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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) REPURCHASE AND CANCELLATION OF
CERTAIN RESTRICTED SHARES;
(2) PROPOSED ELECTION OF NON-INDEPENDENT DIRECTOR;
(3) NOTICE OF THE 2023 FIRST EGM; AND
(4) NOTICE OF THE 2023 FIRST H SHARES CLASS MEETING**

The Company will hold the EGM and the H Shares Class Meeting on Friday, 24 February 2023 at the conference room of the Company, No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC. The notice convening the EGM and the notice convening the H Shares Class Meeting are set out on pages 9 to 11 and pages 12 to 14 of this circular, respectively.

The proxy forms and reply slips for use at the EGM and H Shares Class Meeting are enclosed with this circular. Any Shareholder(s) entitled to attend and vote at the EGM or the H Shares Class Meeting is/are entitled to appoint one or more proxies to attend and vote on his/her/their behalf. A proxy need not be a Shareholder of the Company. If you intend to appoint a proxy to attend the EGM or the 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 EGM or the H Shares Class Meeting. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or the H Shares Class Meeting or any adjournment hereof should you so wish. Shareholders who intend to attend the EGM and the H Shares Class Meeting in person or by proxy should complete and return the reply slips in accordance with the instructions printed thereon on or before Thursday, 23 February 2023.

9 February 2023

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DEFINITIONS

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

“A Share(s)”	the domestic investment ordinary shares of the Company with a nominal value of RMB1.00 each, which are subscribed 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;
“A Shares Class Meeting”	the 2023 first A shares class meeting of the Company to be convened on Friday, 24 February 2023 (or any adjournment thereof);
“Administrative Measures”	the Administrative Measures on Share Incentives of Listed Companies (上市公司股權激勵管理辦法);
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of the directors of the Company;
“Company”	Dongfang Electric Corporation Limited (東方電氣股份有限公司), a joint stock limited company incorporated in the PRC with limited liability whose H Shares are listed on the Main Board of the Stock Exchange and A Shares are listed on the Shanghai Stock Exchange;
“Company Law”	the Company Law of the PRC;
“Director(s)”	directors of the Company;
“EGM”	the 2023 first extraordinary general meeting of the Company to be held on Friday, 24 February 2023 (or any adjournment thereof);
“Group”	the Company and its subsidiaries;
“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;

DEFINITIONS

“H Shares Class Meeting”	the 2023 first H shares class meeting of the Company to be convened on Friday, 24 February 2023 (or any adjournment thereof);
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Incentive Scheme” or “Scheme”	Restricted A Share Incentive Scheme for 2019 of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“RMB”	Renminbi, the lawful currency of the PRC;
“Notice”	the Notice on Issues concerning Regulating the Implementation of the Share Incentive Schemes by State-Owned Listed Companies (Guo Zi Fa Fen Pei [2008] No. 171) (《關於規範國有控股上市公司實施股權激勵制度有關問題的通知(國資發分配[2008]171號)》);
“Participant(s)”	the Directors, senior management personnel, middle management personnel and Frontline leaders of the Company (including its subsidiaries and branches) to be granted the Restricted Shares under the 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 that have been granted to 13 Participants yet still locked, i.e., totalling 274,000 A Shares, in accordance with the provisions of the Scheme and relevant laws and regulations;

DEFINITIONS

“Restricted Shares”	the number of A Shares of the Company granted to the Participants according to the conditions and price stipulated under the Scheme which are subject to the lock-up period and can only be unlocked and transferred after being satisfactory with the unlock conditions stipulated under the Scheme;
“Shareholder(s)”	holder(s) of Share(s);
“Shares”	the ordinary shares of the Company, with a nominal value of RMB1.00 each, 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;
“Trial Measures”	the Trial Measures on Implementation of Share Incentive Schemes by State-Owned Listed Companies (Domestic) (Guo Zi Fa Fen Pei [2006] No. 175) (國有控股上市公司(境內)實施股權激勵試行辦法(國資發分配[2006]175號)); 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. Zhang Yanjun
Mr. Liu Zhiquan
Mr. Zhang Jilie

Registered Office:

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

Independent Non-executive Directors:

Mr. Liu Dengqing
Mr. Huang Feng
Mr. Ma Yongqiang

Principal place of business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road, Kowloon
Hong Kong

9 February 2023

To the Shareholders:

Dear Sir and Madam,

**(1) REPURCHASE AND CANCELLATION OF
CERTAIN RESTRICTED SHARES;
(2) PROPOSED ELECTION OF NON-INDEPENDENT DIRECTOR;
(3) NOTICE OF THE 2023 FIRST EGM; AND
(4) NOTICE OF THE 2023 FIRST H SHARES CLASS MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 28 December 2022 in relation to the Repurchase and Cancellation of Certain Restricted Shares, and the announcement of the Company dated 3 February 2023 in relation to the proposed election of non-independent Director.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the notice of the EGM and the notice of the H Shares Class Meeting, as well as further information to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM and H Shareholders Class Meeting.

At the EGM, (i) the ordinary resolution will be proposed to approve the proposed election of non-independent Director; and (ii) the special resolution will be proposed to approve the Repurchase and Cancellation of Certain Restricted Shares.

At the H Shares Class Meeting, the special resolution will be proposed to approve the Repurchase and Cancellation of Certain Restricted Shares.

II. REPURCHASE AND CANCELLATION OF CERTAIN RESTRICTED SHARES

Reference is made to the announcement of Company dated 28 December 2022 in relation to the Repurchase and Cancellation of Certain Restricted Shares.

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

Pursuant to the Incentive Scheme and the requirements of relevant laws and regulations, three Participants under the First Grant are no longer qualified as Participants due to the enterprise restructuring and termination of labor contract with the enterprise, three Participants are no longer qualified as the Participants due to the organizational arrangement of being transferred from the Company, three Participants are no longer qualified as Participants due to the violation of relevant laws and regulations, and four Participants do not meet the conditions for the unlock of the second phase of the First Grant of the Incentive Scheme due to the substandard personal performance assessment. At the Board meeting of the Company convened on 28 December 2022, it was considered and decided to repurchase and cancel all the Restricted Shares totalling 274,000 Restricted A Shares that have been granted to the aforesaid 13 Participants yet still locked up. The Repurchase and Cancellation shall be submitted to the EGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting for consideration.

LETTER FROM THE BOARD

ii. Repurchase Price

In view of the fact that the Company implemented the 2021 annual dividend distribution on 28 July 2022, in which a cash dividend of RMB0.23 per Share (tax inclusive) was distributed based on the total share capital of 3,118,807,797 Shares before the implementation of the scheme. Therefore, the Board made adjustments to the repurchase price of the Restricted Shares for the First and Reserved Grant of the Restricted A Share Incentive Scheme for 2019 under the authorization granted at the 2019 first extraordinary general meeting, 2019 first A Share class meeting and 2019 first H Share class meeting. After adjustment, the repurchase price per Restricted Share for the First Grant under the Incentive Scheme is $P=5.545-0.23=\text{RMB}5.315$, and the repurchase price per Restricted Share for the Reserved Grant under the Incentive Scheme is $P=6.36-0.23=\text{RMB}6.13$.

In accordance with the provisions of the Incentive Scheme, “When a Participant is transferred from the Company and ceases to take office in the Company due to organizational arrangements and a Participant is dismissed by the Company due to reasons other than incompetence to the position, disqualification in performance appraisal, negligence, violation of laws, non-compliance, etc., the Restricted Shares held by such Participant that are still locked up shall be repurchased by the Company at the Grant Price plus the interests as calculated at the benchmark interest rate published by the People’s Bank of China when conducting the repurchase and cancellation”. Therefore, the repurchase price of Restricted Shares under the First Grant for three Participants who were transferred from the joint-stock company due to organizational arrangement and three Participants who were relocated and terminated labor contracts due to enterprise restructuring was RMB5.315 per share plus the sum of interest on bank deposits for the same period; Meanwhile, according to the provisions of the Incentive Scheme, “all Restricted Shares held by a Participant that are still locked up shall be repurchased and cancelled by the Company at a repurchase price equal to the lower of the Grant Price and the market price of the Company’s shares if such Participant becomes disqualified for the Scheme due to his incompetence to the position, disqualification in performance appraisal, negligence, violation of laws, noncompliance, etc.” Since the repurchase price is lower than the market price of RMB21.48 per share at the time of this repurchase, the repurchase price of Restricted Shares for three Participants who violated relevant laws and regulations and four Participants who did not meet the personal performance assessment standards was RMB5.315 per share.

iii. 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 RMB1,456,310,000, all of which are from the Company’s self-owned funds.

LETTER FROM THE BOARD

iv. Changes in Capital 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 3,118,807,797 Shares to 3,118,533,797 Shares.

The changes in the capital structure of the Company are as follows:

Class of Shares	Before the Change		The Change (+/-)	After the Change	
	Number of Shares	Proportion		Number of Shares	Proportion
Shares subject to selling restrictions	772,526,199	24.77%	-274,000	772,252,199	24.76%
Shares not subject to selling restrictions	2,346,281,598	75.23%	0	2,346,281,598	75.24%
Total Shares	<u>3,118,807,797</u>	<u>100.00%</u>	<u>-274,000</u>	<u>3,118,533,797</u>	<u>100.0%</u>

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 share holding structure of the Company will remain eligible for listing. Meanwhile, the Scheme will continue to be implemented pursuant to the requirements of the regulations.

v. 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.

vi. Opinion of Independent Directors

Pursuant to the Incentive Scheme and the requirements of relevant laws and regulations, three Participants under the First Grant are no longer qualified as Participants due to the enterprise restructuring and termination of labor contract with the enterprise, three Participants are no longer qualified as the Participants due to the organizational arrangement of being transferred from the Company, three Participants are no longer qualified as Participants due to the violation of relevant laws and regulations, and four Participants do not meet the conditions for the unlock of the second phase of the First Grant of the Incentive Scheme due to the substandard personal performance assessment. At the Board meeting of the Company convened on 28 December 2022, it was considered and decided to repurchase and cancel all the Restricted Shares totalling 274,000 Restricted A Shares that have been granted to the aforesaid 13 Participants yet still locked up.

LETTER FROM THE BOARD

The Repurchase and Cancellation of Certain Restricted Shares are in accordance with relevant requirements of the Administrative Measures and the Scheme, and the procedures are legal and compliant. The Repurchase and Cancellation of Certain Restricted Shares will affect neither the continuing implementation of the Scheme nor the going concern status of the Company, nor will it prejudice the interests of the Company and Shareholders.

vii. Opinions of the Supervisory Committee

The Supervisory Committee is of the view that the Repurchase and Cancellation of Certain Restricted Shares of 13 Participants involved in are in accordance with the Administrative Measures and other laws and regulations as well as the relevant requirements of the Scheme, and in line with the interests of all Shareholders and Participants of the Company. The review procedures of the Board for the Repurchase and Cancellation of the Restricted Shares are in accordance with the relevant regulations and are legal and effective. The funds for the share repurchase of the Company are its own funds, which will not have a substantial impact on the financial position and operating results of the Company, will not affect the diligence of management team and core staff of the Company, and will not prejudice the interests of the Company and its Shareholders as a whole. In summary, the Supervisory Committee agreed to the Repurchase and Cancellation of Certain Restricted Shares.

viii. Summary of the Legal Opinion

Beijing King & Wood Mallesons (Chengdu) Law Office is of the opinion that the Company has obtained the necessary approvals and authorization for the unlocking and the Repurchase and Cancellation at the current stage in accordance with relevant requirements of the Administrative Measures and the Scheme; the unlocking fulfilled the conditions for the unlocking as stipulated in the Scheme; the reasons, number and price of the Repurchase and Cancellation of the Company comply with relevant provisions of the Administrative Measures and the Scheme; the Company will perform information disclosure in accordance with the law regarding the unlocking and the Repurchase and Cancellation; the unlocking is subject to the application to the securities registration and settlement institution for the unlocking; the Repurchase and Cancellation is subject to the consideration and approval at the general meeting of the Company and the reduction of registered capital and the registration of the cancellation of shares in accordance with the provisions of the Company Law and other laws and regulations.

LETTER FROM THE BOARD

ix. Review Opinions of the Independent Financial Adviser

Shanghai Realize Investment Consulting Co., Ltd., the PRC independent financial adviser of the Company, is of the opinion that necessary approvals and authorization for the Repurchase and Cancellation of the Restricted Shares have been obtained, and relevant provisions of the Administrative Measures, the Trial Measures, the Notice, the Working Guidelines as well as the Scheme 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 Scheme.

III. PROPOSED ELECTION OF NON-INDEPENDENT DIRECTOR

Reference is made to the announcement of the Company dated 3 February 2023 in relation to the proposed election of Director.

The Board has received the proposal from Dongfang Electric Corporation, to nominate Mr. Song Zhiyuan (“**Mr. Song**”) as a candidate for non-independent director of the tenth session of the Board of the Company (“**Director Candidate**”). Having considered the advice of the nomination committee of the Company, the Board has considered and approved the nomination of Mr. Song as a Director Candidate and will propose an ordinary resolution at the general meeting to consider and approve his appointment.

If the appointment of Mr. Song as a director of the Company is approved, the term of office of Mr. Song will commence from the date of the EGM until the expiry of the term of the tenth session of the Board. Mr. Song will not receive any remuneration from the Company.

Biographical details of Mr. Song are set out in Appendix I to this circular.

IV. EGM AND H SHARES CLASS MEETING

The EGM 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 at 9:00 a.m. and immediately after the A Shares Class Meeting of the Company to be convened and held on the same date and at the same place on Friday, 24 February 2023, respectively.

LETTER FROM THE BOARD

Any Shareholder(s) entitled to attend and vote at the EGM or the H Shares Class Meeting is/are entitled to appoint one or more proxies to attend and vote on his/her/their behalf. A proxy need not be a Shareholder of the Company. If you intend to appoint a proxy to attend the EGM or the 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 EGM or the H Shares Class Meeting. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or the H Shares Class Meeting or any adjournment thereof should you so wish. Shareholders who intend to attend the EGM and the H Shares Class Meeting in person or by proxy should complete and return the reply slips in accordance with the instructions printed thereon on or before Thursday, 23 February 2023.

V. CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the EGM and the H Shares Class Meeting, the register of members of the Company will be closed from Thursday, 23 February 2023 to Friday, 24 February 2023, both dates inclusive, during which period no transfers of Shares will be effected. In order to qualify to attend and vote at the EGM and the 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 22 February 2023.

VI. 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 EGM and the H Shares Class Meeting shall therefore demand voting on all resolutions set out in the notices of the EGM and the 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/her name in the register of members of the Company pursuant to Article 94 of the Articles of Association. A Shareholder entitled to two or more than two votes need not cast all the votes he/she used in the same manner pursuant to Article 98 of the Articles of Association.

LETTER FROM THE BOARD

The aforesaid resolution in relation to the proposed election of non-independent Director is an ordinary resolution to be passed by the affirmative votes representing at least one half of the total number of Shares held by the attending Shareholders having voting rights; resolution in relation to the Repurchase and Cancellation of certain Restricted Shares is a special resolution to be passed by the affirmative votes representing at least two-thirds of the total number of Shares held by the attending Shareholders having voting rights.

Among which, resolution in relation to the proposed election of non-independent Director will adopt the method of cumulative poll, the voting rights that each Share held by the Shareholders shall equal the number of the proposed Directors to be elected and Shareholders may apply all his entitled voting rights together. In particular, during the election of non-independent Directors, the number of votes for each Shareholder shall be the number of Shares held by him multiplied by the total number of the non-independent Directors to be elected whom he can vote, such votes could only be voted for the candidates of the non-independent Directors of the Company, and the candidates who got the most votes shall be elected.

VII. RECOMMENDATION

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

Yours faithfully,

By Order of the Board

Dongfang Electric Corporation Limited

Yu Peigen

Chairman

NOTICE OF THE 2023 FIRST EXTRAORDINARY 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 THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 First Extraordinary General Meeting (the “**EGM**”) 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 Friday, 24 February 2023 for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

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

ORDINARY RESOLUTION

- 2.00 Resolution on election of Director

- 2.01 To elect Song Zhiyuan as a member of the tenth session of the Board of the Company

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

Chengdu, Sichuan Province, the PRC
9 February 2023

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

Directors: Yu Peigen, Zhang Yanjun, Liu Zhiquan and Zhang Jilie

Independent Non-executive Directors: Liu Dengqing, Huang Feng and Ma Yongqiang

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. All holders of the Company's H shares whose names appear on the register of members of the Company on Thursday, 23 February 2023 are entitled to attend the EGM and should bring along their identity cards or passports when attending the EGM. Holders of the Company's H Shares should note that the register of members of the Company will be closed from Thursday, 23 February 2023 to Friday, 24 February 2023 (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, 22 February 2023. Holders of the Company's H shares who intend to attend the EGM should deliver the completed and signed reply slip for attending at the EGM, 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 3551), 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 Thursday, 23 February 2023. The record date and arrangements in respect of the holders of A Shares who are entitled to attend the EGM 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 EGM is entitled to appoint a proxy or more proxies (who need not be a shareholder of the Company) to attend the EGM 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 EGM shall put it in writing, to be signed by the appointer or his/her attorney duly authorized in writing. If any holder of the Company's H Shares who intends to appoint a proxy is a corporation, the proxy form must be affixed with the common seal of such shareholder, or signed by any of its directors or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the shareholder of the Company, the power of attorney or other authority must be notarially certified. The notarially certified power of attorney or other authority together with the instrument appointing the proxy must be delivered to the 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 EGM. Completion and return of the proxy form will not affect the rights of the shareholders of the Company to attend and vote at the EGM in person.
4. Proxies of holders of the Company's H Shares shall bring along the proxy form, instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the EGM.
5. An ordinary resolution shall be passed by shareholders (including proxies) representing more than half of the votes represented by the shareholders (including proxies) present at the EGM. A special resolution shall be passed by shareholders (including proxies) representing more than two-third of the votes represented by the shareholders (including proxies) present at the EGM.

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

6. Directors, supervisors and senior management of the Company and the witnessing lawyers and other relevant staff members employed by the Company will attend the EGM.
7. The EGM will last for not more than one day. Shareholders and proxies attending the EGM of the Company should be responsible for their own accommodation, travelling and other relevant expenses.
8. 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 8758 3666

Fax: (86)28 8758 3551

Email address: dsb@dongfang.com

Postal code: 611731

NOTICE OF THE 2023 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 2023 FIRST H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 First 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 09:00 a.m. on Friday, 24 February 2023 (or immediately after the 2023 First A Shares Class Meeting of the Company to be convened and held on the same date and at the same place) (“**H Shares Class Meeting**”) for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

1. To consider and approve 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, the PRC
9 February 2023

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

Directors: Yu Peigen, Zhang Yanjun, Liu Zhiquan and Zhang Jilie

Independent Non-executive Directors: Liu Dengqing, Huang Feng and Ma Yongqiang

NOTICE OF THE 2023 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, 23 February 2023 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, 23 February 2023 to Friday, 24 February 2023 (both dates inclusive) during which period no transfers of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's 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, 22 February 2023. Holders of the Company's 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 3551), 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 Thursday, 23 February 2023.
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 the shareholder of the Company who intends to appoint a proxy is a corporation, the proxy form must be affixed with the common seal of such shareholder, or signed by any of its directors or attorney duly authorised in writing. If the proxy form is signed by an attorney authorized by the shareholder of the Company, the power of attorney or other authority must be notarially certified. The notarially certified power of attorney or other authority together with the proxy form 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 holders of the Company to attend and vote at the H Shares Class Meeting in person.
4. Proxies of holders of the Company's H Shares shall bring along the proxy form, instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the H Shares Class Meeting.
5. A special resolution shall be passed by holders of the Company's H Shares (including proxies) representing more than two-third of the votes represented by holders of the Company's H Shares (including proxies) present at the H Shares Class Meeting.

NOTICE OF THE 2023 FIRST H SHARES CLASS MEETING

6. 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.
7. The H Shares Class Meeting will last for not more than one day. Holders of the Company's H Shares and proxies attending the H Shares Class Meeting should be responsible for their own travelling, accommodation and other relevant expenses.
8. 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 8758 3666

Fax: (86)28 8758 3551

Email address: dsb@dongfang.com

Postal code: 611731

APPENDIX I BIOGRAPHICAL DETAILS OF THE NOMINATED CANDIDATE FOR NON-INDEPENDENT DIRECTOR

Biographical Details of the Nominated Candidate for the Non-independent Director of the Tenth Session are as follows:

Mr. Song Zhiyuan

Mr. Song Zhiyuan, male, born in September 1964, with a bachelor's degree, served as an assistant lecturer at the Liaoning Province Grain School (遼寧省糧食學校) in July 1987, and served successively as a staff member and deputy chief staff member of the Education Department of the Liaoning Provincial Grain Bureau (遼寧省糧食局教育處); director of industry management division of Liaoning Provincial Grain Bureau (遼寧省糧食局行業管理處); director of Liaoning Provincial Institute of Grain Science (遼寧省糧食科學研究所); Since January 1999, he has successively served as the head of the general department of China Grain Reserves Shenyang Management Company (中國儲備糧瀋陽管理公司), the head of the general office, the deputy general manager, the member of the Party Leadership Group and the leader of the Discipline Inspection Group of the Party Leadership Group of China Grain Reserves Management Corporation (Shenyang Branch) (中國儲備糧管理總公司瀋陽分公司); the deputy general manager, a member of the Party Leadership Group, the leader of the Discipline Inspection Group of the Party Leadership Group, the general manager and the secretary of the Party Leadership Group of China Grain Reserves Management Corporation (Liaoning Branch) (中國儲備糧管理總公司遼寧分公司); Since January 2010, he has successively served as the director of the sales and purchase planning department, the deputy general manager, a member of the Party Leadership Group, the deputy secretary of the Party Leadership Group and a director of China Grain Reserves Management Corporation; a member and the secretary of the Committee directly under the CPC China Grain Reserves Management Group Co., Ltd. (中共中國儲備糧管理集團有限公司); Since October 2021, he has served as a director and the deputy secretary of the Party Leadership Group of Dongfang Electric Corporation (中國東方電氣集團有限公司).

As at the date of this circular, save as disclosed above, Mr. Song has confirmed that he (i) does not have any relationship with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not hold any other position with the Company or other members of the Group; (iii) did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) is not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.