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**東方電氣股份有限公司**

**Dongfang Electric Corporation Limited**

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

(Stock Code: 1072)

## **NOTICE OF 2011 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that 2011 Annual General Meeting (the “**AGM**”) of Dongfang Electric Corporation Limited (the “**Company**”) will be held at the conference room of the Company, No. 333 Shuhan Road, Chengdu City, Sichuan Province, the People's Republic of China (the “**PRC**”) on Thursday, 17 May 2012 at 9:00 a.m., for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions:

### **I. ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board (the “**Board**”) of directors (“**Directors**”) of the Company for the year ended 31 December 2011.
2. To consider and approve the report of the supervisory committee (the “**Supervisory Committee**”) of the Company for the year ended 31 December 2011.
3. To consider and approve the proposal for the distribution of profits after tax for the year ended 31 December 2011, including the proposal for the declaration and payment of final dividend for the year ended 31 December 2011.

4. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2011.
5. To consider and approve the re-appointment of ShineWing Certified Public Accountants as the auditors of the Company auditing the Company's financial statements for the year 2012 and authorize the Board to determine its remuneration.
6. To elect the members of the seventh session of the Board of the Company (please refer to "Appendix I" to the "Letter from the Board" of the circular dispatched to the Shareholders dated 30 March 2012 for the biographies of relevant candidates, the election of Directors will be conducted by the method of accumulative poll).
7. To elect Mr. Wen Bingyou as the member of the seventh session of the Supervisory Committee of the Company (please refer to "Appendix I" to the "Letter from the Board" of the circular dispatched to the Shareholders dated 30 March 2012 for his biography).
8. To elect Mr. Wen Limin as the member of the seventh session of the Supervisory Committee of the Company (please refer to "Appendix I" to the "Letter from the Board" of the circular dispatched to the Shareholders dated 30 March 2012 for his biography).
9. To determine the remuneration of the members of the seventh session of the Board.
10. To determine the remuneration of the members of the seventh session of the Supervisory Committee.

## II. SPECIAL RESOLUTIONS

### General Mandate

1. “(i) Subject to the following conditions, the Board of the Company is hereby generally and unconditionally granted (the “**General Mandate**”) to separately or concurrently issue, allot and deal with additional number of A Shares and/or H Shares during the Relevant Period (as hereinafter defined) and to make or grant offers, agreements and/or options for such matters:
  - (a) the General Mandate shall not be extended beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the Relevant Period;
  - (b) other than the shares issued pursuant to Rights Issue, any acquisition proposal in relation to any options of the Company, any shares issue proposal in lieu of dividend or similar arrangements or the shares issued as approved by the general meeting, the number of A Shares and/or H Shares to be issued or allotted as approved by the Board or issued or allotted as agreed conditionally or unconditionally by the Board, (whether to be based on options or other methods), respectively shall not exceed 20% of number of each of A Shares and H Shares in issue respectively by the Company as at the date of the passing of this special resolution;
  - (c) the Board will exercise its power under the General Mandate in compliance with the PRC Company Law and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and if approvals (if necessary) from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained. When the Board carries out the A Shares issue proposal as per the General Mandate, the A Shares issue proposal to be submitted by the Board will still be subject to the approval of the general meeting if the relevant PRC domestic laws and regulations stipulated so. Furthermore, if the Board exercises the General Mandate and issues A Shares while the relevant regulatory authorities in the PRC has reviewed the same but approval has not yet been granted, the General Mandate granted to the Board in connection with the issue of H Shares shall remain in force;

- (d) For the purposes of this special resolution, “A Shares” means RMB domestic ordinary shares with a par value of RMB1.00, which are listed and traded on the Shanghai Stock Exchange and shall be subscribed and paid with Renminbi; “H Shares” means overseas listed foreign shares with a par value of RMB1.00, which are listed and traded on The Stock Exchange of Hong Kong Stock Limited and shall be subscribed and paid with Hong Kong dollars.

“Relevant Period” means the period from 17 May 2012 until whichever is the earlier of: (1) the conclusion of the next annual general meeting of the Company (unless the General Mandate is renewed conditionally or unconditionally at that meeting); (2) 17 May 2013; or (3) the date of the revocation or variation of the mandate granted under this resolution by a special resolution of the shareholders of the Company in general meeting.

“Rights Issue” means a proposed offer to allot and issue shares in the Company to all the Company’s shareholders (subject to exclusions as the Board may have regard to any restrictions in offering shares to such shareholders under the relevant laws and regulations of their residence or as the Directors deem necessary or expedient to exclude such shareholders pursuant to the relevant laws or rules of regulatory authorities or stock exchange in their jurisdiction) in proportion to their then shareholdings (subject to exclusion of fractional entitlements).

- (ii) Subject to the exercise of the General Mandate and issue of shares of the Company as resolved by the Board under paragraph (i) of this special resolution,
- (a) the Board be authorized to approve, execute, make, procure to execute and make all documents, deeds and matters that it deems relevant to the exercise of the General Mandate or issue of such new shares, including but not limited to the timing, quantity, price and place of the issue, make all the necessary applications to the relevant authorities, execute the underwriting agreement (or any other agreements);
  - (b) to determine the usage of the proceeds and do necessary filing and registration with the relevant authorities in the PRC, Hong Kong and/or other places and jurisdiction (if applicable); and
  - (c) to increase the capital and make corresponding amendments to the Articles of Association and make filing and registration for such increase with the relevant authorities in the PRC, Hong Kong and/or other places and jurisdiction (if applicable).”

By Order of the Board  
**Dongfang Electric Corporation Limited**  
**Gong Dan**  
*Company Secretary*

Chengdu, Sichuan Province, the PRC  
30 March 2012

As at the date of this notice, the Directors of the Company are as follows:

*Executive Directors:* Si Zefu, Wen Shugang and Zhu Yuanchao

*Non-executive Directors:* Zhang Xiaolun, Huang Wei and Zhang Jilie

*Independent Non-executive Directors:* Zhao Chunjun, Li Yanmeng and Peng Shaobing

*Notes:*

1. All holders of the Company's A Shares whose names appear on the register of members of the Company at China Securities Depository and Clearing Corporation Limited, Shanghai office at 3:00 p.m. on Wednesday, 9 May 2012 are entitled to attend the AGM and should bring along their identity cards and stock account cards when attending the AGM. Holders of the Company's A shares who intend to attend the AGM shall register for attending the AGM from 9:00 a.m. to 12:00 noon and from 2:00 p.m. to 5:00 p.m. on Friday, 4 May 2012 to Monday, 7 May 2012 at the office of the Board at No. 333 Shuhan Road, Chengdu City, Sichuan Province, the PRC with their identity cards, stock account cards as well as the proxy form (if applicable) and their proxies' identity cards; foreign shareholders may deliver copies of the abovementioned documents by post or by facsimile, to the correspondence address of the Company with the attention to the office of the Board on or before Thursday, 26 April 2012.
2. All holders of the Company's H Shares whose names appear on the register of members of the Company at 4:30 p.m. on Monday, 16 April 2012 are entitled to attend the AGM and should bring along their identity cards or passports when attending the AGM. Holders of the Company's H Shares should note that the register of members of the Company will be closed from Tuesday, 17 April 2012 to Thursday, 17 May 2012 (both dates inclusive), during which period no transfers of Shares will be effected. All Transfer documents accompanied by the relevant share certificates must be lodged with the Company's registrar in respect of H Shares, namely, Hong Kong Registrars Limited at Rooms 1712 - 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 16 April 2012. Holders of the Company's H Shares who intend to attend the AGM shall deliver copies of their identity cards or passports (with the pages showing the names of such shareholders), as well as the proxy form (if applicable) and their proxies' identity cards or passports, by post or by facsimile, to the correspondence address of the Company with the attention to the office of the Board on or before Thursday, 26 April 2012.
3. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or more proxies (who need not be a shareholder of the Company) to attend the AGM and vote thereat in his stead. For shareholders of the Company who appoint more than one proxy, the voting right can only be exercised by their proxies on a poll.

4. Any shareholder of the Company who intends to appoint a proxy to attend the AGM shall put it in writing, to be signed by the appointer or his attorney duly authorized in writing. If the shareholder of the Company who intends to appoint a proxy is a corporation, the proxy form must be affixed with the common seal of such shareholder, or signed by its legal representative (applicable to holders of the Company's A shares)/director (applicable to holders of the Company's H Shares) or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the shareholder of the Company, the power of attorney or other authority must be notarially certified. The notarially certified power of attorney or other authority together with the instrument appointing the proxy must be delivered to the office of the Board aforesaid not later than 24 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not affect the rights of the shareholders of the Company to attend and vote at the AGM in person.
5. The registration procedures for attending the AGM as set out in note 1 and note 2 above (if any) shall not constitute a necessary condition to the lawful entitlement of the Company's shareholders to attend the AGM.
6. Proxies of holders of the Company's A Shares shall bring along stock account cards of their appointing shareholders, proxy form (if applicable) and the proxies' identity cards to attend the AGM. Proxies of holders of the Company's H Shares shall bring along the proxy form and the proxies' identity cards or passports to attend the AGM.
7. An ordinary resolution shall be passed by shareholders (including proxies) representing more than half of the votes represented by the shareholders (including proxies) present at the shareholders' meeting. A special resolution shall be passed by shareholders (including proxies) representing more than two-thirds of the votes represented by the shareholders (including proxies) present at the shareholders' general meeting.
8. Directors, supervisors and senior management of the Company and the witnessing lawyers and other relevant staff members employed by the Company will attend the AGM.
9. The AGM will last for half day. Shareholders of the Company and proxies attending the AGM should be responsible for their own travelling and accommodation expenses.
10. Contact details of the Company are set out as follows:

Correspondence Address: No. 333, Shuhan Road  
of the Company: Chengdu City, Sichuan Province, the PRC  
Contacts persons: Mr. Gong Dan and Mr. Huang Yong  
Telephone number: (8628) 8758 3666  
Facsimile number: (8628) 8758 3551  
Postal Code: 610036