where no other amendments are involved, such changes are not listed item by item.</p>	
<p>Article 13 If shareholders request that an extraordinary general meeting <i>or a class general meeting</i> be convened, the following procedures shall be followed:</p> <p>(1) shareholders holding individually or collectively more than 10% of the voting shares of the Company shall submit a written request to the board of directors to convene an extraordinary general meeting <i>or a class general meeting</i>, and state the subject of the meeting. Upon receipt of the abovementioned requests, the board of directors shall respond in writing whether they agree or not to convene an extraordinary general meeting <i>or a class general meeting</i> within ten (10) days. If the board of directors agrees to convene an extraordinary general meeting <i>or a class general meeting</i>, they shall issue a notice convening the meeting within five (5) days after the resolution of the board of directors has been made. The aforesaid number of shares held shall be calculated based on the date at which the shareholders make the written request.</p>	<p>Article 13 If shareholders request that an extraordinary general meeting be convened, the following procedures shall be followed:</p> <p>(1) shareholders holding individually or collectively more than 10% of the voting shares of the Company shall submit a written request to the board of directors to convene an extraordinary general meeting, and state the subject of the meeting. Upon receipt of the abovementioned requests, the board of directors shall respond in writing whether they agree or not to convene an extraordinary general meeting within ten (10) days. If the board of directors agrees to convene an extraordinary general meeting or a class general meeting, they shall issue a notice convening the meeting within five (5) days after the resolution of the board of directors has been made. The aforesaid number of shares held shall be calculated based on the date at which the shareholders make the written request.</p>

<u>Before amendments</u>	<u>After amendments</u>
<p>(2) in the event that, within thirty (30) days upon receipt of the aforesaid written request, the board of directors does not issue any notice convening the meeting, the requisitioning shareholders may convene the meeting on their own within four months of the date at which the board of directors' receives the request, and their convening procedures shall as far as possible be the same as the procedures under which the board of directors convene the general meeting.</p> <p>(3) if the board of directors refuses to convene an extraordinary general meeting, or fails to respond within 10 days upon receipt of such request, the shareholders individually or collectively holding more than 10% shares of the Company shall have the right to request the audit committee in writing to convene the extraordinary general meeting.</p> <p>If the audit committee agrees to convene an extraordinary general meeting, a notice of convening the extraordinary general meeting shall be issued within 5 days upon receipt of such requisition, and any amendment made in the notice to the original proposals shall be subject to the consent of the relevant shareholders.</p> <p>If the audit committee fails to issue the notice of the extraordinary general meeting within the specified period, it shall be deemed that it will not convene and preside over the general meeting, in which case shareholders holding, individually or in aggregate, 10% or more the shares of the Company for more than 90 consecutive days may convene and preside over such meeting.</p>	<p>(2) in the event that, within thirty (30) days upon receipt of the aforesaid written request, the board of directors does not issue any notice convening the meeting, the requisitioning shareholders may convene the meeting on their own within four months of the date at which the board of directors' receives the request, and their convening procedures shall as far as possible be the same as the procedures under which the board of directors convene the general meeting.</p> <p>(3) if the board of directors refuses to convene an extraordinary general meeting, or fails to respond within 10 days upon receipt of such request, the shareholders individually or collectively holding more than 10% shares of the Company shall have the right to request the audit committee in writing to convene the extraordinary general meeting.</p> <p>If the audit committee agrees to convene an extraordinary general meeting, a notice of convening the extraordinary general meeting shall be issued within 5 days upon receipt of such requisition, and any amendment made in the notice to the original proposals shall be subject to the consent of the relevant shareholders.</p> <p>If the audit committee fails to issue the notice of the extraordinary general meeting within the specified period, it shall be deemed that it will not convene and preside over the general meeting, in which case shareholders holding, individually or in aggregate, 10% or more the shares of the Company for more than 90 consecutive days may convene and preside over such meeting.</p>

**APPENDIX III COMPARISON TABLE OF THE PROPOSED AMENDMENTS
TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING**

<u>Before amendments</u>	<u>After amendments</u>
<p>Shareholders who convene a general meeting <i>or a class general meeting</i> on their own shall notify the board of directors of the Company in writing prior to the issuance of the notice of general meeting and file the relevant documents with the Shanghai Stock Exchange. The board of directors and the secretary to the board of directors of the Company shall provide cooperation, provide requisite support and perform their information disclosure obligations in a timely manner with respect to matters relating to a general meeting convened by the shareholders in accordance with the law.</p> <p>Before the announcement of resolutions of the general meeting <i>or the class general meeting</i>, the shareholding of the convening shareholders shall not be less than 10%. The convening shareholders shall disclose the announcement no later than the issuance of the notice of the general meeting, and undertake that their shareholding shall not be less than 10% of the total share capital of the Company during the period from the date of proposing to convene general meeting to the day of convening general meeting.</p>	<p>Shareholders who convene a general meeting on their own shall notify the board of directors of the Company in writing prior to the issuance of the notice of general meeting and file the relevant documents with the Shanghai Stock Exchange. The board of directors and the secretary to the board of directors of the Company shall provide cooperation, provide requisite support and perform their information disclosure obligations in a timely manner with respect to matters relating to a general meeting convened by the shareholders in accordance with the law.</p> <p>Before the announcement of resolutions of the general meeting, the shareholding of the convening shareholders shall not be less than 10%. The convening shareholders shall disclose the announcement no later than the issuance of the notice of the general meeting, and undertake that their shareholding shall not be less than 10% of the total share capital of the Company during the period from the date of proposing to convene general meeting to the day of convening general meeting.</p>
<p><u>CHAPTER 7 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETING</u></p>	<p>Deleted the entire chapter</p>

**APPENDIX IV COMPARISON TABLE OF THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

<u>Before amendments</u>	<u>After amendments</u>
<p>ARTICLE 3 FUNCTIONS AND POWERS AND AUTHORITY OF THE BOARD</p> <p>The Board shall be accountable to the general meeting, and exercise the following functions and powers:</p> <p>.....</p> <p>(15) to review any asset mortgage created by the Company over any of its owned property, equipment or equity investment for the benefit of any financial institution or other institution with a total amount exceeding RMB1,000,000,000 but not more than 10% of the most recently audited total assets of the Company and 30% of the net assets of the Company;</p> <p>(16) to review any entrusted wealth management in a total amount exceeding <i>RMB800,000,000</i> but not more than 10% of the most recently audited total assets of the Company and 30% of the net assets of the Company;</p> <p>(17) to decide on matters relating to investment, purchase or sale of assets, mortgage of assets, external guarantee, financial assistance, entrusted wealth management, related party transactions and external donations by the Company within the scope of authority conferred by the general meeting;</p> <p>.....</p>	<p>ARTICLE 3 FUNCTIONS AND POWERS AND AUTHORITY OF THE BOARD</p> <p>The Board shall be accountable to the general meeting, and exercise the following functions and powers:</p> <p>.....</p> <p>(15) to review any asset mortgage created by the Company over any of its owned property, equipment or equity investment for the benefit of any financial institution or other institution with a total amount exceeding RMB1,000,000,000 but not more than 10% of the most recently audited total assets of the Company and 30% of the net assets of the Company;</p> <p>(16) to review any entrusted wealth management in a total amount exceeding <i>10% of the most recently audited net assets of the Company</i> but not more than 10% of the most recently audited total assets of the Company and 30% of the net assets of the Company;</p> <p>(17) to decide on matters relating to investment, purchase or sale of assets, mortgage of assets, external guarantee, financial assistance, entrusted wealth management, related party transactions and external donations by the Company within the scope of authority conferred by the general meeting;</p> <p>.....</p>