

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 JUNE 2016

The board of directors (the “**Board**”) of Shanghai Electric Group Company Limited (the “**Company**”) is pleased to announce that the annual general meeting (the “**AGM**”) of the Company was duly convened on 28 June 2016 and the resolutions proposed at the AGM were duly passed by the Shareholders of the Company by way of poll.

Reference is made to the circular of the Company dated 13 May 2016 and the supplemental circular of the Company dated 13 June 2016 (the “**Circulars**”), which set out all the resolutions to be considered by the Shareholders. Unless otherwise indicated, the capitalised terms used in this announcement shall have the same meaning as those defined in the Circulars.

The Board is pleased to announce that the AGM was held at Xingyuan Hall, 3/F, B Block, Ramada Plaza Shanghai Caohejing, No. 509 Caobao Road, Shanghai, the PRC at 2:00 p.m. on Tuesday, 28 June 2016. Mr. Zheng Jianhua, an executive director and the President of the Company, chaired the AGM. In accordance with relevant PRC laws and regulations, the holders of A Shares were entitled to attend the AGM in person, by proxy, or via network for the relevant resolutions. The time of network voting for the resolutions proposed at the AGM for holders of A Shares on 28 June 2016 was set out in the notice of the AGM to holders of A Shares dated 12 May 2016 published on the website of Shanghai Stock Exchange separately.

Poll voting for the resolutions of the AGM was taken in accordance with rule 13.39(4) of the Listing Rules and the Articles of Association of the Company. Mr. Yu Xuechun and Mr. Tang Zhiqiang, Shareholders’ representatives, Mr. Li Bin, a supervisor of the Company, Mr. Ni Junji from Grandall Law Firm (Shanghai), the PRC legal

advisor of the Company and also as authorized by Computershare Hong Kong Investor Services Limited, acted as the joint scrutineers in respect of the voting at the AGM. Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, performed the calculation to obtain the poll voting results with respect to the H Shares.

Grandall Law Firm (Shanghai) confirmed that, the convening, holding, attendants, qualification of convener and voting procedures of the AGM conformed to the Company Law of the PRC, the Securities Law of the PRC, the Rules of Procedures of Shareholders' General Meeting of Listed Companies and other relevant laws and regulations as well as the Articles of Association. The AGM was legal and valid. The Board is pleased to announce that the resolutions proposed at the AGM were duly passed.

RESULTS OF THE AGM

The total number of shares entitling the Shareholders to attend the AGM is 12,824,309,122 shares (including 9,851,397,122 A Shares and 2,972,912,000 H Shares), being the total number of shares entitling the Shareholders to vote on the resolutions proposed at the AGM other than the item (4) of the 9th resolution. The Shareholders, holding in aggregate 7,785,273,557 shares, representing approximately 60.71% of the total number of shares of the Company carrying voting rights, attended the AGM and voted in respect of the resolutions other than the item (4) of the 9th resolution in person, by proxy or via network.

In respect of the item (4) of the 9th resolution, SEC, the controlling Shareholder of the Company and together with its associates holding approximately 55.99% of the share capital of the Company on 31 May 2016, had a material interest in and shall abstain from voting on such resolution at the AGM. Accordingly, the total number of shares entitling the Shareholders to attend the AGM and vote on the item (4) of the 9th resolution is 5,644,516,411 shares (including 2,820,938,411 A Shares and 2,823,578,000 H Shares). The independent shareholders, holding in aggregate 754,814,846 shares, representing approximately 13.37% of the total number of shares carrying voting rights on the item (4) of the 9th resolution, attended the AGM and voted in respect of such resolution in person, by proxy or via network.

Save as disclosed above, no Shareholder was required to abstain from voting on any resolution proposed at the AGM. No Shareholder who was entitled to attend had to abstain from voting in favour of any resolution at the AGM.

Please refer to the Circulars for full text of the resolutions. The poll results in respect of the resolutions at the AGM are as follows:

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percent- age (%)	Shares	Percent- age (%)	Shares	Percent- age (%)
1.	To consider and approve the annual report of the Company for the year ended 31 December 2015.	A Shares	7,427,948,248	99.9996	29,500	0.0004	0	0.0000
		H Shares	356,027,809	99.6451	0	0.0000	1,268,000	0.3549
		Total	7,783,976,057	99.9833	29,500	0.0004	1,268,000	0.0163
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
2.	To consider and approve the report of the Board for the year ended 31 December 2015.	A Shares	7,427,949,848	99.9996	27,900	0.0004	0	0.0000
		H Shares	356,027,809	99.6451	0	0.0000	1,268,000	0.3549
		Total	7,783,977,657	99.9834	27,900	0.0004	1,268,000	0.0162
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
3.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2015.	A Shares	7,427,949,848	99.9996	27,900	0.0004	0	0.0000
		H Shares	356,027,809	99.6451	0	0.0000	1,268,000	0.3549
		Total	7,783,977,657	99.9834	27,900	0.0004	1,268,000	0.0162
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
4.	To consider and approve the report of the financial results of the Company for the year ended 31 December 2015.	A Shares	7,427,947,248	99.9996	30,500	0.0004	0	0.0000
		H Shares	356,027,809	99.6451	0	0.0000	1,268,000	0.3549
		Total	7,783,975,057	99.9833	30,500	0.0004	1,268,000	0.0163
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
5.	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2015.	A Shares	7,427,926,448	99.9993	51,300	0.0007	0	0.0000
		H Shares	356,127,809	99.6731	0	0.0000	1,168,000	0.3269
		Total	7,784,054,257	99.9843	51,300	0.0007	1,168,000	0.0150
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
6.	To consider and approve the appointment of PwC Zhong Tian as the Company's PRC auditor and PricewaterhouseCoopers as the Company's international auditor for the financial year of 2016, and to authorise the Board to determine their remunerations.	A Shares	7,427,947,248	99.9996	30,500	0.0004	0	0.0000
		H Shares	356,127,809	99.6731	0	0.0000	1,168,000	0.3269
		Total	7,784,075,057	99.9846	30,500	0.0004	1,168,000	0.0150
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percent-age (%)	Shares	Percent-age (%)	Shares	Percent-age (%)
7.	To consider and approve the ratification of emoluments paid to the Directors and Supervisors for the year of 2015 and to consider and approve emoluments of the Directors and Supervisors for the year of 2016.	A Shares	7,427,926,348	99.9993	51,400	0.0007	0	0.0000
		H Shares	356,127,809	99.6731	0	0.0000	1,168,000	0.3269
		Total	7,784,054,157	99.9843	51,400	0.0007	1,168,000	0.0150
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
8.	To consider and approve the renewal of liability insurance for the Directors, Supervisors and senior management.	A Shares	7,427,947,248	99.9996	30,500	0.0004	0	0.0000
		H Shares	356,027,809	99.6451	0	0.0000	1,268,000	0.3549
		Total	7,783,975,057	99.9833	30,500	0.0004	1,268,000	0.0163
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
9.	To consider and approve the proposed provision of external guarantees, including:							
	(1) The provision of a guarantee with a total amount of RMB1,400 million by the Company to Shanghai Electric Wind Power Equipment Co., Ltd. (上海電氣風電設備有限公司);	A Shares	7,427,923,748	99.9993	54,000	0.0007	0	0.0000
		H Shares	356,127,809	99.6731	0	0.0000	1,168,000	0.3269
		Total	7,784,051,557	99.9843	54,000	0.0007	1,168,000	0.0150
	(2) The provision of a guarantee with a total amount of RMB400 million by the Company to Shanghai Electric Wind Energy Co., Ltd. (上海電氣風能有限公司);	A Shares	7,427,923,748	99.9993	54,000	0.0007	0	0.0000
		H Shares	356,127,809	99.6731	0	0.0000	1,168,000	0.3269
		Total	7,784,051,557	99.9843	54,000	0.0007	1,168,000	0.0150
	(3) The provision of a guarantee with a total amount of RMB223.95 million by the Company to SEC-KSB Nuclear Pumps & Valves Co., Ltd. (上海電氣凱士比核電泵閥有限公司);	A Shares	7,427,827,848	99.9980	149,900	0.0020	0	0.0000
		H Shares	179,621,688	50.2725	176,506,121	49.4006	1,168,000	0.3269
		Total	7,607,449,536	97.7159	176,656,021	2.2691	1,168,000	0.0150

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percent-age (%)	Shares	Percent-age (%)	Shares	Percent-age (%)
(4) The provision of electronic bankers' acceptances with total amount of RMB873 million by Shanghai Electric Group Finance Co., Ltd. (上海電氣集團財務有限責任公司) to the subsidiaries of Shanghai Electric (Group) Corporation (上海電氣（集團）總公司).	A Shares	397,369,137	99.9623	149,900	0.0377	0	0.0000	
	H Shares	179,621,688	50.2725	176,506,121	49.4006	1,168,000	0.3269	
	Total	576,990,825	76.4414	176,656,021	23.4039	1,168,000	0.1547	
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
10.	To consider and approve the appointment of Mr. Li Jianjin as a non-executive director of the Company.	A Shares	7,427,949,848	99.9996	27,900	0.0004	0	0.0000
		H Shares	329,548,486	92.2341	26,579,323	7.4390	1,168,000	0.3269
		Total	7,757,498,334	99.6432	26,607,223	0.3418	1,168,000	0.0150
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								

APPOINTMENT OF MR. LI JIANJIN AS A NON-EXECUTIVE DIRECTOR

The biography of Mr. LI Jianjin (“**Mr. LI**”) is as follows:

Mr. LI, aged 58, is currently a non-executive director of the Company and the deputy secretary of CPC Party Committee of Shanghai Electric (Group) Corporation. Mr. LI has extensive experience in the management of equipment manufacturing enterprises. Mr. LI previously served as a director, the secretary of CPC Party Committee and the vice chairman of the supervisory committee of Shanghai Diesel Engine Co., Ltd. (a company listed on the Shanghai Stock Exchange, its A share stock code being 600841 and B share stock code being 900920), and the secretary of CPC Party Committee of Shanghai Dianji University. Mr. LI graduated from Fudan University majoring in administration management and is a senior political affairs specialist.

Save as disclosed above, Mr. LI does not hold any directorship in the past three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas, Mr. LI does not have any relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and Mr. LI does not hold any other position in the Company or any of its subsidiaries. As at the date of this announcement, Mr. LI does not have any interest in shares of the Company or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

Saved as disclosed above, there is no other information in relation to the appointment of Mr. LI which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders. Mr. LI has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

As at the date of this announcement, the Company has not yet entered into any director service contract with Mr. LI. The term of office of Mr. LI will commence from 28 June 2016 and will end on 25 February 2017. During Mr. LI's term of office being a non-executive director of the Company, the amount of Mr. LI's emoluments will be determined based on a number of factors including the operating results of the Company, his responsibilities, performance and market conditions.

By order of the Board
Shanghai Electric Group Company Limited
Huang Dinan
Chairman of the Board

Shanghai, the PRC, 28 June 2016

As at the date of this announcement, the executive directors of the Company are Mr. HUANG Dinan, Mr. ZHENG Jianhua and Mr. HUANG Ou; the non-executive directors of the Company are Mr. LI Jianjin, Mr. ZHU Kelin and Ms. YAO Minfang; and the independent non-executive directors of the Company are Dr. LUI Sun Wing, Mr. KAN Shun Ming and Dr. CHU Junhao.

** For identification purpose only*