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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)**

**PROPOSAL FOR THE RE-ELECTION OF DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2015**

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The Company will convene the first extraordinary general meeting (“EGM”) in 2015 at 10:00 a.m. on Thursday, 9 July 2015 at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, PRC. Notice convening the EGM is set out on pages 14 to 16 of 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 Shareholders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for Shareholders of Domestic Shares, the form of proxy should be returned to the Company’s head office in PRC not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof. 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 should you so wish.

A reply slip was dispatched to all Shareholders on 22 May 2015. 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 Shareholders of H Shares) Computershare Hong Kong Investor Services Limited or to (for Shareholders of Domestic Shares) the Company’s head office in PRC on or before Thursday, 18 June 2015.

\* *For identification purpose only*

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## DEFINITIONS

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*In this circular, the following terms shall have the following meaning unless the context otherwise requires:*

“Board of Directors” or “Board”	the 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*)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the Company’s share capital with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the first extraordinary general meeting in 2015 to be held by the Company at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, PRC at 10:00 a.m. on Thursday, 9 July 2015
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the ordinary 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 Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	19 May 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“PRC”	the People’s Republic of China
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Shareholder(s)” registered holder(s) of Share(s) of the Company

“Shares” Domestic Share(s) and H Share(s)

“Supervisor(s)” supervisor(s) of the Company

“Supervisory Board” the supervisory board of the Company

\* *For identification purpose only*



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)

*Non-executive Directors:*

Mr. Qiao Baoping (Chairman)  
Mr. Wang Baole  
Mr. Shao Guoyong  
Mr. Chen Jingdong

*Registered office in the PRC:*

Room 1206, 12th Floor  
No. 7, Baishiqiao Street  
Haidian District  
Beijing  
PRC

*Executive Directors:*

Mr. Li Enyi  
Mr. Huang Qun

*Head office in the PRC:*

Tower C, International Investment Plaza  
6-9 Fuchengmen North Street  
Xicheng District  
Beijing  
PRC

*Independent Non-executive Directors:*

Mr. Zhang Songyi  
Mr. Meng Yan  
Mr. Han Dechang

*Principal place of business in Hong Kong:*

Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

22 May 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR THE RE-ELECTION OF DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2015**

**INTRODUCTION**

This circular aims to give you the notice of EGM and provide you with relevant information on the proposal for the re-election of Directors and Supervisors and other information as required by the Hong Kong Listing Rules, to enable you to make an informed decision on whether to vote for or against the ordinary resolutions relating to the re-election of Directors and Supervisors at the EGM:

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## LETTER FROM THE BOARD

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- (i) To consider and approve the resolutions in respect of the members of the third session of the Board; and
- (ii) To consider and approve the resolutions in respect of the members of the third session of the Supervisory Board.

### **1. THE RESOLUTIONS IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF DIRECTORS AND SUPERVISORS BY THE COMPANY**

The term of office of the second session of the Board and the Supervisory Board will expire upon the conclusion of the EGM. The Company was informed that all the members of the second session of the Board and the Supervisory Board have offered themselves for re-election at the EGM.

The Independent Non-executive Directors recommended for re-election have confirmed that they have fulfilled the independent factors as stipulated in Rule 3.13 of the Hong Kong Listing Rules. The Company considered that they are independent pursuant to the guidelines on independence under the Hong Kong Listing Rules.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, there is no disagreement among the retiring Directors and Supervisors and there are no matters that need to be brought to the attention to the Shareholders.

The details of the relevant Directors and Supervisors as at the Latest Practicable Date are set out in the Appendix I to this circular.

The relevant resolutions will be submitted to the EGM for consideration and approval.

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## LETTER FROM THE BOARD

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### 2. EGM

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, 9 June 2015 to Thursday, 9 July 2015, both days inclusive, during which no transfer of the Company's Shares will be registered. To be eligible to attend and vote at the EGM and to receive the proposed 2014 final dividend (subject to the approval of the Company's Shareholders), unregistered holders of Shares of the Company shall lodge relevant share transfer documents with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) or to the Company's head office in PRC (for the holders of Domestic Shares) for registration not later than 4:30 p.m. on Monday, 8 June 2015.

Shareholders intending to attend the EGM must return the reply slips of the EGM to the Company's head office in PRC by hand, by post or by fax (fax number: (86)10 6609 1661) (for Domestic Shareholders of the Company), or return the reply slips of the EGM 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 H Shareholders of the Company) on or before Thursday, 18 June 2015.

To be valid, the proxy forms for the EGM must be lodged with 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 H Shareholders of the Company) or the Company's head office in the PRC (for Domestic Shareholders of the Company) within 24 hours prior to the holding of the EGM. If such proxy form is signed by another person under a power of attorney or other authorisation documents given by the appointer, this power of attorney or other authorisation documents should be notarised. The notarised power of attorney or other authorisation documents shall, together with the proxy form, be deposited at the specified place at the time set out in such proxy form.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes of the Shareholders at a 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 every resolution put to the vote of the EGM pursuant to article 80 of the articles of association of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders shall abstain from voting for/against any proposals at the EGM.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised 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 uses in the same manner.

### 3. RECOMMENDATIONS

The Board has considered and approved all resolutions as mentioned above. The Directors consider that all of the aforementioned resolutions are in the best interests of the Company and the Shareholders as a whole. Hence they recommend that all Shareholders vote in favor of the resolutions as set out in the notice of the EGM and proposed at the EGM.

By order of the Board  
**China Longyuan Power Group Corporation Limited\***  
**Qiao Baoping**  
*Chairman of the Board*

\* *For identification purpose only*



*The details of the relevant Directors and Supervisors as at the Latest Practicable Date are set out as follows:*

## **DIRECTORS**

### **Non-executive Directors**

**Mr. Qiao Baoping**, aged 59, is a Non-executive Director and the chairman of the Company. Mr. Qiao graduated from Nankai University with a bachelor's degree in Economics and is a senior economist. He was appointed as a Non-executive Director and the chairman of the second session of the Board of the Company on 30 July 2013. Mr. Qiao had served as the deputy secretary general of All-China Students Federation. He had worked at an institution directly under the Central Commission of China Communist Youth League as executive deputy secretary of the Party Committee and secretary of the Commission for Disciplinary Inspection. At the Central Commission of China Communist Youth League, he had served successively as the deputy head of the United Work Front Department, member of the Standing Committee and head of the Juvenile Rights and Interests Department, member of the Standing Committee and head of the Organisation Department. Further, he had served as head of Mass Work Department of the Working Committee of Central Government-owned Enterprises, secretary of the Central Government-owned Enterprises Working Committee of China Communist Youth League, head of the Mass Work Department (Mass Work Department of the Party Committee) and head of the United Work Front Department at the SASAC, as well as member of the Party Group and chief of the Discipline Inspection Group at China Power Investment Corporation. Mr. Qiao acted as secretary of the Party Group and vice president of Guodian Group, a director of GDPD (SSE: 600795) and the chairman of the Supervisory Board. Mr. Qiao currently acts as the chairman and secretary of the Party Group in Guodian Group.

The Company proposes to reappoint Mr. Qiao as a Non-executive Director with a term of three years. Remuneration of Mr. Qiao will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the annual general meeting for the year 2014 ("AGM") to be held on Friday, 29 May 2015.

Save as disclosed above, Mr. Qiao does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**Mr. Wang Baole**, aged 58, is a Non-executive Director of the Company. He graduated from Xiamen University with a bachelor's degree in Economics and has completed post-graduate studies on Statistics (Investment Decision-making Analysis). He is a senior statistician. Mr. Wang acted as a Non-executive Director of the first session of the Board of the Company from July 2009 to July 2012 as well as a Non-executive Director of the second session of the Board of the Company since July 2012. Mr. Wang has served successively as deputy head of Statistics Division of Planning Department of the Ministry of Water Resources and Electric Power, deputy head and head of Statistics Division of General Planning Department of the Ministry of Energy Resources, head of Statistics & Analysis Division and deputy general director of Planning Department of the Ministry of Electric Power, deputy head of Planning & Investment Department and deputy head of Strategic Study & Planning Department of the State Power Corporation. Mr. Wang is currently an assistant to president and head of Plan & Development Department of Guodian Group.

The Company proposes to reappoint Mr. Wang as a Non-executive Director with a term of three years. Remuneration of Mr. Wang will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**Mr. Shao Guoyong**, aged 48, is a Non-executive Director of the Company. He graduated from Tsinghua University with a master's degree in business administration and is a senior accountant and a certified public accountant. Mr. Shao acted as a Non-executive Director of the second session of the Board of the Company since 22 May 2014. Mr. Shao served as the head of finance at the Shenzhen branch of North China Power Engineering Co., Ltd. (華北電力設計院); head of finance at TECH-WINOVERSEAS, Singapore; financial controller at Malaysia Desheng Engineering Co., Ltd. (馬來西亞德勝工程公司); chief accountant and head of finance department at North China Power Engineering Co., Ltd.; deputy finance manager at Beijing Datang Power Generation Co., Ltd. (HKSE: 00991; LSE: DAT; SSE: 601991); deputy finance manager and manager at GDPD (SSE: 600795); director of funds settlement center, finance and equity department at Guodian Group; general manager, member of the Party Group and chairman at Guodian Finance Corporation Ltd.; general manager and deputy secretary of the Party Group at Guodian Capital Holding Co., Ltd.; chairman at Oldmutual-Guodian Life Insurance Co., Ltd. and general manager at Changjiang Property & Casualty Insurance Co., Ltd. Mr. Shao is the head of financial management department at Guodian Group.

The Company proposes to reappoint Mr. Shao as a Non-executive Director with a term of three years. Remuneration of Mr. Shao will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Shao does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**Mr. Chen Jingdong**, aged 50, is a Non-executive Director of the Company. He graduated from North China Electric Power University with a master's degree in engineering and from Tsinghua University with a master's degree in business administration, and is a senior engineer. Mr. Chen acted as a Non-executive Director of the second session of the Board of the Company since 22 May 2014. Mr. Chen served as the assistant investigator of safety supervision division of safety production department of the Ministry of Electric Power (電力部安生司安監處); deputy head of electricity business division of safety operation and power generation and transmission department (安全運行與發輸電部用電營業處) as well as head of power transmission and transformation division of power generation and transmission operation department (發輸電運營部輸變電處) at State Power Corporation; secretary to the board of directors, a member of the Party Group and deputy general manager at GDPD (SSE: 600795). He is currently the head of capital and assets management department at Guodian Group.

The Company proposes to reappoint Mr. Chen as a Non-executive Director with a term of three years. Remuneration of Mr. Chen will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Chen does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**Executive Directors**

**Mr. Li Enyi**, aged 51, is an Executive Director and president of the Company and concurrently serves as the general manager assistant of Guodian Group. He obtained a master's degree in North China Electric Power University. He is a senior engineer. He was elected as an Executive Director of the second session of the Board of the Company on 30 July 2013. Mr. Li joined the Group in 2013. He has served successively as the deputy head of Weifang Power Plant, Shandong (山東濰坊發電廠), the head of Heze Power Plant, Shandong (山東荷澤發電廠廠長), the president of Luneng Development and Property Co., Ltd., Shandong (山東魯能拓展置業有限公司), the president of Luneng Minerals Development Company Limited, Shandong (山東魯能物礦開發有限公司), the vice president and president of Northern China branch of Guodian Group (中國國電集團公司華北分公司) as well as the executive director and president of Guodian North China Power Co., Ltd. (國電華北電力有限公司).

The Company proposes to reappoint Mr. Li as an Executive Director with a term of three years. Remuneration of Mr. Li will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Li does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**Mr. Huang Qun**, aged 53, is an Executive Director and vice president of the Company. He graduated from Tongji University with a bachelor's degree in Engineering. He is a senior engineer. He acted as an executive Director of the first session of the Board of the Company from May 2012 to July 2012 as well as an executive Director of the second session of the Board of the Company since July 2012. Mr. Huang joined the Group in 1993 and worked as an engineer at Power Department of the Ministry of Energy Resources and Policy Research Office of the Ministry of Water Resources and Electric Power. He had successively served at China Longyuan Electric Power Group Corporation (the predecessor of the Company) as deputy head and head of Manager Department, head of the First Division of the Operation Department, chief economist and head of Operation Department, as well as assistant to president, and vice president.

The Company proposes to reappoint Mr. Huang as an Executive Director with a term of three years. Remuneration of Mr. Huang will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Huang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

### **Independent Non-executive Directors**

**Mr. Zhang Songyi**, aged 59, is an Independent Non-executive Director of the Company. He holds a Juris Doctor from Yale University. Mr. Zhang acted as an Independent Non-executive Director of the first session of the Board of the Company from July 2009 to July 2012 as well as an Independent Non-executive Director of the second session of the Board of the Company since July 2012. Mr. Zhang practiced law at Milbank, Tweed, Hadley & McCloy LLP from 1985 to 1993. Mr. Zhang Songyi was a non-executive director of China Lumena New Materials Corp (formerly known as Lumena Resources Corp., which changed its name on 8 December 2010) (0067.HK) and served as a director of Suntech Power Holdings Co., Ltd. (NYSE: STP) as well as an independent non-executive director of China Renewable Energy Investment Limited (formerly known as Hong Kong Energy (Holdings) Limited, which changed its name on 1 June 2011) (0987.HK). He was the vice chairman, executive director, managing director, and head of joint department of Morgan Stanley Limited. Mr. Zhang is currently a director of Sina Corporation (NASDAQ: SINA).

The Company proposes to reappoint Mr. Zhang as an Independent Non-executive Director with a term of three years. Remuneration of Mr. Zhang will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**Mr. Meng Yan**, aged 59, is an Independent Non-executive Director of the Company. He holds a doctorate degree in Economics (Accounting) from the Research Institute for Fiscal Science of Ministry of Finance and the qualification of PRC Certified Public Accountant. Mr. Meng acted as an independent Non-executive Director of the first session of the Board of the Company from July 2009 to July 2012 as well as an Independent Non-executive Director of the second session of the Board of the Company since July 2012. Mr. Meng received the special government allowance from the State Council in 1997. Mr. Meng was also the expert consultant of the Accounting Standards Committee of the Ministry of Finance for accounting standards, the expert of the Ministry of Finance for enterprise performance evaluation, an independent director of Beijing Bashi Media Co., Ltd. (SSE: 600386), an independent director of Henan Splendor Science and Technology Co., Ltd. (SZSE: 002296) as well as an independent director of China Merchants Property Development Co., Ltd. (SZSE: 000024; 200024) (SGX: C03). At present, Mr. Meng serves as an independent director of Jolimark Holdings Limited (2028.HK), Yantai Wanhua Polyurethanes Co., Ltd. (SSE: 600309) and an independent director of COFCO Property (Group) Co., Ltd. (SZSE: 000031). Mr. Meng is currently the dean, professor and supervisor of doctorate students in the School of Accountancy of Central University of Finance and Economics. He is also the executive director of the Accounting Society of China and the Banking Accounting Society of China, member of the Master of Professional Accounting (MPAcc) Education Steering Committee under the Ministry of Education and member of Instruction Committee on Teaching and Learning of Business Administration Disciplines of Higher Education Institutions under the Ministry of Education.

The Company proposes to reappoint Mr. Meng as an Independent Non-executive Director with a term of three years. Remuneration of Mr. Meng will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Meng does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**Mr. Han Dechang**, aged 59, is an Independent Non-executive Director of the Company. He is a tutor of doctoral candidate and has a doctorate degree in economics. Mr. Han acted as an Independent Non-executive Director of the second session of the Board of the Company since 22 May 2014. He was admitted to the politics and economics department under the Faculty of Economics of Nankai University in 1979 and became a tutor of the Faculty after his graduation with a bachelor's degree in 1983. During that time, he obtained his master and doctorate degrees in economics. Mr. Han Dechang served as a lecturer in 1988 and then was promoted as an associated professor in 1992. In 1997, he was promoted as a professor and redesignated from the Faculty of Economics to Business School taking the position of dean of the department of marketing in the same year due to restructuring of discipline. Mr. Han Dechang currently serves as the deputy dean of Business School of Nankai University, head of EMBA centre, a member of the school's Party committee and a member of the academic degree committee and titles assessment and employment committee. Mr. Han Dechang currently also serves as the vice chairman of the Tianjing Marketing Association, an executive director of the China Marketing Association and the vice chairman of the Chinese Universities Pricing and Teaching Association.

The Company proposes to reappoint Mr. Han as an Independent Non-executive Director with a term of three years. Remuneration of Mr. Han will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Han does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**SUPERVISORS (EXCLUDING EMPLOYEE REPRESENTATIVE SUPERVISOR OF THE COMPANY)**

**Mr. Xie Changjun**, aged 57, is the chairman of the Supervisory Board of the Company. He graduated from Northeast Dianli University with a bachelor's degree in Engineering. He is a professor-grade senior engineer. He acted as a Supervisor and the chairman of the second session of the Supervisory Board of the Company on 30 July 2013. Mr. Xie served for the Group from 1993 to 2013. He has served successively as engineer of Science & Technology Department of the Ministry of Water Resources and Electric Power, deputy head of Planning Division of Science & Technology Department of China Electricity Council, assistant to president and vice president of Zhongneng Power-Tech Development Company Limited, vice president and president of China Longyuan Electric Power Group Corporation, president and Executive Director of China Longyuan Power Group Corporation Limited\*, and assistant to president of Guodian Group. He is currently serving as vice president of Guodian Group.

The Company proposes to reappoint Mr. Xie as a Supervisor with a term of three years. Remuneration of Mr. Xie will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Xie does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.



**Mr. Yu Yongping**, aged 54, is a Supervisor of the Company. He graduated from Liaoning Institute of Finance and Economics with a bachelor's degree in Economics and has completed post-graduate studies on Civil Economics. He is a senior accountant. Mr. Yu acted as a supervisor of the first session of the supervisory board of the Company from July 2009 to July 2012 as well as a supervisor of the second session of the supervisory board of the Company since July 2012. Mr. Yu had served as accountant of Finance Division of Machinery Manufacturing Construction Bureau of the Ministry of Water Resources and Electric Power. He had also served in the Emigration and Development Bureau of the State Council Three Gorges Project Construction Committee as deputy head and head of Finance Division of Financial Planning Department, deputy head of Planning Department, deputy head of Resettlement Department, and assistant ombudsman of General Office. He held positions as the head of Market Development Division of Marketing Department of Guodian Group, vice president of Guodian Finance Corporation Ltd., vice president and chief accountant of Guodian Northeast Electric Power Co., Ltd., deputy head of Finance and Property Department of Guodian Group. Mr. Yu is currently the head of Audit Department of Guodian Group.

The Company proposes to reappoint Mr. Yu as a Supervisor with a term of three years. Remuneration of Mr. Yu will be determined with reference to remuneration plan for directors and supervisors of the Company for the year 2015 approved at the AGM.

Save as disclosed above, Mr. Yu does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

\* *For identification purpose only*



# 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 2015

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting (“EGM”) of China Longyuan Power Group Corporation Limited\* (the “Company”) in 2015 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 (“PRC”) at 10:00 a.m. on Thursday, 9 July 2015 to deal with the following matters:

### ORDINARY RESOLUTIONS

1. To consider and approve the resolutions in respect of the members of the third session of the Board <sup>Note 1</sup>:
  - 1.1 To consider and approve the re-appointment of Mr. Qiao Baoping as a Non-executive Director of the Company for a term of three years with immediate effect;
  - 1.2 To consider and approve the re-appointment of Mr. Wang Baole as a Non-executive Director of the Company for a term of three years with immediate effect;
  - 1.3 To consider and approve the re-appointment of Mr. Shao Guoyong as a Non-executive Director of the Company for a term of three years with immediate effect;
  - 1.4 To consider and approve the re-appointment of Mr. Chen Jingdong as a Non-executive Director of the Company for a term of three years with immediate effect;
  - 1.5 To consider and approve the re-appointment of Mr. Li Enyi as an Executive Director of the Company for a term of three years with immediate effect;
  - 1.6 To consider and approve the re-appointment of Mr. Huang Qun as an Executive Director of the Company for a term of three years with immediate effect;
  - 1.7 To consider and approve the re-appointment of Mr. Zhang Songyi as an Independent Non-executive Director of the Company for a term of three years with immediate effect;

\* For identification purpose only

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2015

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- 1.8 To consider and approve the re-appointment of Mr. Meng Yan as an Independent Non-executive Director of the Company for a term of three years with immediate effect; and
- 1.9 To consider and approve the re-appointment of Mr. Han Dechang as an Independent Non-executive Director of the Company for a term of three years with immediate effect.
2. To consider and approve the resolutions in respect of the members of the third session of the Supervisory Board *Note 2*:
  - 2.1 To consider and approve the re-appointment of Mr. Xie Changjun as a Supervisor of the Company for a term of three years with immediate effect; and
  - 2.2 To consider and approve the re-appointment of Mr. Yu Yongping as a Supervisor of the Company for a term of three years with immediate effect.

By order of the Board  
**China Longyuan Power Group Corporation Limited\***  
**Qiao Baoping**  
*Chairman of the Board*

Beijing, PRC, 22 May 2015

*Notes:*

1. For the details of the Directors proposed for re-appointment, please refer to the circular of the Company to be delivered in due course.
2. For the details of the Supervisors proposed for re-appointment, please refer to the circular of the Company to be delivered in due course.
3. 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, 9 June 2015 to Thursday, 9 July 2015, both days inclusive, during which no transfer of the Company's Shares will be registered. To be eligible to attend and vote at the EGM and to receive the proposed 2014 final dividend (subject to the approval of the Company's Shareholders), unregistered holders of Shares of the Company shall lodge relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, at 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 Monday, 8 June 2015.
4. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies (regardless of whether such proxy is a Shareholder) to attend and vote at the EGM on his or her behalf.
5. The proxy form to appoint a proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be executed either under its common seal or under the hand of its directors or attorney duly authorised.

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2015

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6. To be valid, the proxy form 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 H Shareholders of the Company) or the Company's head office in the PRC (for Domestic Shareholders of the Company) not less than 24 hours prior to the holding of the EGM. If such proxy form 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 should be notarised. The notarised power of attorney or other authorisation documents shall, together with the proxy form appointing the proxy, be deposited at the specified place at the time set out in such proxy form.
7. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the Board or other governing bodies may attend the EGM on behalf of the appointer.
8. The Company has the right to request a Shareholder or a proxy who attends the EGM on behalf of a Shareholder to provide proof of identity.
9. Shareholders intending to attend the EGM in person or by proxy must return the reply slip of the EGM to the Company's head office in the PRC by hand, by post or by fax (fax number: ((86)10 6609 1661) (for Domestic Shareholders of the Company), or return the reply slip of the EGM 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 H Shareholders of the Company) on or before Thursday, 18 June 2015.
10. 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.
11. The contact information of the Company in the PRC is as follows:

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

Contact Person: Mr. Jia Nansong  
Tel No.: (86)10 6657 9825