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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)

NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 third 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 PRC on Thursday, 20 April 2023 at 09:00 a.m. for the purposes of considering and, if thought fit, approving the matters set out below. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 5 April 2023, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

AS SPECIAL RESOLUTIONS

1. To consider and approve the grant of the General Mandate to issue Shares to the Board. *(Note H)*
2. To consider and approve the resolution on the Company's compliance with the conditions of Issuance of A Shares to Specific Targets.

3. To consider and approve the Issuance of A Shares to Specific Targets:
 - 3.1 type and carrying value of the Issuance of A Shares to Specific Targets;
 - 3.2 method and time of issuance;
 - 3.3 Specific Investors;
 - 3.4 issue price and principles of pricing;
 - 3.5 number of new A Shares to be issued;
 - 3.6 lock-up period arrangement;
 - 3.7 listing place;
 - 3.8 arrangement for distribution of accumulated profits;
 - 3.9 amount and use of proceeds; and
 - 3.10 validity of the resolutions in respect of the Issuance of A Shares to Specific Targets.
4. To consider and approve the resolution on the Demonstration and Analysis Report on the Plan for the Issuance of A Shares to Specific Targets.
5. To consider and approve the resolution in relation to the Issue Proposal.
6. To consider and approve the resolution on the Feasibility Analysis Report.
7. To consider and approve the resolution on the Special Report on the Use of Previously Raised Proceeds of the Company.
8. To consider and approve the resolution in relation to the connected transactions contemplated under the Issuance of A Shares to Specific Targets.
9. To consider and approve the DEC Group Subscription Agreement and the Proposed DEC Group Subscription contemplated thereunder.
10. To consider and approve the DEC Group Assets Acquisition Agreement and the Proposed Assets Acquisition contemplated thereunder.

11. To consider and approve the Compensation Agreement and the transactions contemplated thereunder.
12. To consider and approve the resolution on the remedial measures for the dilution of immediate returns upon the Issuance of A Shares to Specific Targets and undertakings by the relevant persons.
13. To consider and approve the resolution on the independence of Valuer, reasonableness of the assumptions of the valuation, correlation between the approach and purpose of the valuation and fairness of the basis of the consideration.
14. To consider and approve the resolution on the audit reports and the Valuation Reports in respect of the Relevant Companies.
15. To consider and approve the resolution on the authorisation to the Board and its authorised person(s) at the general meeting to deal with matters relevant to the Issuance of A Shares to Specific Targets.
16. To consider and approve the resolution on the Company's Plan on Shareholders' Return for the Upcoming Three Years (2023–2025).

By Order of the Board of Directors
Dongfang Electric Corporation Limited
Yu Peigen
Chairman

Chengdu, Sichuan Province, the PRC
5 April 2023

Notes:

- (A) The Company will not process registration of transfers of H shares (being overseas listed foreign shares and ordinary shares) in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, which are subscribed and/or paid for in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited (“**H Shares**”) from 19 April 2023 to 20 April 2023 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Hong Kong Registrars Limited on 20 April 2023 are entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on 18 April 2023. The address of the Company’s H-Share Registrar is as follows:

Hong Kong Registrars Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen’s Road East Wanchai
Hong Kong

- (B) Each holder of H Shares of the Company entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Company. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (C) Holders of H Shares of the Company must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder or by a person duly authorised by the relevant shareholder in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the EGM on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the Articles of Association of the Company.
- (D) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (C) above must be delivered to the Company’s H-Share Registrar, Hong Kong Registrars Limited (address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM.

- (E) Each holder of A shares (being ordinary shares) in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, which are traded in Renminbi and listed on the Shanghai Stock Exchange (“**A Shares**”) who is entitled to attend and vote at the EGM may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company. Notes (B) and (C) above also apply to the holders of A Shares of the Company, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the board of Directors of the Company not less than 24 hours before the time appointed for the EGM. The address of the Secretary to the board of Directors of the Company is as follow:

No. 18 Xixin Road, High-Tech District (Western District), Chengdu City,
Sichuan Province, the PRC
Postal Code: 611731
Telephone No.: 86 028-8758 3666
Facsimile No.: 86 028-8758 3333

- (F) A shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate shareholder attends the EGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (G) Any proposal to appoint any person to the office of director of the Company at the EGM shall be given in writing and, notice in writing by that person of his consent to be elected as director shall be, lodged at the registered office of the Company at No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC. The period for lodgement of such notices shall commence on (and include) the day after the date of this notice of the EGM and end on (and exclude) the date that is seven (7) days before the date of the EGM.
- (H) Resolutions numbered 2 to 16 as set out in this EGM notice are conditional upon the passing of the resolution numbered 1 in this EGM notice by way of special resolution.
- (I) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

As at the date of this notice, the executive Directors of the Company are Mr. Yu Peigen, Mr. Zhang Yanjun, Mr. Liu Zhiquan, Mr. Zhang Jilie and Mr. Song Zhiyuan; and the independent non-executive Directors of the Company are Mr. Liu Dengqing, Mr. Huang Feng and Mr. Ma Yongqiang.