
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 are selling all your shares in China Longyuan Power Group Corporation Limited^{*}, you should at once hand this circular and the accompanying form of proxy 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 APPOINTMENT OF A NON-EXECUTIVE DIRECTOR AND NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2024

The Company will convene the second extraordinary general meeting in 2024 (the “EGM”) at 2:00 p.m. on Wednesday, 28 August 2024 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China. Notice of the EGM is set out on pages 5 to 6 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 not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 2:00 p.m. on Tuesday, 27 August 2024 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.

^{*} 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:

“A Shares”	the ordinary shares of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange
“Articles”	the articles of association of China Longyuan Power Group Corporation Limited* (as amended, modified or otherwise supplemented from time to time)
“Board”	board of directors of the Company
“Company”	China Longyuan Power Group Corporation Limited* (龍源電力集團股份有限公司), a joint stock limited company incorporated in the PRC and its H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 00916) and A Shares are listed on the Shenzhen Stock Exchange (Stock Code: 001289)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the second extraordinary general meeting in 2024 to be held by the Company at 2:00 p.m. on Wednesday, 28 August 2024 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China
“H Shares”	the overseas listed foreign shares of the Company with a nominal value of RMB1.00 each, which are 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
“Latest Practicable Date”	5 August 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of the EGM”	the notice of the second extraordinary general meeting in 2024
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares of the Company
“Shares”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

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 Directors:

Mr. Gong Yufei (*Chairman*)

Mr. Wang Liqiang

Non-executive Directors:

Mr. Tang Chaoxiong

Ms. Wang Xuelian

Ms. Chen Jie

Independent Non-executive Directors:

Mr. Michael Ngai Ming Tak

Mr. Gao Debu

Ms. Zhao Feng

Registered office in the PRC:

Room 2006, 20th Floor

Block c, 6 Fuchengmen North Street

Xicheng District, Beijing

the PRC

Head office in the PRC:

Block c, 6 Fuchengmen North Street

Xicheng District, Beijing

the PRC

Principal place of business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road, Kowloon

Hong Kong

8 August 2024

To the Shareholders

Dear Sirs or Madams,

**PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2024**

INTRODUCTION

This circular aims to give you the Notice of the 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 to be proposed at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

I. APPOINTMENT OF MR. ZHANG TONG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

An ordinary resolution will be proposed at the EGM to approve the appointment of Mr. Zhang Tong to serve as a non-executive Director of the Company, details of which are as follows:

Reference is made to the announcement of the Company dated 1 August 2024. In order to ensure the sound governance structure of the Company, the Board convened a meeting on 1 August 2024 and nominated Mr. Zhang Tong as a non-executive Director and a member of each of the strategic committee and the remuneration and assessment committee of the Board of the Company. The term of office of Mr. Zhang Tong will commence from the date of approval at the EGM until the expiration of the fifth session of the Board of the Company.

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

Mr. Zhang Tong, aged 52, graduated from Zhongnan University of Economics and Law, master of laws, senior economist. Mr. Zhang successively served as deputy director and director of the Legal and Political Research Department (Economic Restructuring Office) and deputy director of the Corporate Management and Legal Affairs Department of China Guodian Corporation (中國國電集團公司); deputy director of the Legal Affairs Department of China Energy Investment Corporation Limited (國家能源投資集團有限責任公司). He currently serves as deputy director of the Corporate Management and Legal Affairs Department (Reform Office) of China Energy Investment Corporation Limited.

Save as disclosed above, Mr. Zhang Tong confirmed that he did not hold any directorship in any other listed companies or any other position of the Company and its subsidiaries in the past three years.

Save as disclosed above, Mr. Zhang Tong also confirmed that he 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) of the Company.

As at the Latest Practicable Date, Mr. Zhang Tong 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).

Mr. Zhang Tong will not receive any remuneration from the Company.

LETTER FROM THE BOARD

Save as disclosed above, as far as the Board is aware, there is no any other matters in relation to the appointment of Mr. Zhang Tong as a non-executive director of the Company that need to be brought to the attention of the Shareholders 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 2:00 p.m. on Wednesday, 28 August 2024 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China. Notice of the 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 H Share register of members of the Company will be closed from Friday, 23 August 2024 to Wednesday, 28 August 2024, both days inclusive. To be eligible to attend and vote at the EGM, unregistered holders of the H Shares of the Company shall lodge relevant H 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, for registration not later than 4:30 p.m. on Thursday, 22 August 2024.

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 by courier or post to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 2:00 p.m. on Tuesday, 27 August 2024) 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.

/ VOTING BY POLL AT EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the 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 each resolution put to the vote at the EGM pursuant to Article 89 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.

LETTER FROM THE BOARD

RECOMMENDATION

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

By order of the Board

Chairman of the Board

Chairman

Chairman

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NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2024



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 2024

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting in 2024 (the “EGM”) of China Longyuan Power Group Corporation Limited* (the “Company”) will be held at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China, at 2:00 p.m. on Wednesday, 28 August 2024 for consideration and approval of the following matter:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Zhang Tong as a non-executive director of the Company

By order of the Board

Chairman
Gong Yufei
Chairman

Beijing, the PRC, 8 August 2024

As at the date of this notice, the executive directors of the Company are Mr. Gong Yufei and Mr. Wang Liqiang; the non-executive directors are Mr. Tang Chaoxiong, Ms. Wang Xuelian and Ms. Chen Jie; and the independent non-executive directors are Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng.

* For identification purpose only

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2024

Notes:

1. In order to determine the holders of Shares who are eligible to attend and vote at the EGM, the H share register of members of the Company will be closed from Friday, 23 August 2024 to Wednesday, 28 August 2024, both days inclusive. No registration for transfer of the Company's H shares will be accepted during the period. To be eligible to attend the EGM, all H 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), for registration not later than 4:30 p.m. on Thursday, 22 August 2024.
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) not less than 24 hours prior to the holding of the EGM (i.e. not later than 2:00 p.m. on Tuesday, 27 August 2024). If such form of proxy 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 by a notary. 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 resolution of its board or other governing bodies may attend the EGM on behalf of the appointer.
6. Voting at the EGM will be conducted through on-site voting and online voting (online voting for A shareholders only).
7. 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.
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.