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龍源電力集團股份有限公司

CHINA LONGYUAN POWER GROUP CORPORATION LIMITED*

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

(Stock Code: 00916)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2017

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (“EGM”) of China Longyuan Power Group Corporation Limited* (the “**Company**”) in 2017 will be held at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China at 10:00 a.m. on Friday, 15 December 2017 to consider and approve the following matters:

ORDINARY RESOLUTIONS

1. To consider and approve the following resolutions:

- (i) the execution of the master agreement (the “**New Guodian Master Agreement**”) entering into between the Company and China Guodian Corporation Ltd. (“**Guodian**”) on the supply of materials, products and services by Guodian to the Company be and is hereby approved, ratified and confirmed;
- (ii) the continuing connected transactions in respect of the supply of materials, products and services by Guodian to the Company and the proposed caps under the New Guodian Master Agreement, which the Company expects to occur in the ordinary and usual course of business of the Company and its subsidiaries, as the case may be, and to be conducted on normal commercial terms, be and are hereby generally and unconditionally approved; and
- (iii) the execution of the New Guodian Master Agreement by Mr. Li Enyi for and on behalf of the Company be and is hereby approved, ratified and confirmed and that Mr. Li Enyi be and is hereby authorised to make any amendment to the New Guodian Master Agreement as he thinks desirable and necessary and to do all such further acts and things and execute such further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions.

2. To consider and approve the following resolution:

To approve the re-appointment of Ruihua Certified Public Accountants (special general partner) as the Company's PRC auditor for the year 2017 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the audit committee of the Board of Directors of the Company (the "**Board**") to determine their remuneration.

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association of the Company.

2. To consider and approve the granting of a general mandate to the Board for the issuance of debt financing instruments in the PRC. The particulars are set out as follows:

- (i) To issue debt financing instruments in one or more tranches by the Company in the PRC with an aggregate amount of not exceeding RMB30 billion (inclusive) under the condition of requirements of maximum issuance of debt financing instruments in compliance with relevant laws and regulations. The types of debt financing instruments include but not limited to direct debt financing instruments such as corporate bonds (including non-public issuance), corporate loans, project revenue notes, asset securitization, non-public targeted debt financing instruments, short-term financing bonds, ultra short-term financing bonds and medium-term notes.
- (ii) To authorize the Board to resolve and deal with matters in relation to the above issuance of debt financing instruments of the Company, including but not limited to the formulation and adjustment of specific proposals on issuance, determination of the engagement of intermediaries and the contents of relevant agreements on debt financing instruments.
- (iii) The validity period of the above granting shall be within a period of 24 months from the date of consideration and approval of the resolution at the general meeting. Where the Board has, upon the expiry of the authorization, decided the issuance of debt financing instruments, and provided that the Company has obtained necessary authorization (where appropriate), such as the approval and license and completed the filing or registration with regulatory authorities on the issuance, the Company can still be able, during the validity period of such approval, license, filing or registration, to complete the issuance or partial issuance of debt financing instruments. The Board will continue to deal with such issuance pursuant to the authorization document until full settlement of such debt financing instruments.

- (iv) To approve the delegation of authority by the Board to the management of the Company to deal with relevant matters within the scope of authorization above.

By order of the Board
China Longyuan Power Group Corporation Limited*
Jia Nansong
Vice President, Board Secretary and Joint Company Secretary

Beijing, the PRC, 30 October 2017

Notes:

1. In order to determine the holders of shares who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 15 November 2017 to Friday, 15 December 2017, both days inclusive, during which time no transfer of the Company's shares will be registered. To be eligible to attend the EGM, all share transfer documents accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the Company's head office in the PRC (for holders of domestic shares of the Company) for registration not later than 4:30 p.m. on Tuesday, 14 November 2017.
2. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a shareholder) as his/her proxy/proxies to attend and vote at the EGM on his or her behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its director or attorney duly authorised.
4. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the Company's head office in the PRC (for holders of domestic shares of the Company) not less than 24 hours prior to the holding of the EGM (i.e. not later than 10:00 a.m. on Thursday, 14 December 2017 (Hong Kong time)). If such form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form.
5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of its Board or other governing bodies may attend the EGM on behalf of the appointer.
6. The Company has the rights to request a shareholder or a proxy who attends the EGM on behalf of a shareholder to provide proof of identity.

7. Shareholders intending to attend the EGM in person or by proxy shall return the EGM reply slip to the Company's head office in the PRC (for holders of domestic shares of the Company) by hand, by post or by fax (fax number: (86)10-6388 7780), or return the EGM reply slip to the Company's H share registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares of the Company), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post on or before Saturday, 25 November 2017.
8. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.
9. The address of the Company's head office in the PRC is as follows:

Tower C, International Investment Plaza
No. 6–9 Fuchengmen North Street
Xicheng District
Beijing, PRC
Contact person: Mr. Jia Nansong
Telephone number: (86)10 6388 8008

As at the date of this notice, the non-executive directors of the Company are Mr. Qiao Baoping, Mr. Wang Baole, Mr. Luan Baoxing and Mr. Yang Xiangbin; the executive directors are Mr. Li Enyi and Mr. Huang Qun; and the independent non-executive directors are Mr. Zhang Songyi, Mr. Meng Yan and Mr. Han Dechang.

* *For identification purpose only*