



SHANGHAI ELECTRIC GROUP COMPANY LIMITED

上海電氣集團股份有限公司

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

(Stock Code: 02727)

Form of proxy for the Extraordinary General Meeting to be held on Monday, 10 April 2017

I/We¹ _____ of _____ being the registered holder(s) of² _____ H shares of RMB1.00 each in the share capital of Shanghai Electric Group Company Limited (the "**Company**") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**³ or _____ of _____

as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company (the "**EGM**") to be held at Xingyuan Hall, 3/F, B Block, Ramada Plaza Shanghai Caohejing, No. 509 Caobao Road, Shanghai, the People's Republic of China at 9:00 a.m. on Monday, 10 April 2017 (and any adjournment thereof) for the purpose of considering and, if thought fit, approving the resolutions as set out in the notice convening the EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1.	To consider and, if thought fit, to approve the resolution on the proposal of assets acquisition by issuance of shares and supporting funds raising (connected transaction) (the " Transaction ") by the company:			
	Assets acquisition by issuance of shares			
1.1	Parties to the transaction;			
1.2	Transaction subjects;			
1.3	Basis of pricing and transaction price;			
1.4	Arrangement for profit or loss for the period;			
1.5	Procedures for transfer of ownership and liability for breach of contract;			
1.6	Class and nominal value of shares to be issued ;			
1.7	Target subscribers for shares to be issued;			
1.8	Method of issuance and subscription for shares;			
1.9	Pricing benchmark date, basis of pricing and issue price for the issuance of shares;			
1.10	Number of shares to be issued;			
1.11	Lock-up period arrangement;			
1.12	Listing place of the shares to be issued;			

	1.13	Treatment for the Company's undistributed retained earnings prior to the shares issuance;			
	1.14	The validity of the resolutions;			
	Issuance of shares for supporting funds raising				
	1.15	The class and nominal value of shares to be issued;			
	1.16	Target subscribers and methods of subscription;			
	1.17	Issue price;			
	1.18	Number of shares to be issued;			
	1.19	Use of proceeds;			
	1.20	Lock-up period arrangement;			
	1.21	Listing place of the shares to be issued under the supporting funds raising; and			
	1.22	The validity of the resolutions.			
2.	To consider and, if thought fit, to approve the "The Report for Assets Acquisition by Issuance of Shares and Supporting Funds Raising (Connected Transaction) by Shanghai Electric Group Company Limited (Draft) " and its summary.				
3.	To consider and, if thought fit, to approve the resolution in relation to the execution of the Assets Acquisition by Issuance of Shares Agreement between Shanghai Electric (Group) Corporation and Shanghai Electric Group Company Limited with conditions precedent.				
4.	To consider and, if thought fit, to approve the resolution in relation to the execution of the Profit Compensation Agreement with conditions precedent.				
5.	To consider and, if thought fit, to approve the resolution in relation to the execution of the Share Subscription Agreement between the target subscribers and the Company with conditions precedent.				
6.	To consider and, if thought fit, to approve the resolution in relation to the possible dilution of the Company's current earnings per share as a result of the Transaction and its remedial measures.				
7.	To consider and, if thought fit, to approve the resolution in relation to the grant of the authorization to the board and its authorized representative(s) at the general meeting to deal with relevant matters of the Transaction.				
8.	To consider and, if thought fit, to approve the resolution in relation to the report on the use of proceeds from the previous fund raising activities by the Company.				
	ORDINARY RESOLUTIONS		FOR⁴	AGAINST⁴	ABSTAIN⁴
1.	To consider and, if thought fit, to approve the resolution in relation to the connected transactions involving assets acquisition by issuance of shares and supporting funds raising by the Company.				
2.	To consider and, if thought fit, to approve the resolution in relation to the independence of the appraisal firms, the reasonableness of the appraisal assumptions, the				

	relevance between the appraisal methodology and purpose and the fairness of the valuation in connection with the Transaction.			
3.	To consider and, if thought fit, to approve the resolution in relation to the approval of relevant reports issued by audit firms and asset appraisal firms in respect of the Transaction.			
4.	To consider and, if thought fit, to approve the resolution on the compliance with the relevant laws and regulations of the assets acquisition by issuance of shares and supporting funds raising (connected transaction) by the Company.			
5.	To consider and, if thought fit, to approve the resolution in relation to the compliance by the Company with Clause 4 under "Requirements on Certain Issues Concerning Regulating the Material Asset Reorganizations of Listed Companies" in respect of the Transaction.			

Date: _____ 201_____

Signature(s)⁵: _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy related. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy needs not be a shareholder of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the voting result of that resolution. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
6. In case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he/she is solely entitled thereto. However, if more than one of such joint holders are present at the EGM, personally or by proxy, the vote of the

joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).

7. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company for holders of H Shares not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
8. Shareholders or their proxies attending the EGM shall produce their identity documents.

** For identification purpose only*