
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 DIRECTORS
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016**

The Company will convene the first extraordinary general meeting (“EGM”) in 2016 at 10:00 a.m. on Friday, 12 August 2016 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 6 to 7 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 the holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for the holders 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.

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 the holders of H Shares) Computershare Hong Kong Investor Services Limited or to (for the holders of Domestic Shares) the Company’s head office in PRC on or before Friday, 22 July 2016.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016	6

DEFINITIONS

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 2016 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 Friday, 12 August 2016
“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”	17 June 2016, 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

* For identification purpose only

DEFINITIONS

“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

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)

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

24 June 2016

To the Shareholders

PROPOSED CHANGE OF DIRECTORS

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016

INTRODUCTION

This circular aims to give you the notice of EGM and provide you with relevant information on the proposed change of Directors 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 proposed change of Directors at the EGM:

* For identification purpose only

LETTER FROM THE BOARD

1. PROPOSED CHANGE OF DIRECTORS

Mr. Shao Guoyong will resign as a non-executive Director and a member of the Audit Committee due to changes in job allocation, with effect from the date of the EGM of the Company when the proposed appointment of the new Director is approved by the Shareholders. Mr. Chen Jingdong will resign as a non-executive Director and a member of the Strategic Committee due to changes in job allocation, with effect from the date of the EGM of the Company when the proposed appointment of the new Director is approved by the Shareholders.

Mr. Luan Baoxing was nominated as a non-executive Director, with effect from the date on which relevant changes of the Board are approved by the Shareholders at the EGM and until the expiry of the term of the current session of the Board (8 July 2018). Meanwhile, Mr. Luan Baoxing was also nominated as a member of the Audit Committee of the Board for a term same as his term as a non-executive Director.

Mr. Yang Xiangbin was nominated as a non-executive Director, with effect from the date on which relevant changes of the Board are approved by the Shareholders at the EGM and until the expiry of the term of the current session of the Board (8 July 2018). Meanwhile, Mr. Yang Xiangbin was also nominated as a member of the Strategic Committee of the Board for a term same as his term as a non-executive Director.

Meanwhile, the Board agreed to authorize the Remuneration and Assessment Committee of the Board to determine the remuneration of the new Directors according to the Directors' and Supervisors' Remuneration Plan for the year 2016 as approved at the annual general meeting and their duties and responsibilities upon the candidates for the new Directors being approved at the EGM, and to authorize the chairman of the Board of the Company or any one of the executive Directors to enter into a service contract with each of the new Directors and handle other relevant matters on behalf of the Company upon the candidates for the new Directors being approved at the general meeting.

Both Mr. Shao Guoyong and Mr. Chen Jingdong have confirmed that they have no disagreement with the Board and there is no matter relating to their resignations that needs to be brought to the attention of the Shareholders of the Company. Save as disclosed above, neither Mr. Luan Baoxing nor Mr. Yang Xiangbin has relationships with any Directors, Supervisors, Senior Management, Substantial Shareholders (as defined in the Hong Kong Listing Rules) or Controlling Shareholder (as defined in the Hong Kong Listing Rules). As of the Latest Practicable Date, neither Mr. Luan Baoxing nor Mr. Yang Xiangbin has interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as far as the Board is aware, there is no any other information in relation to the appointment of Mr. Luan Baoxing and Mr. Yang Xiangbin as Directors that needs 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 Hong Kong Listing Rules.

LETTER FROM THE BOARD

INFORMATION ON DIRECTORS NOMINATED

Mr. Luan Baoxing

Mr. Luan Baoxing, aged 49, holds an MBA degree from Harbin Institute of Technology and is a senior accountant and a certified public accountant. He served as a non-executive director of the Company from July 2009 to May 2014. He served as deputy head of Property and Fund Division, head of Accounting Cost Division of Finance Department of Heilongjiang Power Company (“黑龍江省電力公司”), deputy head and head of Accounting Cost Division of Finance Department and deputy head of Finance Department of China Northeast Power Group Company (“東北電力集團公司”), deputy chief accountant and head of Finance Department of Chongqing Power Company (“重慶電力公司”), deputy head of Finance and Ownership Department and deputy head and head of Capital Operation and Ownership Management Department of China Guodian Corporation, general manager of China Guodian Capital Holdings Ltd., and chairman and general manager of Guodian Finance Corporation Ltd.. Mr. Luan is currently the head of the Financial Management Department of China Guodian Corporation.

Save as disclosed above, Mr. Luan Baoxing has no relationship with any Directors, Supervisors, senior management, substantial Shareholders (as defined in the Hong Kong Listing Rules) or controlling Shareholder (as defined in the Hong Kong Listing Rules). As of the Latest Practicable Date, Mr. Luan Baoxing has no interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as far as the Board is aware, there is no any other information in relation to the appointment of Mr. Luan Baoxing as a Director that needs 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 Hong Kong Listing Rules.

Mr. Yang Xiangbin

Mr. Yang Xiangbin, aged 50, holds an MBA degree from the Open University of Hong Kong and is a senior accountant and a certified public accountant. He served as head of the Budget Office of the Finance Department of Heilongjiang Power Company Limited; deputy head and head of the Budget Office of the Finance and Ownership Department, deputy head of the Finance and Ownership Department and deputy head of the Financial Management Department of China Guodian Corporation; director and deputy general manager of Inner Mongolia Pingzhuang Coal (Group) Co., Ltd. (“內蒙古平莊煤業(集團)有限責任公司”), and vice chairman of Inner Mongolia Pingzhuang Resources Co., Ltd. (SZSE: 000780). Mr. Yang currently serves as the head of the Capital and Asset Management Department of China Guodian Corporation.

Save as disclosed above, Mr. Yang Xiangbin has no relationship with any Directors, Supervisors, senior management, substantial Shareholders (as defined in the Hong Kong Listing Rules) or controlling Shareholder (as defined in the Hong Kong Listing Rules). As of the Latest Practicable Date, Mr. Yang Xiangbin has no interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as far as the Board is aware, there is no any other information in relation to the appointment of Mr. Yang Xiangbin as a Director that needs 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 Hong Kong Listing Rules.

LETTER FROM THE BOARD

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, 12 July 2016 to Friday, 12 August 2016, 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, 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, 11 July 2016.

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 6388 7780) (for the holders of Domestic Shares 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 the holders of H Shares of the Company) on or before Friday, 22 July 2016.

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 the holders of H Shares of the Company) or the Company's head office in the PRC (for the holders of Domestic Shares 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.

VOTE BY WAY OF POLL AT THE EGM

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 presents in person or by proxy or (being a corporation) by his/her/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.

LETTER FROM THE BOARD

3. RECOMMENDATIONS

The Board has considered and approved the aforesaid resolutions. The Directors consider that the resolutions in relation to the proposed change of Directors 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*

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016



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 2016

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (“**EGM**”) of China Longyuan Power Group Corporation Limited* (the “**Company**”) in 2016 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 Friday, 12 August 2016 to deal with the following matters:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Luan Baoxing as a non-executive Director of the Company to fill the vacancy left by resignation of Mr. Shao Guoyong, with effect from the date of the EGM when the nomination is approved by the shareholders of the Company and until the expiration of the term of the current session of the Board of Directors of the Company (the “**Board**”). Meanwhile, to authorize the Remuneration and Assessment Committee of the Board to determine the remuneration of the new Directors according to the Directors’ and Supervisors’ Remuneration Plan for the year 2016 as approved at the annual general meeting upon the candidates for the new Directors being approved at the EGM, and to authorize the chairman of the Board of the Company or any one of the executive Directors to enter into a service contract with each of the new Directors and handle other relevant matters on behalf of the Company upon the candidates for the new Directors being approved at the EGM.
2. To consider and approve the appointment of Mr. Yang Xiangbin as a non-executive Director of the Company to fill the vacancy left by resignation of Mr. Chen Jingdong, with effect from the date of the EGM when the nomination is approved by the shareholders of the Company and until the expiration of the term of the current session of the Board. Meanwhile, to authorize the Remuneration and Assessment Committee of the Board to determine the remuneration of the new Directors according to the Directors’ and Supervisors’ Remuneration Plan for the year 2016 as approved at the annual general meeting upon the candidates for the new Directors being approved at the EGM, and to authorize the chairman of the Board of the Company or any one of the executive Directors to enter into a service contract with each of the new Directors and handle other relevant matters on behalf of the Company upon the candidates for the new Directors being approved at the EGM.

By order of the Board

China Longyuan Power Group Corporation Limited*

Qiao Baoping

Chairman of the Board

Beijing, PRC, 24 June 2016

* *For identification purpose only*

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016

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, 12 July 2016 to Friday, 12 August 2016, 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, 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 the holders of H shares of the Company) or the Company's head office in the PRC (for the holders of domestic shares of the Company) for registration not later than 4:30 p.m. on Monday, 11 July 2016.
2. 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.
3. 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.
4. 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 the holders of H shares of the Company) or the Company's head office in the PRC (for the holders of domestic shares 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.
5. 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.
6. 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.
7. 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 6388 7780) (for the holders of domestic shares 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 the holders of H shares of the Company) on or before Friday, 22 July 2016.
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 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 6388 8008