Shanghai Dazhong Public Utilities (Group) Co., Ltd.

Terms of Reference of the Nomination Committee of the Board of Directors (Revised)

(As approved by the 13th meeting of the 12th session of the Board of Directors held on October 30, 2025)

Chapter 1 General

Article 1 In order to further establish and improve the selection standards and procedures for directors (the "**Director(s)**") and senior executives of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the "**Company**"), and improve the corporate governance structure of the Company, the Company has specifically set up the nomination committee (the "**Nomination Committee**") of the Board of Directors (the "**Board**") of the Company 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 "**Articles of Association**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and other relevant laws, regulations, departmental rule and normative documents.

Article 2 The Nomination Committee is a dedicated working body of the Board established by the Board 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.

Article 3 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.

Chapter 2 Composition

Article 4 The Nomination Committee shall comprise 3 Directors, the majority of whom shall be independent non-executive Directors and there shall be at least one Director of different gender.

Article 5 The members of the Nomination Committee shall be nominated by the chairman of the Board or more than 1/3 of the Directors, and elected by the Board.

Article 6 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.

Article 7 The members of the Nomination Committee shall have the same tenure as the Directors, subject to re-election upon expiration of tenure. If any member ceases to be a Director 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 by the Board according to the Article 4 to Article 6.

Article 8 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.

Chapter 3 Duty and Authority

Article 9 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, and propose to the Board;

(II) Extensively search qualified candidates, examine director candidates and candidates for senior executives of the Company subject to appointment by the Board, and propose to the Board, 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 the Board when the re-election of the Board takes place, appoint or reappoint Directors and propose to the Board on Directors' succession plans;

(IV) Appraise job performance of the directors And senior executives, and make recommendation or provide suggestions on replacement of directors or senior executives based on appraisal results when necessary;

(V) Review the structure, size, composition and diversity of the Board at least once a year, assist the Board in maintaining the Board skills matrix, and make recommendations on any proposed changes to the Board to complement with the Company's strategies;

(VI) Support the Company's regular evaluation of the board's performance;

(VII) Other matters prescribed by laws, regulations, the listing rules in the place where the Company is listed and the Articles of Association or authorized by the general meeting or the Board.

Article 10 The Nomination Committee shall be responsible and accountable to the Board. Proposals of the Nomination Committee shall be submitted to the Board 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.

Article 13 If necessary, the Nomination Committee may engage intermediaries to provide professional advices for their decisions at the expense of the Company.

Chapter 5 Rules of Procedure

Article 14 The Nomination Committee shall hold meeting at least once per 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 Board, the chairman of the Nomination Committee or more than 1/2 of its members.

Article 15 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 communicate and express their opinions effectively.

Article 16 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 must be passed by more than half of the members in order to take effect.

Article 17 Members of the Nomination Committee shall attend the Nomination Committee meetings in person, and any member who is unable to do so shall review the meeting materials in advance, form specific opinions, and engage another member of the Nomination Committee to attend on his behalf in writing.

Article 18 Meetings of the Nomination Committee shall vote by means of open ballot.

Article 19 The members of the working group may attend Nomination Committee meetings as nonvoting attendees, while the Directors and senior executives of the Company may be invited to attend the meetings as nonvoting attendees when necessary.

Article 20 The convening procedure and voting method of the Nomination Committee meetings and resolutions adopted thereat must comply with relevant laws, regulations, other normative documents, the Articles of Association, the Listing Rules and these terms of reference.

Article 21 Meetings of the Nomination Committee shall have meeting minutes in place, which shall be signed by the participating members; the meeting minutes shall be kept by the Board secretary. The Company shall keep meeting materials for at least ten years.

Article 22 Resolutions and voting results passed by Nomination Committee meetings shall be submitted in writing to the Board of the Company.

Article 23 Members present at a meeting and attendees thereat shall all have the obligation to keep matters discussed in the meeting confidential and may not disclose relevant information without prior authorization.

Chapter 6 Diversity Policy for Members of the Board

Article 24 When performing relevant duties, the Nomination Committee shall consider the diversity policy for members of the Board 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.

Article 25 When reviewing the size and composition of the Board, seeking and identifying the Directors' candidates, the Nomination Committee shall consider relevant factors to achieve diversification of the members of the Board based on the business model and specific needs of the Company. The Nomination Committee may consider diversification of members of the Board 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 according to strong suits of the Directors' candidates and contributions they can make to the Board.

Chapter 6 Supplementary Clause

Article 26 Unless otherwise specifically indicated, terms used therein shall have the same meanings as set forth in the Articles of Association.

Article 27 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.

Article 28 Any matters not set forth herein shall be dealt with according to relevant national laws, regulations, other normative documents and the Articles of Association.

Article 29 These terms of reference shall be interpreted by the Board.

Article 30 These terms of reference shall take effect upon approval by the Board.