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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of China Longyuan Power Group Corporation Limited\* (the “**Company**”) announces that the Board considered and approved, among other things, the proposal regarding the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) at the Board meeting held on 9 November 2017.

(1) In order to further improve the Articles of Association and corporate governance in accordance with the general requirements for including the Party construction work into the articles of associations of state-owned enterprises issued by State-owned Assets Supervision and Administration Commission of the State Council (the “**SASAC**”) of the People’s Republic of China (the “**PRC**”), and (2) given that the name of the controlling shareholder of the Company was changed from “China Guodian Corporation (中國國電集團公司)” into “China Guodian Corporation Ltd. (中國國電集團有限公司)”, the Company intends to make the following amendments to the Articles of Association (the “**Proposed Amendments**”). Details of such amendments are set out as below:

Original Articles	Amended Articles
<b>Chapter 1 General Provisions</b>	
<p data-bbox="165 277 300 311">Article 2</p> <p data-bbox="165 365 786 568">The Company is a joint stock limited company incorporated pursuant to the Company Law, the Special Regulations and other relevant laws in PRC and administrative regulations.</p> <p data-bbox="165 622 786 1167">The Company was established with the approval of the State-owned Assets Supervision and Administration Commission of the State Council, as evidenced by the approval document Guo Zi Gai Ge [2009] No.468, the Company was registered with the State Administration for Industry and Commerce and was granted the corporate legal person's business license on 9 July 2009. The number of its corporate legal person's business license is: 100000000012769.</p> <p data-bbox="165 1220 786 1335">The promoters of the Company include China Guodian Corporation and Guodian Northeast Power Co., Ltd.</p>	<p data-bbox="810 277 944 311">Article 2</p> <p data-bbox="810 365 1431 568">The Company is a joint stock limited company incorporated pursuant to the Company Law, the Special Regulations and other relevant laws in PRC and administrative regulations.</p> <p data-bbox="810 622 1431 1167">The Company was established with the approval of the State-owned Assets Supervision and Administration Commission of the State Council, as evidenced by the approval document Guo Zi Gai Ge [2009] No.468, the Company was registered with the State Administration for Industry and Commerce and was granted the corporate legal person's business license on 9 July 2009. The number of its corporate legal person's business license is: 100000000012769.</p> <p data-bbox="810 1220 1431 1335">The promoters of the Company include China Guodian Corporation <b>Ltd.</b> and Guodian Northeast Power Co., Ltd.</p>

	<p>Proposed addition after original Article 10:</p> <p><b><u>Article 11</u></b></p> <p><b><u>In accordance with the provisions under the Constitution of the Communist Party of China, the Party Committee of China Longyuan Power Corporation Limited* of the Communist Party of China (the “Party Committee”) shall be established by the Company. The Party Committee plays a core political role in the Company, maintains strategic directions, manages the overall situation and ensures effective implementations.</u></b></p>
<p>Article 18</p> <p>Upon approval by approving department of the Company, the Company issued 5 billion ordinary Shares in aggregate to the promoter at the time of incorporation, among which, China Guodian Corporation had subscribed for and holds 4.9 billion Shares, representing 98% of the total ordinary Shares in issue of the Company, whereas Guodian Northeast Power Co., Ltd had subscribed for and holds 0.1 billion Shares, representing 2% of the total ordinary Shares in issue of the Company.</p>	<p>Article <b><u>19</u></b></p> <p>Upon approval by approving department of the Company, the Company issued 5 billion ordinary Shares in aggregate to the promoter at the time of incorporation, among which, China Guodian Corporation <b><u>Ltd.</u></b> had subscribed for and holds 4.9 billion Shares, representing 98% of the total ordinary Shares in issue of the Company, whereas Guodian Northeast Power Co., Ltd had subscribed for and holds 0.1 billion Shares, representing 2% of the total ordinary Shares in issue of the Company.</p>

<p>Article 19</p> <p>Upon establishment, the Company may issue not more than 2,464.29 million overseas listed foreign Shares (including 321.43 million Shares upon the exercise of over-allotment option), subject to the approval by the securities regulatory authority of the State Council. The state-owned Shareholders of the Company will transfer not more than 246.43 million state-owned Shares to the National Council for Social Security Fund at the time of the issuance of overseas listed foreign Shares pursuant to relevant PRC regulations in respect of the disposal of state-owned Shares.</p> <p>Upon the issuance of overseas listed foreign Shares as aforementioned (including the exercise of the over-allotment option in full), the shareholding structure of the Company shall be as follows: 4,658,498,600 Shares are held by China Guodian Corporation, representing 62.41% of the total ordinary share capital, 95,071,400 Shares are held by Guodian Northeast Power Co., Ltd., representing 1.27% of the total ordinary share capital, 246,430,000 Shares are held by the National Council for Social Security Fund, representing 3.3% of the total ordinary share capital; 2,464,289,000 Shares are held by H Shareholders, representing 33.02% of the total ordinary share capital.</p>	<p>Article <u>20</u></p> <p>Upon establishment, the Company may issue not more than 2,464.29 million overseas listed foreign Shares (including 321.43 million Shares upon the exercise of over-allotment option), subject to the approval by the securities regulatory authority of the State Council. The state-owned Shareholders of the Company will transfer not more than 246.43 million state-owned Shares to the National Council for Social Security Fund at the time of the issuance of overseas listed foreign Shares pursuant to relevant PRC regulations in respect of the disposal of state-owned Shares.</p> <p>Upon the issuance of overseas listed foreign Shares as aforementioned (including the exercise of the over-allotment option in full), the shareholding structure of the Company shall be as follows: 4,658,498,600 Shares are held by China Guodian Corporation <b><u>Ltd.</u></b>, representing 62.41% of the total ordinary share capital, 95,071,400 Shares are held by Guodian Northeast Power Co., Ltd., representing 1.27% of the total ordinary share capital, 246,430,000 Shares are held by the National Council for Social Security Fund, representing 3.3% of the total ordinary share capital; 2,464,289,000 Shares are held by H Shareholders, representing 33.02% of the total ordinary share capital.</p>
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<b>Chapter 10 Board</b>	
	<p>Proposed addition after original Article 114:</p> <p><b><u>Article 116</u></b></p> <p><b><u>Prior to making decisions on material issues of the Company, including directions of reform and development, key objectives, and priority operational arrangements of the Company, the Board shall seek advice from the Party Committee of the Company.</u></b></p>
<p>Proposed addition after original Chapter 10:</p> <p><b>Chapter 11 Party Committee</b></p>	
	<p><b><u>Article 131</u></b></p> <p><b><u>The Company shall establish a Party Committee. In accordance with the requirements of the Constitution of the Communist Party of China, the Company shall set up Party working organs, and maintain sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organizations. The Party Committee shall perform its duties pursuant to the Constitution of the Communist Party of China and other rules of the Party.</u></b></p>

The Proposed Amendments include the addition of three new articles and amendment of three articles in total, and the number of the articles of the amended Articles of Association increases from 219 to 222. Save as the Proposed Amendments above, there should be no change in the content of other articles in the Articles of Association. Chapter and article numbering shall be adjusted accordingly as a result of the Proposed Amendments.

This resolution is subject to the approval at the extraordinary general meeting of the Company by way of a special resolution. A circular containing, among other things, details of the Proposed Amendments, together with the notice of the extraordinary general meeting, will be despatched to shareholders of the Company in due course. The amended Articles of Association shall become effective on the date of the passing of the relevant resolution at the extraordinary general meeting of the Company. Prior to the passing of the relevant resolution at the extraordinary general meeting of the Company, the existing Articles of Association shall remain valid.

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

Beijing, the PRC, 9 November 2017

*As at the date of this announcement, 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