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(As approved by the 5th meeting of the 12th session of the Board of Directors held on April 29, 2024)

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1 In order to further establish and improve the selection standards and procedures for directors and senior executives of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the " "), and improve the corporate governance structure of the Company, the Company has specifically set up the Nomination Committee of the Board of Directors and formulated these terms of reference according to the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the articles of association of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the " "), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the " ") and other relevant laws, regulations, departmental rule and normative documents.

The Nomination Committee is a dedicated working body of the board of directors established by the board of directors according to the Articles of Association, mainly responsible for reviewing the selection and appointment procedures, standards and qualifications of directors and senior executives of the Company and providing suggestions to the board of directors.

The Company shall provide the Nomination Committee with necessary working conditions and make available to its dedicated staff or organizations undertaking day-to-day activities of the Nomination Committee such as work liaison, meeting organization, material preparation and file management. The Company's management and relevant departments shall provide cooperation when the Nomination Committee performs its duties.

The Nomination Committee shall comprise 3 directors, the majority of whom shall be independent non-executive directors.

The members of the Nomination Committee shall be nominated by the chairman of the board of directors or more than 1/3 of all directors, and elected by the board of directors.

The Nomination Committee shall have one chairman, who shall be an independent non-executive director member and be responsible for directing the work of the Nomination Committee.

The members of the Nomination Committee shall have the same tenure as directors, subject to re-election upon expiration of tenure. If any member ceases to be a director of the Company or any member who should have the status as independent non-executive director ceases to be independent as prescribed in the Articles of Association and the Listing Rules, such member will automatically be disqualified as member, and the vacancy shall be filled up by the board of directors according to the aforesaid Article 4 to Article 6.

The Nomination Committee shall have a working group set up under it, responsible for day-to-day work liaison and meeting organization, etc. The members of the working group are not required to be members of the Nomination Committee.

The main duties and authorities of the Nomination Committee are as follows:

(I) Study the selection standards and procedures for directors, managers and other senior executives to be appointed by the board of directors, and propose to the board of directors;

(II) Extensively search qualified candidates, examine director candidates and candidates for senior executives of the Company subject to appointment by the board of directors of the Company, and propose to the board of directors, as well as review the independence of proposed independent non-executive directors;

(III) Make recommendation on candidates for the next session of the board of directors to the current session of to 9asd.4(o)4whenct (y)-398(t5)-1.8o sesives o1allTDnn8lw2ers osof

10 The Nomination Committee shall be responsible and accountable to the board of directors. Proposals of the Nomination Committee shall be submitted to the board of directors for deliberation and decision. The Nomination Committee shall provide all studies and discussions, materials and information to the board of directors in the form of report, suggestion or summary for study and decision. If the board of directors didn't adopt any suggestion of the Nomination Committee in part or in full, the opinions of the Nomination Committee and specific reasons for non-adoption shall be documented in the board of directors' resolutions and then disclosed.

11 The Nomination Committee shall study selection standards, selection procedures and term of office for directors and senior executives of the Company according to relevant laws, regulations, other normative documents, the Articles of Association and the Listing Rules and in light of the operational realities of the Company, submit them to the board of directors for consideration after forming them into resolutions, and implement according.

1 Selection and appointment procedures for directors and senior executives:

(I) The Nomination Committee shall actively communicate with relevant departments of the Group, and study the needs and requirements of the Company for new directors and senior executives;

(II) The Nomination Committee may extensively search candidates for director, manager and other senior executives in the Company's group, controlling (equity-participating) companies and on talent markets;

(III) Gather information about occupation, professional title, educational background, working experience and part-time jobs of preliminary candidates, and form them into written materials;

(IV) Solicit consent of the nominated candidates to nomination, failing which no dissenting nominee may be treated as candidates for director or senior executive;

(V) Convene Nomination Committee meetings and conduct qualification examination of preliminary candidates according to conditions of employment of directors and senior executives;

(VI) Bring forward suggestions and relevant materials on candidates for directors and newly-appointed senior executives 7 days prior to election of new directors and appointment of new senior executives;

(VII) Conduct other subsequent activities based on decisions and feedback from the board of directors.

1 If necessary, the Nomination Committee may engage intermediaries to provide professional advices into their decisions at the expense of the Company.

1 The Nomination Committee shall hold at least one meeting each year and notify all of its members 3 days prior to the meeting. Meetings shall be convened and chaired by the chairman or another member (independent non-executive director) if the chairman becomes unable to or refuses to attend. Extraordinary meetings may be held when necessary upon proposal of the chairman of the Company's board of directors, the chairman of the Nomination Committee or more than 1/2 of its members.

1 The Nomination Committee's meetings shall be held onsite in principle. Meetings may be held via videoconference, teleconference or online conference or in other manners according to the procedure when necessary, provided that it is ensured that all participating members can sufficiently communicate and express their opinions.

1 The Nomination Committee's meetings shall be held only when at least two members (including members who engage other members in writing to attend) are present; each member shall have one vote; resolutions made by a meeting mustby amust m

Members present at a meeting and attendees thereat shall all have the obligation to keep matters discussed by the meeting confidential and may not disclose relevant information without prior authorization.

When performing relevant duties, the Nomination Committee shall consider the diversity policy for members of the board of directors as set forth herein, and be responsible for overseeing the execution of the policy, and vetting and revising the policy when appropriate to ensure its effectiveness.

When reviewing the size and composition of the board of directors, seeking and identifying directors' candidates, the Nomination Committee shall consider relevant factors to achieve diversification of the members of the board of directors based on the business model and specific needs of the Company. The Nomination Committee may consider diversification of members of the board of directors from multiple perspectives, including but not limited to sex, age, cultural and educational background, race, professional experience, skills, knowledge and length of service. After considering the aforesaid relevant factors, the Nomination Committee shall make the final appointment suggestions to the board of directors according to strong suits of directors' candidates and contributions they can make to the board of directors.

Unless as otherwise specifically indicated, terms used therein shall have the same meanings as set forth in the Articles of Association.

The terms ''or more'' and ''below'' as referred to herein shall include the figure per se; the terms ''lower than'' and ''more than'' shall exclude the figure per se.

Any matters not set forth herein shall be dealt with according to relevant national laws, regulations, other normative documents and the Articles of Association.

These terms of reference shall be interpreted by the board of directors of the Company.

0 These terms of reference shall take effect upon approval by the board of directors of the Company.