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

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

(A a ed b he 5 h ee g f he 12 h e f he B a d f D ec he d A 29, 2024)

Chapter 1 General

Article 1 I de e g he he dec - a g f c f he B a d f D ec f Sha gha Da- g P b c U e (G) C ., L d. (he "Company"), e f he effec e e f he b a d f d ec f he C a e he a age e a d e he c a e g e a ce c e f he C a , he C a ha ec f ca e he A d C ee f he b a d f d ec a d f a ed he e e acc d g he C a La f he Pe e' Re b c f Ch a, he C de f C a e G e a ce f L ed C a e , he Ba c C de f I e a C f C a e , he R e G e g he L g f S c Sha gha S c E cha ge, he Se f Reg a G de e f C a e L ed Sha gha S c E cha ge _ N a e O e a , he A c e f A c a f Sha gha Da- g P b c U e (G) C ., L d. (he "Articles of Association"), he R e G e g he L g f Sec e The S c E cha ge f H g K g L ed (he "Listing Rules") a d he e e a a , eg a , de a e a e a d a e d c e .

Article 2 The A d C ee a ded ca ed g b d f he b a d f d ec e ab hed b he b a d f d ec acc d g he A c e f A c a , acc ab e a d e b e he b a d f d ec a d e g he b a d f d ec . The A d C ee' a d e a e e g, e a g a de a a g he f a c a f a a d e a a d f he C a acc d g he A c e f A c a ; d ag g a d e fec g he a age e a d e a c e f he C a ; g e gage e e ace e f e e a a d ; e b e f c ca be ee e a a d a de e a a d ; c f g e a ed a e f he C a a d e e g a d f g e a ed- a a ac f he C a .

Article 3 Me be f he A d C ee ha e e he ha e ff c e e a d e e g f f b d e f he C ee, ac d ge a d d f , effec e e e e a a d f he C a , g de he C a ' e a a d , fac a e he C a e ab h effec e a age e a d e a c , a d de e, acc a e a d c e e f a c a e .

Article 4 The C a ha de he A d C ee h ece a g c d a d a e a a ab e ded ca ed aff ga de a g da - -da ac e f he A d C ee ch a a , ee g ga , a e a e a a a d f e a age e . The C a ' a age e a d e e a de a e ha de c e a he he A d C ee e f d e .

Article 5 The e a ed a a d e a ed- a a ac a efe ed he e ha be de e ed acc d g he c e e f h he R e G e g he L g f S c Sha gha S c E cha ge, he L g R e a d he Re a ed-Pa T a ac Ma age e P c f he C a .

Chapter 2 Composition of the Audit Committee

Article 6 The A d C ee ha c e 3 d ec , a f h ha be de e de -e ec e d ec .

Article 7 The A d C ee ha ha e e cha a , e b e f d ec g he f he A d C ee. The cha a f he A d C ee ha be a acc g fe a , h ha ha e a a e fe a a f ca a a e acc g e e a f a c a a age e e e e. The Cha a ha be d ec e ec ed b he b a d f d ec a g e be f he C ee.

Article 8 The e be f he A d C ee ha be a ed b he b a d cha a 1/2 e f de e de -e ec e d ec 1/3 e f a

Chapter 3 Duty and Authority

Article 14 The A d C ee ha a e ec e da he b a d f d ec a e , ea e a d d a f e e a e gaged acc a , e e he e f e e a a d a e f e e a e gaged acc a , a d dea h a e e a ed e g a d a f ch acc a .

Article 15 The A d C ee ha e e a d e e he he he acc g f de e de a d b ec e a d he he he a d ced e a e effec e acc d g a cab e a da d ; f a e c e f e gag g acc g f de -a d e ce a d ca he ; e a a e he effec f f -a d e ce b e e a e gaged acc g f de e de ce; e e a d e a a e he he he e e a e gaged acc g f d ge a d d f .

Article 16 The A d C ee ha d c a d c ca e h he e e a e gaged acc g f ab he c e, a a d e h d f a d a d g f ca a d f d g ; he A d C ee ha d c he a e a d c e f a d a d e e a e g e b h acc a bef e a g he a d .

Article 17 The A d C ee ha e e he a a e a a d a f he C a ; e e he f a a d e e a f he C a ' e a a d e ; e e e a a d e , e a a e e f e a a d , a d e e a d ge ec f ca f g f ca e ; a d g de he e a a d de a e h gh effec e e a .

Article 18 The A d C ee ha be e b e f c d a g c ca be ee e a a d a d e e a a d a d c e a h e e a a d ; c d a e he c ca be ee he a age e a d e e a a d ega d g g f ca a d e .

Article 19 E ce a he e e c bed b a a d eg a , he A d C ee ha e e he e a a d de a e ec he f g a e a ea ce e e ha f a ea , e a ec e a d b he a e he A d C ee:

(I) U e f ceed , f g a a ee, e a ed- a a ac , ec e e e a d de a e ad g, f f a c a a a ce, cha e a e f a e , e e a e e e a d c d c f he g f ca e e b a d f he C a ;

(II) La ge- ca a a ac f he C a a d ca a a ac h d ec , e , e e ec e , c g ha eh de , ac a c e a d he e ec e aff a e .

The A d C ee ha e e e a a he effec e e f e a c f he C a a d e he b a d f d ec ba ed he e a a d e a d e e a da a b ed b he e a a d de a e .

Article 20 The A d C ee ha e a a e a c e a a e ba ed e a a e a d e e a da a ed b he e a a d de a e . The e a c e a a e ha c de he f g:

(I) S a e e f he b a d f d ec he a he c f he e a c e a a e ;

(II) O e e f he e a c e a a ;

(III) Ba , c e, ced e a d e h d f e a c e a a ;

Article 24 The A d C ee ha a e he e g e a he C a a d a e ec e da f e fec g he a age e ac ce f he C a .

Article 25 The A d C ee ha e e e a c chec a d e e , e a c e f-a e e e a d e f he acc g f a a a d , ec a a d , a age e a a d e a c a d f he C a ; a e he e f e a c e a a a d a d , a d e e a d ge he c ec f e a c defec .

Article 26 The A d C ee ha c f e a ed a e f he C a a d e he he b a d f d ec a d he b a d f e , a d b c c f ed e a ed a e e e a e e f he C a .

Article 27 The A d C ee ha e a e a e e a ed- a a ac e 9976.7( )-1.8(e e a) e 291.2 e ac A179 e e acce .8(257)2.1(a ac)T25.3(37-1.247

Article 31 The A d C ee ha d c a age e a d e a g e h he a age e e e he a age e ha e f ed he d e e ab h a effec e e . The d c ha c de he he e ce , aff a f ca a d e e e ce f he C a a e ff c e e f acc g a d f a c a e g f c , a d he he he a g c e ece ed b e ee a d e e a b dge a e ade a e.

Article 32 The A d C ee ha , ac e he e e f he b a d f d ec , d he a e ga e ega d g a age e a d e a g a e a d he a age e ' e e e ga e .

Article 33 If he C a ha e a a d f c , he A d C ee ha e e he f e a a d a d ha f e e a e gaged acc g f a e c d a ed, a e a ha he e a a d f c ha ff c e e ce de he C a e a e a d a a a e ; a d ha e e a d e e effec e e .

Article 34 The A d C ee ha e e he f a c a a d acc g c e a d ac ce f he C a .

Article 35 The A d C ee ha e a e he A d E a a Le e g e b e e a e gaged acc g f he a age e , a g f ca e a ed b he acc g f he a age e h e ec acc g ec d , f a c a acc g e a e a e e ade b he a age e .

Article 36 The A d C ee ha e e he b a d f d ec e d a e a ed he A d E a a Le e g e b e e a e gaged acc g f he a age e .

Article 37 The A d C ee ha e e he f g a a ge e ade b he C a : e ee f he C a a d a a e b e c d c f a c a e g, a age e , e a g he a ec . The A d C ee ha e e he e a e a a e a age e ace e ab e he C a c d c fa a d de e de

(II) A e d a f he acc g 3 de a g he a d b e f he C a ;

(III) A e d a f he ch ef f a c a ff ce f he C a ;

(IV) Cha ge acc g c e a e g f ca acc g e c ec d e ea he ha cha ge acc g a da d .

(V) O he a e e c bed b a , eg a a d CSRC a d he A c e f A c a .

Article 40 I add he af e a d d e , he

Article 44 The A d C ee ha e a a ea d c e e ded b he g g a d b e e a e e a e a he b a d f d ec f d c :

(I) Whe he he f a c a e f he C a a e e;

(II) E a a f e e a a d f , a d e gage e a d e ace e f e e a a d f ;

(III) E a a f he a age e a d e a c e f he C a a d e e a ;

(IV) O he e e a a e .

Article 45 The A d De a e f he C a ha e he A d C ee. Va a d e , a d e c ec a a d c ec e b ed b he A d De a e he a age e ha be b ed he A d C ee a he a e e.

Article 46 I ca e f a e e ace e f a e e a e gaged acc g f b he C a , he b a d f d ec a de be a e e e a e af e he A d C ee f de be a a d a e ec e da he b a d f d ec .

Article 47 If ece a , he A d C ee a e gage e ed a e de fe a ad ce he dec a he e e e f he C a .

Chapter 5 Rules of Procedure

Article 48 The A d C ee ee g a e d ded e d c ee g a d e a d a ee g, h ch ha be f ed a e be 3 da he ee g a d c e ed a d cha ed b he cha a . Mee g ha be c e ed a d cha ed b a he e be (de e de -e ec e d ec) f he Cha a bec e ab e ef e e f h d e .

Article 49 The A d C ee ha h d e d c ee g a ea ce e e a e . The A d C ee a h d e a d a ee g he ece a . A e a d a ee g a be he d he e be e he Cha a dee ece a .

Article 50 The A d C ee' e be ha a e h he b a d f d ec a d e e ec e . The A d C ee ha h d ee g h he e e a e gaged acc g f f he C a a ea ce a ea , c d g a ea e e a a e c ca ee g h e e f he a age e . The b a d ec e a a a e d ee g a a g a e dee.

Article 51 The A d C ee' e be ha a e d ee g e a d e e
c ea a e be g de be a ed. Whe a e be bec e ab e a e d a

Article 59 Me be e e a a ee g a d a e dee he ea ha a ha e he b ga ee a e d c ed b he ee g c f de a a d a d c e e e a f a h a h .

Article 60 Whe e e he b a d f d ec d ag ee h a f he A d C ee e ec , a e , e g a d a f he e e a e gaged acc g f , he e ha c de he a e e f he A d C ee e ab a g gge he C a e G e a ce Re , a e a ea f he b a d f d ec ' d ag ee e .

Chapter 6 Supplementary Clause

Article 61 U e a he e ec f ca d ca ed, e ed he e ha ha e he a e ea g a e f h he A c e f A c a .

Article 62 The e " e" a d "be " a efe ed he e ha c de he f g e e e; he e " e ha " a d " e ha " ha e c de he f g e e e.

Article 63 A a e e f h he e ha be dea h acc d g e e a a a a , eg a , he a e d c e a d he A c e f A c a . Whe he e e f efe e ce c f c h he af e a d , he af e a d ha e a a d he e e f efe e ce ha be a e ded a d b ed he b a d f d ec f de be a .

Article 64 The e e f efe e ce ha be e e ed b he b a d f d ec f he C a .

Article 65 The e e f efe e ce ha a e effec be g de be a ed a d ad ed b he b a d f d ec f he C a .