
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Longyuan Power Group Corporation Limited***, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 CHANGE OF DIRECTOR AND NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2019

The Company will convene the second extraordinary general meeting (the “EGM”) in 2019 at 10:00 a.m. on Friday, 15 November 2019 at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the PRC. Notice of EGM is set out in this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company’s head office in the PRC in any event not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. on Thursday, 14 November 2019 (Hong Kong time)) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or to (for holders of Domestic Shares) the Company’s head office in the PRC on or before Saturday, 26 October 2019.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles” or “Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board of Directors” or “Board”	board of Directors of the Company
“Company”	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 PRC and its H Shares are listed on the Hong Kong Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for and fully paid in RMB
“EGM”	the second extraordinary general meeting for the year 2019 to be held by the Company at 10:00 a.m. on Friday, 15 November 2019 at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the PRC
“Executive Director(s)”	executive director(s) of the Company
“H Shares”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	independent non-executive director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange

DEFINITIONS

“Non-executive Director(s)”	non-executive director(s) of the Company
“Notice of EGM”	the notice convening the EGM
“PRC”	the People’s Republic of China
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Jia Yanbing (*Chairman*)

Mr. Huang Qun

Non-executive Directors:

Mr. Liu Jinhuan

Mr. Luan Baoxing

Mr. Yang Xiangbin

Independent Non-executive Directors:

Mr. Zhang Songyi

Mr. Meng Yan

Mr. Han Dechang

Registered office in the PRC:

Room 1206, 12th Floor

No.7, Baishiqiao Street

Haidian District

Beijing

PRC

Head office in the PRC:

Tower C, International Investment Plaza

No.6–9 Fuchengmen North Street

Xicheng District

Beijing

PRC

Principal place of business in Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

28 September 2019

To the Shareholders

Dear Sirs or Madams,

PROPOSED CHANGE OF DIRECTOR

AND

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2019

INTRODUCTION

This circular aims to give you the Notice of EGM and provide you with relevant information, to enable you to make an informed decision on whether to vote for or against the ordinary resolution relating to the proposed nomination of Director at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF DIRECTOR

Mr. Huang Qun proposes to resign as an executive director and a member of the strategic committee under the Board due to change of work, with effect from the date on which the proposed appointment of the new director is approved by the Shareholders at the EGM. Mr. Sun Jinbiao has been nominated as an executive director and a member of the strategic committee under the Board, with effect from the date on which relevant change of director is approved by the Shareholders at the EGM and until the expiry of the term of the current session of the Board.

Details of Mr. Sun Jinbiao, which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out as follows:

Sun Jinbiao (孫勁鵬), aged 48, president of the Company, graduated from Beijing College of Economics (北京經濟學院) with a bachelor degree in economics and from The Open University of Hong Kong with a master degree in business administration. He is a senior economist. He successively served as deputy head and head of the Labor Insurance Division of the Human Resources Department, and deputy director of the Human Resources Department of China Guodian Corporation (中國國電集團公司); a member of the municipal standing committee and deputy mayor (titular position) of Huaibei City, Anhui Province; and secretary and deputy director of the Organization and Personnel Department (Human Resources Department) of China Energy Investment Corporation Limited (國家能源投資集團有限責任公司).

Save as disclosed above, Mr. Sun Jinbiao did not hold any directorship of any listed companies or any position of the Company and its subsidiaries in the past three years.

Save as disclosed above, Mr. Sun Jinbiao has no relationship with any Directors, supervisors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholder (as defined in the Listing Rules).

As of the date of this circular, Mr. Sun Jinbiao has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Save as disclosed above, as far as the Board is aware, there is not any other matters in relation to the appointment of Mr. Sun Jinbiao as a Director of the Company that needs to be brought to the attention of the Shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

EGM

The Company will convene the EGM at 10:00 a.m. on Friday, 15 November 2019 at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the PRC. Notice of EGM is set out in this circular.

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 Tuesday, 15 October 2019 to Friday, 15 November 2019, both days inclusive. To be eligible to attend and vote at the EGM, unregistered holders shall lodge relevant share transfer documents with (for holders of H Shares) 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 or (for holders of Domestic Shares) the Company's head office in the PRC for registration not later than 4:30 p.m. on Monday, 14 October 2019.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's head office in the PRC by hand or by post in any event not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. on Thursday, 14 November 2019 (Hong Kong time)) or any adjourned meeting (as the case may be).

Shareholders who intend to attend the EGM in person or by proxy shall complete and return the accompanying EGM reply slip to the Company's head office in the PRC by hand, by post or by fax (fax number: (86) 10-6388 7780) (for holders of Domestic Shares), or return the EGM reply slip to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post (for holders of H Shares) on or before Saturday, 26 October 2019.

LETTER FROM THE BOARD

VOTING BY POLL AT EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders of a listed issuer at the issuer's general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will therefore demand a poll for the resolution put to the vote at the EGM pursuant to Article 80 of the Articles.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it used in the same manner.

RECOMMENDATION

The Board considers that the resolution set out in the Notice of EGM for consideration and approval by the Shareholders are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolutions set out in the Notice of EGM which are to be proposed at the EGM.

By order of the Board
China Longyuan Power Group Corporation Limited*
Jia Yanbing
Chairman of the Board

* *For identification purpose only*

NOTICE OF EGM



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 SECOND EXTRAORDINARY GENERAL MEETING IN 2019

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting in 2019 (the “**EGM**”) of China Longyuan Power Group Corporation Limited* (the “**Company**”) 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 (the “**PRC**”), at 10:00 a.m. on Friday, 15 November 2019 for the following purpose:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Sun Jinbiao as an executive director of the Company to fill the vacancy left by resignation of Mr. Huang Qun.

By order of the Board

China Longyuan Power Group Corporation Limited*

Jia Yanbing

Chairman of the Board

Beijing, the PRC, 28 September 2019

As at the date of this notice, the executive director is Mr. Jia Yanbing and Mr. Huang Qun; the non-executive directors of the Company are Mr. Liu Jinhuan, Mr. Luan Baoxing and Mr. Yang Xiangbin; and the independent non-executive directors are Mr. Zhang Songyi, Mr. Meng Yan and Mr. Han Dechang.

* For identification purpose only

NOTICE OF EGM

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 Tuesday, 15 October 2019 to Friday, 15 November 2019, both days inclusive. To be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall lodge share transfer documents with (for holder of H shares of the Company) 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 or (for holders of domestic shares of the Company) the Company's head office in the PRC at Tower C, International Investment Plaza, No. 6–9 Fuchengmen North Street, Xicheng District, Beijing, the PRC for registration not later than 4:30 p.m. on Monday, 14 October 2019.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the EGM on his, her or its behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorized 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 authorized.
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 November 2019 (Hong Kong time)). If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy.
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 who intend 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 in Hong Kong, 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) by hand or by post on or before Saturday, 26 October 2019.
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 contact of the Company is as follows:

Address : Tower C, International Investment Plaza
6–9 Fuchengmen North Street
Xicheng District
Beijing, the PRC

Contact person : Mr. Jia Nansong

Telephone number : (86)10–6388 8008