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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 **Dongfang Electric Corporation Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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東方電氣股份有限公司
DONGFANG ELECTRIC CO., LTD.

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

(Stock Code: 1072)

- (1) 2020 WORK REPORT OF THE BOARD;**
(2) 2020 WORK REPORT OF THE SUPERVISORY COMMITTEE;
(3) 2020 PROFIT DISTRIBUTION PLAN;
(4) ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE TENTH SESSION;
(5) ELECTION OF NON-INDEPENDENT DIRECTORS OF THE TENTH SESSION;
(6) ELECTION OF INDEPENDENT DIRECTORS OF THE TENTH SESSION;
(7) REPURCHASE AND CANCELLATION OF CERTAIN RESTRICTED SHARES;
AND
NOTICE OF THE 2020 ANNUAL GENERAL MEETING;
NOTICE OF THE 2021 FIRST H SHARE CLASS MEETING

The 2020 AGM and the H Shares Class Meeting of the Company will be held at the conference room of the Company, 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC on Tuesday, 29 June 2021 at 9:00 a.m.. The notices of the 2020 AGM and the H Shares Class Meeting are set out on pages 13 to 18 of this circular.

The proxy forms and reply slips for use in connection with the 2020 AGM and H Shares Class Meeting are enclosed herewith. The proxy forms and reply slips are also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (<http://dfem.wsfg.hk/>).

Any Shareholder(s) entitled to attend and vote at the 2020 AGM and the H Shares Class Meeting are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder of the Company. If you intend to appoint a proxy to attend the 2020 AGM and the H Shares Class Meeting and vote on your behalf, you are requested to complete the accompanying proxy forms in accordance with the instructions printed thereon and return them by hand, by post or by facsimile to the Company's H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the 2020 AGM and the H Shares Class Meeting (i.e. before 9:00 a.m. on Monday, 28 June 2021). Completion and return of the proxy forms will not preclude you from attending and voting at the 2020 AGM and the H Shares Class Meeting or any adjournment thereof should you so wish.

28 May 2021

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DEFINITIONS

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

“2020 AGM”	the annual general meeting of the Company to be held at the conference room of the Company, 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC on Tuesday, 29 June 2021 at 9:00 a.m.;
“A Shares”	the domestic ordinary shares of the Company with a nominal value of RMB1.00 each, which are subscribed for and/or credited as fully paid up in RMB by the PRC nationals and/or the PRC corporate entities and listed and traded on the Shanghai Stock Exchange;
“Articles of Association”	the articles of association of the Company at the moment;
“Board”	the board of the Directors of the Company;
“Candidates of Non-independent Directors”	the candidates of non-independent Directors of the tenth session of the Board of the Company: Mr. Yu Peigen, Mr. Xu Peng, Mr. Bai Yong and Mr. Zhang Yanjun;
“Candidates of Independent Directors”	the candidates of independent Directors of the tenth session of the Board of the Company: Mr. Liu Dengqing, Mr. Huang Feng and Mr. Ma Yongqiang;
“Candidates of Supervisors”	the candidates of Shareholder representative Supervisors of the tenth session of the Supervisory Committee of the Company: Mr. Zhang Jilie and Mr. Feng Yong;
“Company”	東方電氣股份有限公司 (Dongfang Electric Corporation Limited), a joint stock limited company incorporated in the PRC with limited liability whose H Shares and A Shares are listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange, respectively;
“Director(s)”	directors of the Company;

DEFINITIONS

“H Shares”	foreign-invested ordinary shares of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars;
“H Shares Class Meeting”	the 2021 first H shares class meeting of the Company (or any adjournment thereof) to be held on Tuesday, 29 June 2021;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“Participants”	directors, senior and middle management, and frontline leaders of the Company (including its branches and subsidiaries) who have been granted the Restricted Shares in accordance with the requirements of the Incentive Scheme;
“PRC” or “Mainland”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Repurchase and Cancellation of Certain Restricted Shares” or “Repurchase and Cancellation”	the Board proposes to repurchase and cancel all the Restricted Shares totaling 475,000 A Shares that have been granted to the aforesaid 12 Participants yet still locked up in accordance with the requirements of the incentive scheme and relevant laws and regulations;
“Restricted Shares”	a certain number of A Shares of the Company granted to the Participants according to the conditions and price stipulated under the Incentive Scheme by the Company, which are subject to a lock-up period and can only be unlocked and circulated after the unlocking conditions under the incentive scheme are satisfied;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s);
“Shares”	the ordinary shares of the Company, including A Shares and H Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	supervisor(s) of the Company;
“Supervisory Committee”	supervisory committee of the Company; and
“%”	per cent.

LETTER FROM THE BOARD



東方電氣股份有限公司
DONGFANG ELECTRIC CO., LTD.

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

(Stock Code: 1072)

Directors:

Mr. Yu Peigen (*Chairman*)
Mr. Xu Peng
Mr. Bai Yong

Registered Office:

18 Xixin Road
High-Tech District (Western District)
Chengdu City
Sichuan Province, the PRC

Independent Non-executive Directors:

Mr. Gu Dake
Mr. Xu Haihe
Mr. Liu Dengqing

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

28 May 2021

To the Shareholders

Dear Sir or Madam,

- (1) 2020 WORK REPORT OF THE BOARD;**
(2) 2020 WORK REPORT OF THE SUPERVISORY COMMITTEE;
(3) 2020 PROFIT DISTRIBUTION PLAN;
(4) ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF
THE TENTH SESSION;
(5) ELECTION OF NON-INDEPENDENT DIRECTORS OF THE TENTH
SESSION;
(6) ELECTION OF INDEPENDENT DIRECTORS OF THE TENTH SESSION;
(7) REPURCHASE AND CANCELLATION OF CERTAIN RESTRICTED
SHARES;
AND
NOTICE OF THE 2020 ANNUAL GENERAL MEETING;
NOTICE OF THE 2021 FIRST H SHARE CLASS MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide you with all reasonably necessary information in relation to the notices of the 2020 AGM and the H Shares Class Meeting dated 28 May 2021 to enable you to make an informed decision as to the resolutions to be proposed at the 2020 AGM and the H Shares Class Meeting.

II. MATTERS TO BE DEALT WITH AT THE 2020 AGM AND H SHARES CLASS MEETING

At the 2020 AGM, ordinary resolutions will be proposed to approve (i) the 2020 work report of the Board of the Company; (ii) the 2020 work report of the Supervisory Committee of the Company; (iii) the 2020 profit distribution plan of the Company; (iv) the 2020 audited financial statements of the Company; (v) the appointment of the auditor of the Company for 2021; (vi) the remuneration of the members of the tenth session of the Board; (vii) the remuneration of the members of the tenth session of the Supervisory Committee; (viii) the election of the Shareholder representative Supervisors of the tenth session of the Supervisory Committee; and a special resolution will be proposed to approve (ix) the repurchase and cancellation of certain Restricted Shares; and ordinary resolutions will be proposed to approve (x) the election of the non-independent Directors; and (xi) the election of the independent Directors.

At the H Shares Class Meeting, a special resolution will be proposed to approve the repurchase and cancellation of certain Restricted Shares.

ORDINARY RESOLUTIONS

(i) TO CONSIDER THE 2020 WORK REPORT OF THE BOARD OF THE COMPANY

The 2020 work report of the Board was considered and approved on 30 March 2021 by the Board, details of which are set out in the “Report of the Directors of the Board” of the 2020 annual report. The 2020 annual report of the Company was published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company’s website (<http://dfem.wsfg.hk/>).

(ii) TO CONSIDER THE 2020 WORK REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY

The 2020 work report of the Supervisory Committee was considered and approved on 30 March 2021 by the Supervisory Committee, details of which are set out in the 2020 annual report. The 2020 annual report of the Company was published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company’s website (<http://dfem.wsfg.hk/>).

LETTER FROM THE BOARD

(iii) TO CONSIDER THE 2020 PROFIT DISTRIBUTION PLAN OF THE COMPANY

Profit distribution plan of the Company for the year 2020:

As audited by Da Hua Public Certified Public Accountants (Special General Partnership), the Company recorded net profit attributable to owners of the parent of RMB1,861,998,155.29 for the year 2020.

The Company will distribute a cash dividend of RMB1.80 (tax inclusive) per 10 Shares on the basis of 3,119,626,130 Shares of its share capital as at the date of the publication of the 2020 annual report, totaling payment of a cash dividend of RMB561,532,703.40. The Company will not convert any capital reserve into share capital or make any bonus issue.

After the above 2020 profit distribution plan is approved at the 2020 AGM, the dividend will be paid around 25 August 2021 to the Shareholders whose names are listed on the register of members of the Company. Dividends payable to H shareholders of the Company will be paid in Hong Kong dollars. The amount payable in Hong Kong dollars will be calculated based on the average value of the central parity rates of RMB against Hong Kong dollar published by the People's Bank of China in a calendar week preceding the announcement of the payment of final dividend at the AGM.

The Company will separately publish an announcement containing the record date, book closure dates and distribution date for the dividend distribution to the Shareholders according to relevant laws and regulations, the Shanghai Stock Exchange Listing Rules, the Listing Rules and the Articles and Association once such dates are determined by the Company.

(iv) TO CONSIDER THE 2020 AUDITED FINANCIAL STATEMENTS OF THE COMPANY

The details of the 2020 audited consolidated financial statements are set out in the 2020 annual report. The 2020 annual report of the Company was published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<http://dfem.wsfg.hk/>).

LETTER FROM THE BOARD

(v) TO CONSIDER THE APPOINTMENT OF THE AUDITOR OF THE COMPANY FOR 2021

In order to ensure the independence of audit work and according to the needs of the Company's business development, Dahua Certified Public Accountants (Special General Partnership) was approved to be appointed as the auditor of the Company for 2020 through public bidding, which had been considered at the second extraordinary shareholders meeting of the Company in 2020 on 27 November 2020, to replace BDO China Shu Lun Pan Certified Public Accountants LLP, which has provided audit services for the Company for many years. Dahua Certified Public Accountants (Special General Partnership) successfully completed the relevant audit work for 2020. On the recommendation of the audit and review committee of the Board, the Board approved and submitted to 2020 AGM for consideration and approval the re-appointment of Dahua Certified Public Accountants (Special General Partnership) as the auditor of the Company for 2021 and authorization to the Board to determine the auditor fees.

(vi) TO CONSIDER THE REMUNERATION OF THE MEMBERS OF THE TENTH SESSION OF THE BOARD

The remuneration of the independent Directors is proposed to comprise of two parts, i.e., basic annual remuneration and allowance, among which, the basic annual remuneration is RMB70,000. For those serving as the chairmen of the special committees, RMB10,000 is added to such standard basis, calculated and paid on the actual working time in the year. The allowance is of RMB3,000 for each attendance of the meeting of the Board or the special committee, all on a pre-tax basis.

The remuneration of non-independent Directors is proposed to comprise of three parts, i.e., basic annual salary, performance-based pay and bonus. The relevant detailed assessment and appraisal and the salary income shall be implemented according to the relevant regulation of the state.

(vii) TO CONSIDER THE REMUNERATION OF THE MEMBERS OF THE TENTH SESSION OF THE SUPERVISORY COMMITTEE

The Supervisory Committee has considered and approved the resolution on remuneration of the members of the Supervisory Committee at the 23rd meeting of the ninth session of the Supervisory Committee on 27 May 2021.

LETTER FROM THE BOARD

The determination of the remuneration of the chairman of the Supervisory Committee consists of three parts, i.e. basic annual salary, annual performance remuneration and term incentive income. The relevant detailed assessment and appraisal and the salary income shall be implemented according to the relevant regulation of the state. The determination of the remunerations and the payment of other Supervisors (including Supervisors representing staff) of the Company shall be executed according to the requirements in relation to the staff salary management system of the functional departments in the head office of the Company.

(viii) TO ELECT THE SHAREHOLDERS REPRESENTATIVE SUPERVISORS OF THE TENTH SESSION OF THE SUPERVISORY COMMITTEE

According to Article 154 of the Articles of Association, “two-third of the members of the supervisory committee shall be representatives of shareholders and one-third shall be representatives of staff. Representatives of shareholders shall be elected or removed at the shareholders’ general meeting. Representatives of staff shall be appointed and removed by democratic election of the staff.”

The Supervisory Committee has considered and approved the nomination of (1) Mr. Zhang Jilie and (2) Mr. Feng Yong as candidates of Supervisors of the tenth session of the Supervisory Committee at the 23rd meeting of the ninth session of the Supervisory Committee on 27 May 2021. The other staff Supervisor of the tenth session will be appointed through democratic election by the staff at the staff representative meeting of the Company.

Biographical details of candidates of Shareholders representative Supervisors of the tenth session of the Supervisory Committee are set out in the Appendix I to this circular.

SPECIAL RESOLUTIONS

(ix) TO CONSIDER THE REPURCHASE AND CANCELLATION OF CERTAIN RESTRICTED SHARES

Reference is made to (i) the announcement of the Company dated 5 September 2019 in relation to, among other things, the proposed adoption of the Restricted A Share Incentive Scheme for 2019; (ii) the announcement dated 27 September 2019 in relation to the amendments to the Incentive Scheme and confirmation of the list of Participants who are connected persons thereunder; (iii) the circular dated 1 November 2019 in relation to, among other things, the proposed adoption of the Incentive Scheme; (iv) the announcement dated 22 November 2019 in relation to the poll results of the relevant resolutions in respect of the approval of the Incentive Scheme at the EGM and the Class Meetings; (v) the announcement dated 22 November 2019 in relation to the First Grant of the Restricted Shares to Participants

LETTER FROM THE BOARD

under the Restricted A Share Incentive Scheme for 2019; (vi) the announcement dated 9 January 2020 in relation to results of the First Grant of Restricted A Share Incentive Scheme for 2019; (vii) the announcement dated 24 September 2020 in relation to the grant of the reserved portion of the Restricted Shares to Participants under the Restricted A Share Incentive Scheme for 2019; (viii) the announcement dated 24 September 2020 in relation to the Repurchase and Cancellation of Certain Restricted Shares; (ix) the circular dated 7 November 2020 in relation to, among other things, the Repurchase and Cancellation of Certain Restricted Shares; (x) the announcement dated 10 November 2020 in relation to the Repurchase and Cancellation of Certain Restricted Shares and capital reduction and notice to creditors; (xi) the announcement dated 27 November 2020 in relation to the poll results of the 2020 second EGM, the 2020 second A Shares Class Meeting and the 2020 second H Shares Class Meeting; (xii) the announcement dated 2 February 2021 in relation to the implementation of Repurchase and Cancellation of Certain Restricted Shares under the Incentive Scheme; and (xiii) the announcement dated 29 April 2021 in relation to Repurchase and Cancellation of Certain Restricted Shares. Unless otherwise defined herein, capitalized terms used in this circular shall have the same meaning as defined in the above announcements and circulars.

1. Reasons for Repurchase and the Number of Shares to be Repurchased

Pursuant to the Incentive Scheme and the requirements of relevant laws and regulations, six Participants under the First Grant have resigned due to personal reasons and are no longer qualified as Participants; three Participants have breached relevant regulations and no longer qualified as Participants; a Participant has passed away and is no longer qualified as a Participant; a Participant has been included in the Employee Stock Ownership Scheme of the subsidiaries of the Group and therefore could no longer participate in the Incentive Scheme of the Company in accordance with the relevant provisions of the SASAC of the State Council; and a Participant under the Reserved Grant, has been transferred from the Company due to organizational arrangements and is no longer qualified as a Participant. The Board has considered and decided to repurchase and cancel all the Restricted Shares totalling 475,000 A Shares that have been granted to the aforesaid 12 Participants yet still locked up. The repurchase and cancellation is subject to being submitted to the general meeting, A Shares Class Meeting and H Shares Class Meeting for consideration.

LETTER FROM THE BOARD

2. *Repurchase Price*

In accordance with the provisions of the Incentive Scheme, when a Participant tenders resignation during his/her term of the employment contract, his/her Restricted Shares which have not been unlocked shall be repurchased at lower of the grant price or the market price of the Company's Shares at the time of repurchase. Since the repurchase price is lower than the market price of RMB11.40 per share at the time of this repurchase, the repurchase price of the Restricted Shares of six Participants under the First Grant who resigned due to personal reasons is RMB5.725 per Share; the repurchase price of the Restricted Shares of three Participants who have breached relevant regulations and no longer qualified as Participants is RMB5.725 per Share; the repurchase price of the Restricted Shares of one Participant who was no longer qualified as a Participant due to death is RMB5.725 per Share plus interest of bank deposits of the same term; the repurchase price of the Restricted Shares of one Participant who has been included in the Employee Stock Ownership Scheme of the subsidiaries of the Group is RMB5.725 per Share plus interest of bank deposits of the same term; the repurchase price of the Restricted Shares of one Participant under the reserved grant, who has been transferred from the Company due to organizational arrangements and is no longer qualified as a participant is RMB6.54 per Share plus interest of bank deposits of the same term.

3. *Total Amount and Source of Funds for the Repurchase*

The amount of the repurchase price payable by the Company for the repurchase of the Restricted Shares is RMB2,802,654, all of which are from the Company's self-owned funds. Upon completion of the Repurchase and Cancellation, the number of Participants under the First Grant will be changed to 765, and the number of Participants under the reserved grant will be changed to 25.

LETTER FROM THE BOARD

4. *Changes in Share Structure upon the Repurchase and Cancellation*

Upon completion of the Repurchase and Cancellation, the total number of Shares of the Company will be changed from 3,119,626,130 Shares to 3,119,151,130 Shares, and the changes in share structure of the Company are set out as following:

Class of Shares	Before the Change		The Change (+/-)	After the Change	
	Number of shares	Proportion		Number of shares	Proportion
Shares subject to selling restrictions	782,725,762	25.09%	-475,000	782,250,762	25.08%
Shares not subject to selling restrictions	2,336,900,368	74.91%	0	2,336,900,368	74.92%
Total Shares	3,119,626,130	100.00%	-475,000	3,119,151,130	100.00%

Upon completion of the Repurchase and Cancellation, there will be no changes in the controlling shareholder or de facto controller of the Company, and the shareholding structure of the Company will remain eligible for listing. Meanwhile, the Incentive Scheme will continue to be implemented pursuant to the requirements of the regulations.

5. *Effects of the Repurchase and Cancellation of Certain Restricted Shares on the Company*

The Repurchase and Cancellation of Certain Restricted Shares will not have material effects on the Company's financial position and operating results, nor will it affect the due diligence of the management team of the Company, who will continue to perform their duties earnestly and create value for Shareholders.

LETTER FROM THE BOARD

6. *Opinion of Independent Directors*

The independent Directors of the Company carefully reviewed relevant resolutions considered at the 37th meeting of the ninth session of the Board of the Company, and issued the following opinions:

in accordance with the Restricted A Share Incentive Scheme for 2019 (Draft Revision) (“**Incentive Scheme (Draft Revision)**”) of the Company and the requirements of relevant laws and regulations, twelve Participants such as Zeng Yi under the Restricted A Share Incentive Scheme for 2019 of the Company are no longer qualified as Participants. The Board considered and decided to repurchase and cancel all the Restricted Shares that have been granted to the aforesaid twelve Participants yet still locked, i.e., totaling 475,000 Shares. The Repurchase and Cancellation of Certain Restricted Shares are in accordance with relevant requirements of the Administrative Measures and the Incentive Scheme (Draft Revision) of the Company, and the procedures are legal and compliant. The Repurchase and Cancellation will affect neither the continuing implementation of the Incentive Scheme (Draft Revision) nor the going concern status of the Company, nor will it prejudice the interests of the Company and Shareholders.

7. *Opinions of the Supervisory Committee*

The Supervisory Committee is of the view that the Repurchase and Cancellation of Certain Restricted Shares of twelve Participants involved in are in accordance with the Administrative Measures on Share Incentives of Listed Companies (上市公司股權激勵管理辦法) and as well as the relevant requirements of the Restricted A Share Incentive Scheme for 2019 (Draft Revision) (“**Incentive Scheme (Draft Revision)**”) of the Company, and the procedures are legal and compliant. The Repurchase and Cancellation will affect neither the continuing implementation of the Incentive Scheme (Draft Revision) nor the going concern status of the Company, nor will it prejudice the interests of the Company and Shareholders. In summary, the Supervisory Committee agreed to the Repurchase and Cancellation of Certain Restricted Shares.

LETTER FROM THE BOARD

8. *Summary of the Legal Opinion*

Beijing King & Wood Mallesons (Chengdu) Law Office is of the opinion that as at the date of the issuance of the legal opinion, the Company has obtained the necessary approvals and authorization for the Repurchase and Cancellation at the current stage; the reasons, number and price of the Repurchase and Cancellation comply with relevant provisions of the Administrative Measures, the Trial Measures and the Incentive Scheme (Draft Revision); the Repurchase and Cancellation is subject to consideration at the general meeting of the Company; the Company will perform information disclosure and handle the procedures for registered capital reduction and shares cancellation registration in accordance with the Company Law and other relevant laws and regulations regarding the Repurchase and Cancellation.

9. *Review Opinions of the Independent Financial Adviser*

Shanghai Realize Investment Consulting Co., Ltd., is of the opinion that as at the date of the issuance of the report, necessary approvals and authorization for the Repurchase and Cancellation of the Restricted Shares of Dongfang Electric have been obtained, and relevant provisions of the Administrative Measures, the Trial Measures, the Notice, the Working Guidelines as well as the Incentive Scheme (Draft Revision) have been complied with; the Company still has to carry out relevant information disclosure within the prescribed period and handle relevant subsequent formalities with the Shanghai Stock Exchange and China Securities Depository & Clearing Corp. Ltd., Shanghai Branch for the Repurchase and Cancellation pursuant to relevant provisions of the Administrative Measures and the Incentive Scheme (Draft Revision).

ORDINARY RESOLUTIONS

(x) TO ELECT NON-INDEPENDENT DIRECTORS OF THE TENTH SESSION OF THE BOARD

Reference is made to the announcement of the Company dated on 27 May 2021 in relation to the proposed election of the Directors and the remuneration of the members of the Board, proposing Mr. Yu Peigen, Mr. Xu Peng, Mr. Bai Yong and Mr. Zhang Yanjun as Candidates of Non-independent Directors of the tenth session of the Board.

According to the Article 119 of the Articles of Association, “Directors shall be elected at the shareholders’ general meeting. Director candidates may be nominated by the board of directors, supervisory committee, shareholders who individually or jointly hold more than 1% of the Company’s issued shares.”

LETTER FROM THE BOARD

Since the term of the ninth session of the Board will soon expire, as recommended by the nomination committee, the Board proposes to approve the nomination of Mr. Yu Peigen, Mr. Xu Peng, Mr. Bai Yong and Mr. Zhang Yanjun as Candidates of Non-independent Directors of the tenth session of the Board. Biographical details of Candidates of Non-independent Directors of the tenth session of the Board are set out in the Appendix I to this circular.

(xi) TO ELECT INDEPENDENT DIRECTORS OF THE TENTH SESSION OF THE BOARD

Reference is made to the announcement of the Company dated on 27 May 2021 in relation to the proposed election of the Directors and the remuneration of the members of the Board, proposing Mr. Liu Dengqing, Mr. Huang Feng and Mr. Ma Yongqiang as Candidates of Independent Directors of the tenth session of the Board.

According to the Articles of Association, as recommended by the nomination committee, the Board proposes to approve the nomination of Mr. Liu Dengqing, Mr. Huang Feng and Mr. Ma Yongqiang as candidates of Independent Directors of the tenth session of the Board. Biographical details of candidates of Independent Directors of the tenth session of the Board are set out in the Appendix I to this circular.

III. 2020 AGM AND H SHARES CLASS MEETING

The 2020 AGM and H Shares Class Meeting are to be held as scheduled at the conference room of the Company, No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC on Tuesday, 29 June 2021, respectively.

Any Shareholder(s) entitled to attend and vote at the 2020 AGM or H Shares Class Meeting is/are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder of the Company. If you intend to appoint a proxy to attend the 2020 AGM or H Shares Class Meeting and vote on your behalf, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company's H Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the 2020 AGM or H Shares Class Meeting. Completion and return of the proxy form will not preclude you from attending and voting at the 2020 AGM or H Shares Class Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

IV. CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the 2020 AGM or H Shares Class Meeting, the register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021, both dates inclusive, during which period no transfers of Shares will be effected. In order to qualify to attend and vote at the 2020 AGM or H Shares Class Meeting, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of H Shares 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 Wednesday, 23 June 2021.

V. VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of 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 AGM and H Shares Class Meeting shall therefore demand voting on all resolutions set out in the notice of the AGM and H Shares Class Meeting to be taken by way of poll pursuant to Article 96 of the Articles of Association.

Every Shareholder present in person or by proxy shall have one vote for each Share registered in his name in the register of members of the Company pursuant to Article 94 of the Articles of Association. A Shareholder entitled to two votes or more than two votes (including the proxy) needs not cast all the votes he used in the same manner when voting pursuant to Article 98 of the Articles of Association.

Resolutions no. 11 and no. 12 proposed at the 2020 AGM are related to the election of Directors. Those resolutions shall be voted by adopting cumulative voting. Please refer to Appendix II for explanation on the voting method for election of the Directors by adopting cumulative voting.

VI. RECOMMENDATION

The Directors are of the view that all the proposed resolutions at the 2020 AGM and H Shares Class Meeting are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2020 AGM and H Shares Class Meeting.

Yours faithfully,

By Order of the Board

Dongfang Electric Corporation Limited

Yu Peigen

Chairman

NOTICE OF THE 2020 ANNUAL GENERAL MEETING



東方電氣股份有限公司
DONGFANG ELECTRIC CO., LTD.

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

(Stock Code: 1072)

NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting (the “AGM”) of Dongfang Electric Corporation Limited (the “**Company**”) will be held at the conference room of the Company, No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the People's Republic of China (the “**PRC**”) at 9:00 a.m. on Tuesday, 29 June 2021 for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider the resolution on the 2020 work report of the Board of the Company.
2. To consider the resolution on the 2020 work report of the Supervisory Committee of the Company.
3. To consider the resolution on the 2020 profit distribution plan of the Company.
4. To consider the 2020 audited financial statements of the Company.
5. To consider the resolution on the appointment of the auditor of the Company for 2021.
6. To consider the resolution on the remuneration of the members of the tenth session of the Board.
7. To consider the resolution on the remuneration of the members of the tenth session of the Supervisory Committee.
8. To elect Mr. Zhang Jilie as the member of the tenth session of the Supervisory Committee of the Company.
9. To elect Mr. Feng Yong as the member of the tenth session of the Supervisory Committee of the Company.

NOTICE OF THE 2020 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

10. To consider the resolution on the Repurchase and Cancellation of Certain Restricted Shares.

ORDINARY RESOLUTIONS

11. Resolution regarding the election of Directors

11.1 To elect Mr. Yu Peigen as a non-independent Director of the tenth session of the Board of the Company;

11.2 To elect Mr. Xu Peng as a non-independent Director of the tenth session of the Board of the Company;

11.3 To elect Mr. Bai Yong as a non-independent Director of the tenth session of the Board of the Company;

11.4 To elect Mr. Zhang Yanjun as a non-independent Director of the tenth session of the Board of the Company.

12. Resolution regarding the election of independent Directors

12.1 To elect Mr. Liu Dengqing as an independent Director of the tenth session of the Board of the Company;

12.2 To elect Mr. Huang Feng as an independent Director of the tenth session of the Board of the Company;

12.3 To elect Mr. Ma Yongqiang as an independent Director of the tenth session of the Board of the Company.

NOTICE OF THE 2020 ANNUAL GENERAL MEETING

REPORTING EVENT

13. To listen to the Report of Independent Directors of Dongfang Electric Corporation Limited for 2020.

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

Chengdu, Sichuan, the PRC
28 May 2021

As at the date of this announcement, the directors of the Company are as follows:

Directors: *Yu Peigen, Xu Peng and Bai Yong*

Independent Non-executive Directors: *Gu Dake, Xu Haihe and Liu Dengqing*

Notes:

1. In order to determine the entitlement to attend and vote at the AGM, Holders of the Company's H Shares should note that the register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both dates inclusive) during which period no transfers of H Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in respect of H Shares, namely Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 23 June 2021. Holders of the Company's H Shares who intend to attend the AGM should deliver the completed and signed reply slip for attending at the AGM, a copy of each of the shareholding document(s), copies of their identity cards or passports (with the pages showing the names of such shareholders), by hand, by post (postal code: 611731) or by facsimile (fax number: (8628) 8758 3333), to the correspondence address of the Company (No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC) with the attention to the office of the Board on or before Monday, 28 June 2021. The record date and arrangements in respect of the holders of A Shares who are entitled to attend the AGM will be determined and announced separately in the PRC by the Company.
2. 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/her 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.

NOTICE OF THE 2020 ANNUAL GENERAL MEETING

3. 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/her attorney duly authorized in writing. If any appointer is a corporation, the proxy form must be affixed with the common seal of such shareholder, or signed by any of its directors or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the appointer, 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 Company's H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders only) not later than 24 hours before the time appointed for the holding of the AGM. Completion and return of the proxy form will not affect the rights of the shareholders of the Company to attend and vote at the AGM in person.
4. Proxies of holders of H Shares shall bring along the instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the AGM.
5. 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.
6. The AGM will last for not more than one day. Shareholders and proxies attending the AGM of the Company should be responsible for their own accommodation, travelling and other relevant expenses.
7. Contact details of the Company are set out as follows:

Correspondence address: No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC

Contact person: Mr. Liu Zhi

Telephone: (86) 28 87583666

Fax: (86) 28 87583333

Email address: dsb@dongfang.com

Postal code: 611731

NOTICE OF THE 2021 FIRST H SHARES CLASS MEETING



東方電氣股份有限公司
DONGFANG ELECTRIC CO., LTD.

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

(Stock Code: 1072)

NOTICE OF THE 2021 FIRST H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2021 First H Shares Class Meeting (“**H Shares Class Meeting**”) of Dongfang Electric Corporation Limited (the “**Company**”) will be held at the conference room of the Company, No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the People's Republic of China (the “**PRC**”) at 10:00 a.m. on Tuesday, 29 June 2021 (or immediately after the A Shares Class Meeting of the Company to be convened and held on the same date and at the same place) for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

1. To consider the resolution on the Repurchase and Cancellation of Certain Restricted Shares.

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

Chengdu, Sichuan Province, the PRC
28 May 2021

As at the date of this announcement, the directors of the Company are as follows:

Directors: Yu Peigen, Xu Peng and Bai Yong

Independent Non-executive Directors: Gu Dake, Xu Haihe and Liu Dengqing

NOTICE OF THE 2021 FIRST H SHARES CLASS MEETING

Notes:

1. All holders of the Company's H Shares whose names appear on the register of members of the Company on Thursday, 24 June 2021 are entitled to attend the H Shares Class Meeting and should bring along their identity cards or passports when attending the H Shares Class Meeting. Holders of the Company's H Shares should note that the register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both dates inclusive) during which period no transfers of H Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in respect of H Shares, namely Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 23 June 2021. Holders of H Shares who intend to attend the H Shares Class Meeting should deliver the completed and signed reply slip for attending at the H Shares Class Meeting, a copy of each of the shareholding document(s), copies of their identity cards or passports (with the pages showing the names of such shareholders), by hand, by post (postal code: 611731) or by facsimile (fax number: (86)28 8758 3333), to the correspondence address of the Company (No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC) with the attention to the office of the Board on or before Monday, 28 June 2021.
2. Any shareholder of the Company entitled to attend and vote at the H Shares Class Meeting is entitled to appoint a proxy or more proxies (who need not be a shareholder of the Company) to attend the H Shares Class Meeting and vote thereat in his/her 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.
3. Any shareholder of the Company who intends to appoint a proxy to attend the H Shares Class Meeting shall put it in writing, to be signed by the appointer or his/her attorney duly authorized in writing. If any appointer is a corporation, the proxy form must be affixed with the common seal of such shareholder, or signed by any of its directors or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the appointer, 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 Company's H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders only) not later than 24 hours before the time appointed for the holding of the H Shares Class Meeting. Completion and return of the proxy form will not affect the rights of the shareholders of the Company to attend and vote at the H Shares Class Meeting in person.
4. Proxies of shareholders shall bring along instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the H Shares Class Meeting.
5. Directors, supervisors and senior management of the Company and the witnessing lawyers and other relevant staff members employed by the Company will attend the H Shares Class Meeting.
6. The H Shares Class Meeting will last for not more than one day. Shareholders and proxies attending the H Shares Class Meeting of the Company should be responsible for their own accommodation, travelling and other relevant expenses.
7. Contact details of the Company are set out as follows:

Correspondence address: No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC

Contact person: Mr. Liu Zhi

Telephone: (86) 28 87583666

Fax: (86) 28 87583333

Email address: dsb@dongfang.com

Postal code: 611731

Appendix I Biographical Details of the Nominated Candidates for Directors and Shareholder Representative Supervisors of the Tenth Session

In compliance with the requirements of the Listing Rules, information on the candidates for Directors of the tenth session of the Board and Supervisors representing Shareholders of the tenth session of the Supervisory Committee to be proposed at the 2020 AGM is provided as follows:

The list and biographies of candidates for non-independent Directors of the tenth session of the Board nominated by the Board of the Company, are as follows:

Yu Peigen: born in November 1962, is currently the chairman of the Company, the secretary of the Party Committee, and the chairman of Dongfang Electric Corporation. He graduated from Zhejiang University, majoring in thermal power with a bachelor's degree in engineering. He completed his postgraduate study from Renmin University of China and received a master's degree in Executive Master of Business Administration (EMBA). He is a senior engineer. Mr. Yu successively served as the deputy general manager and the general manager of Qinshan Nuclear Power Company; the head of the nuclear power department of China National Nuclear Corporation; the manager of the nuclear power department of China Power Investment Corporation (中國電力投資集團公司), the chief engineer on nuclear power of China Power Investment Corporation; a member of the Party Committee and the chief engineer on nuclear power of China Power Investment Corporation; the deputy general manager and a member of the Party Committee of China National Nuclear Corporation (中國核工業集團公司) from August 2011 to July 2018; the deputy general manager and a member of the Party Committee of China National Nuclear Corporation (中國核工業集團有限公司) from July 2018 to April 2019. Yu Peigen has served as the deputy secretary of the Party Committee, a director, and general manager of Dongfang Electric Corporation. He served as a Director and the president of the Company from May 2019 to April 2021. He has served as the chairman of the Company since April 2021.

Xu Peng: born in June 1965, is currently a Director and a senior vice president of the Company, a member of the Party Committee and the deputy general manager of Dongfang Electric Corporation. He graduated from the Faculty of Thermophysical Engineering of Zhejiang University with a bachelor's degree of engineering in thermal power of power plant. He is a senior engineer. Mr. Xu successively served as a deputy chief economist, deputy general manager, director, a standing member of the Party committee, secretary of the Party committee, general manager and chairman of Dongfang Boiler (Group) Co., Ltd. (東方鍋爐(集團)股份有限公司); and the head and secretary of Party committee of Dongfang Boiler Factory (東方鍋爐廠); the head of corporate culture department of Dongfang Electric Corporation Limited; the head of work department of Party Committee directly under, president of Management School and vice president of the Party School of Dongfang Electric Corporation. He has served as the vice president of the Company from May 2017 to March 2018. He has been a member of the Party Committee of Dongfang Electric Corporation since August 2017, and the deputy general manager of Dongfang Electric Corporation since September 2017. Mr. Xu has been a director and a senior vice president of the Company since December 2017 and March 2018, respectively.

Appendix I Biographical Details of the Nominated Candidates for Directors and Shareholder Representative Supervisors of the Tenth Session

Bai Yong: born in October 1971, is currently a Director and the chief accountant of the Company; a member of the Party group and the chief accountant of Dongfang Electric Corporation. He graduated from Zhongnan University of Finance and Economics with a bachelor's degree of economics majoring in industrial economics. He completed his postgraduate study from Tsinghua University and received a master's degree in Business Administration of Senior Management (EMBA), and is a senior economist as well as a senior accountant. Mr. Bai successively served as the assistant to the general manager and deputy general manager of Three Gorges Finance Co., Ltd; the manager of finance department of China Yangtze Power Co., Ltd., the chairman of Hubei Bajiao River Hydro-power Development Co., Ltd (湖北芭蕉河水電公司); a director, deputy general manager and chief accountant of Hubei Energy Group Co., Ltd., the general manager and deputy secretary of the Party Committee of Hubei Energy Group Limited and an executive director of Hubei Qingjiang Hydropower Development Company (湖北清江水電開發公司), a member of the Party Committee and financial controller of China Yangtze Power Co., Ltd., the director of capital operation department of China Three Gorges Corporation and the director of strategic development department and director of strategic planning department of China Three Gorges Corporation (served concurrently as director of the office of board of directors and supervisors, and director of offshore wind power office). Since May 2018, he has been a member of the Party group and the chief accountant of Dongfang Electric Corporation. He served as the chairman of the Supervisory Committee of the Company from May 2018 to September 2018, and has been serving as the Director and chief accountant since September 2018.

Zhang Yanjun: born in March 1970, is a senior engineer at researcher level and a member of the 13th CPPCC of Harbin. He graduated from the School of Energy and Power Engineering of Xi'an Jiaotong University with a bachelor's degree in thermal energy engineering and from the College of Energy Engineering of Zhejiang University with a doctorate in Power Engineering and Engineering Thermophysics. He successively served as the deputy director, director, deputy chief engineer, deputy general manager, vice chairman and general manager of the design division of Harbin Boiler Company Limited* (哈爾濱鍋爐廠有限責任公司); the director of the science and technology management department of Harbin Electric Corporation and Harbin Electric Company Limited as well as the director of management office of Shuangchuang base of Harbin Electric Corporation, the secretary of the Party Committee and the president of the Central Research Institute, and the chairman of Harbin Power Equipment National Engineering Research Center Co., Ltd.* (哈電發電設備國家工程研究中心有限公司); the general manager of science and technology management department (Shuangchuang office) of Harbin Electric Corporation, the general manager of science and technology management department of Harbin Electric Company Limited, the secretary of the Party Committee and the president of Central Research Institute (Engineering Research Center), and chairman of Harbin Power Equipment National Engineering Research Center Co., Ltd.* (哈電發電設備國家工程研究中心有限公司). He has been a member of the Party group and the deputy general manager of Dongfang Electric Corporation since December 2020.

Appendix I Biographical Details of the Nominated Candidates for Directors and Shareholder Representative Supervisors of the Tenth Session

The list and biographies of candidates for independent Directors of the tenth session of the Board nominated by the Board of the Company are as follows:

Liu Dengqing: born in November 1970, has been an independent non-executive Director of the Company since 29 June 2018, is a PhD degree holder in management. He had successively served China Enterprise Appraisals Consultation Co., Ltd as the chief appraiser, the vice president and chief appraiser, the senior vice president and chief appraiser, the president and chief executive officer, the secretary of the Party branch as well as the president and chief executive officer. In particular, Mr. Liu served as a member of the tenth and eleventh Issuance Verification Committee of the China Securities Regulatory Commission (“CSRC”) from May 2008 to May 2010, and a member of the fourth and fifth Merger and Reorganization Committee of CSRC from May 2012 to May 2016. Since July 2020, Mr. Liu has been as a member of the first GEM Listing Committee of Shenzhen Stock Exchange. He is currently an executive director of China Appraisal Society, the vice chairman of Chinese Association of Mineral Resources Appraisers (中國礦業權評估師協會) and Beijing Assets Appraisal Association (北京資產評估協會). He is currently an independent director of China Spacesat Co., Ltd.* (中國東方紅衛星股份有限公司), Hengxin Shambala Culture Co., Ltd.* (恒信東方文化股份有限公司) and Huachuang Yang'an Co., Ltd.* (華創陽安股份有限公司).

Huang Feng: born in June 1956, graduated from the Department of Electrical Engineering of Tsinghua University First Branch with a bachelor degree; he is a professor-level senior engineer. Hu has successively served as the engineer, deputy head and head of the power division of energy project department of China International Engineering Consulting Corporation* (中國國際工程諮詢有限公司); the deputy director and director of energy project department of China International Engineering Consulting Corporation*; the general manager assistant and concurrently the director of energy business department of China International Engineering Consulting Corporation* from 2008 to 2010; a member of the Party group and the deputy general manager of China International Engineering Consulting Corporation* and concurrently the deputy director of the Expert Academic Committee of the company from 2011 to 2016. He served as the deputy director of the Expert Academic Committee of China International Engineering Consulting Corporation* since 2017. He is currently the chairman of the Study Committee of Energy System of Chinese Society for Electrical Engineering, a member of Strategy and Management Advisory Committee of China National Nuclear Corporation (中國核工業集團公司), a member of expert committee of China Southern Power Grid Co., Ltd. (中國南方電網有限公司), a member of expert committee of the southwestern energy research center of Tsinghua University, and a member of expert committee of nuclear of China Energy Research Council.

* For identification purposes only

Appendix I Biographical Details of the Nominated Candidates for Directors and Shareholder Representative Supervisors of the Tenth Session

Ma Yongqiang: born in October 1975. He holds a master's degree, and is a doctor and professor in accountant and a doctoral supervisor. He engaged in the postdoctoral research work at the Postdoctoral Studies Centre of Renmin University of China and the Postdoctoral Studies Centre of Shenzhen Stock Exchange from July 2004 to August 2006; he has been working at the School of Accounting of Southwestern University of Finance and Economics since September 2006; he served as the independent director of Sichuan Guangan AAA Public Co., Ltd.* (四川廣安愛眾股份有限公司) from October 2010 to September 2014, and the independent director of Chengdu Santai Holding Group Co., Ltd.* (成都三泰控股集團股份有限公司) from March 2012 to December 2015; he served as the independent director of Sichuan Zhongguang Lightning Protection Technologies Co., Ltd.* (四川中光防雷科技股份有限公司) from November 2013 to November 2016; he served as the independent director and the chairman of the Audit Committee of Harbin Bank Co., Ltd.* (哈爾濱銀行股份有限公司) from June 2012 to December 2015 and from July 2018 to February 2021, respectively. He is currently the independent director of Chengdu Santai Holding Group Co., Ltd.*.

The list and biographies of candidates for Supervisors representing Shareholders of the tenth session nominated by the Supervisory Committee of the Company are as follows:

Zhang Jilie: born in August 1963, is currently the chairman of the Supervisory Committee of the Company, a member of the Party group, and deputy general manager and the chief law consultant of Dongfang Electric Corporation. Mr. Zhang graduated from Wuhan Polytechnic University majoring in industrial business management with a bachelor's degree of engineering. He graduated from Southwest Jiao Tong University with a MBA degree specializing in business management. He is a senior economist and corporate law consultant. He has held various positions including assistant to the general manager and manufacturing head of Dongfang Electric Machinery Company Limited; and chairman of the board, general manager and secretary to Party Branch of DFEM Control Equipment Company Limited; deputy factory head and executive deputy factory manager of DFEW. He had acted as, assistant to general manager and section head of Corporate Management Department (during the period, he received on-the-job training in Honghe Prefecture of Yunnan Province, serving as a member of the standing committee and deputy head of the Prefecture) and secretary to the board of Dongfang Electric Corporation. During October 2007 to September 2018, Mr. Zhang served as a Director of the Company. During March 2018 to September 2018, he served as the senior vice president of the Company. He has been the chief law consultant, a member of the Party group and the deputy general manager of Dongfang Electric Corporation since January 2007, August 2017 and September 2017, respectively. Mr. Zhang has served as the chairman of the supervisory committee of the Company since September 2018.

Appendix I Biographical Details of the Nominated Candidates for Directors and Shareholder Representative Supervisors of the Tenth Session

Feng Yong: born in March 1967, is currently a Supervisor and the head of the Audit and Supervision Department of the Company, the head of the Audit and Supervision Department of Dongfang Electric Corporation. He graduated from Chengdu University of Technology majoring in accounting and obtained a bachelor's degree. He completed the MBA course jointly sponsored by Southwest Jiaotong University and University of South Australia of Australia and obtained a master's degree in MBA. He is a senior accountant. From August 1987 to November 2019, Mr. Feng successively served as the head and Party branch secretary of Finance Department of Dongfang Electrical Machinery (東方電機廠); the deputy head of Asset and Finance Department of Dongfang Electric Corporation, the head of Finance Department of Dongfang Electric Corporation Limited, the head of Asset and Finance Department of Dongfang Electric Corporation, and a director, general manager and the secretary of the Party Committee of Dongfang Electric Finance Co., Ltd.. Since November 2019, he has been serving as the head of the Audit and Supervision Department of Dongfang Electric Corporation. Since September 2019, he has been serving as a staff representative Supervisor of the Company. Since November 2019, he has been serving as the head of the Audit and Supervision Department of the Company.

As at the date of this circular, save as disclosed above, each of the Candidates of Non-independent Director, the Independent Non-executive Director Candidates and the Candidates of Supervisors confirm that they: (i) do not have any relationship with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company; (ii) do not hold any other positions in the Company or other members of the Group; (iii) did not hold any directorships in any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iv) do not have or is not deemed to have any interest within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) in any shares or underlying shares of the Company or its associated corporations; and (v) have no other matters in relation to their appointment that need to be brought to the attention of the Shareholders or disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

None of the directors or supervisors has entered into any service contracts with the Company which are not determinable within one year without payment of compensation (other than statutory compensation).

EXPLANATION ON THE VOTING METHOD OF THE ELECTION OF NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS BY ADOPTING CUMULATIVE VOTING

1. The election of the candidates for the non-independent Directors and independent Directors at the general meeting shall be numbered as groups of resolutions separately. Investors should cast their votes according to each of the candidates in each of the group of resolutions.
2. The number of shares reported shall represent the votes entitled to cast for the election. For each group of resolutions, the total number of votes to which the Shareholders is entitled shall be equal to the number of Directors to be elected within the corresponding group of resolutions. If a Shareholder holds 100 shares of the Company, and the number of Directors to be elected at the general meeting is 10, and there are 12 candidates for Directors, the Shareholder shall be entitled to a total number of 1,000 votes in respect of the group of resolutions on the election of the Board.
3. Shareholders shall vote in accordance with the limitation of number of votes in each group of resolutions. Shareholders may cast their votes at their own discretion for one candidate or for more than one candidate in any combination. When the voting is completed, votes shall be calculated in aggregate according to each of the resolutions.
4. Example:

The re-election of the Board at the general meeting of the Company adopts cumulative voting. Number of non-independent Directors to be elected is 4, while there are 4 candidates for the election of non-independent Directors; Number of independent Directors to be elected is 3, while there are 3 candidates for the election of independent Directors. Matters needs to be voted are as below:

Resolutions of cumulative voting		Votes
11.	Resolution on election of Directors	
	11.1 To elect Mr. Yu Peigen as the non-independent Director of the tenth session of the Board of the Company	
	11.2 To elect Mr. Xu Peng as the non-independent Director of the tenth session of the Board of the Company	
	11.3 To elect Mr. Bai Yong as the non-independent Director of the tenth session of the Board of the Company	
	11.4 To elect Mr. Zhang Yanjun as the non-independent Director of the tenth session of the Board of the Company	

Resolutions of cumulative voting		Votes
12.	Resolution on election of independent Directors	
	12.1 To elect Mr. Liu Dengqing as the independent Director of the tenth session of the Board of the Company	
	12.2 To elect Mr. Huang Feng as the independent Director of the tenth session of the Board of the Company	
	12.3 To elect Mr. Ma Yongqiang as the independent Director of the tenth session of the Board of the Company	

An investor held 100 Shares of the Company upon close of trading on the Record Date. Adopting the cumulative voting, he (she) shall be entitled to a voting rights of 400 Shares in Resolution No. 11 “Resolution in relation to the election of the non-independent Directors of the tenth session of the Board of the Company”, and a voting rights of 300 Shares in Resolution No. 12 “Resolution in relation to the election of the independent Directors of the tenth session of the Board of the Company”.

Such investor may cast his/her 400 votes on resolution No. 9 at his/her own discretion for one candidate or for more than one candidate in any combination within the limitation of 400.

As shown in the table:

No.	Names of Resolutions	Number of votes			
		Method 1	Method 2	Method 3	Method 4
11	Resolution on election of Directors	–	–	–	–
	11.1 To elect Mr. Yu Peigen as the non-independent Director of the tenth session of the Board of the Company	400	100	150	
	11.2 To elect Mr. Xu Peng as the non-independent Director of the tenth session of the Board of the Company	0	100	50	
	11.3 To elect Mr. Bai Yong as the non-independent Director of the tenth session of the Board of the Company	0	100	200	
	11.4 To elect Mr. Zhang Yanjun as the non-independent Director of the tenth session of the Board of the Company	0	100	0	