

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



龍源電力集團股份有限公司

CHINA LONGYUAN POWER GROUP CORPORATION LIMITED*

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

(Stock Code: 00916)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**AGM**”) of China Longyuan Power Group Corporation Limited* (the “**Company**”) will be held at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”), at 9:00 a.m. on Thursday, 15 June 2023 for consideration and approval of the following matters:

ORDINARY RESOLUTIONS

1. To consider and approve the Annual Report of the Company for the year 2022
2. To consider and approve the Report of the Board of Directors of the Company for the year 2022
3. To consider and approve the Report of the Supervisory Board of the Company for the year 2022
4. To consider and approve the Company’s audited financial statements and the final accounts report for the year 2022
5. To consider and approve the profit distribution plan of the Company for the year 2022
6. To consider and approve the budget report of the Company for the year 2023
7. To consider and approve the remuneration plan for Directors and Supervisors of the Company for the year 2023
8. To consider and approve the appointment of Mr. Gong Yufei as an executive Director of the Company

* *For identification purpose only*

9. To consider and approve the re-appointment of international auditor for the year 2023
10. To consider and approve the provision of financial assistance by the Company to controlled subsidiaries

SPECIAL RESOLUTIONS

11. To consider and approve the amendments to the Articles of Association of the Company
12. To consider and approve the granting of a general mandate to apply for registration and issuance of debt financing instruments in the PRC

“THAT:

A special resolution will be proposed at the AGM to authorize the Company to issue one or more types of debt financing instruments in one or more tranches. The particulars are set out as follows:

- (1) To approve, register, enroll, issue or establish debt financing instruments in one or more tranches by the Company or related subsidiaries (including overseas subsidiaries) through institutions such as the CSRC, the stock exchange, the NDRC, and the Insurance Asset Management Association of China with an aggregate amount of not exceeding RMB50 billion (inclusive) under the condition of requirements of debt financing instruments in compliance with relevant laws and regulations. The types of debt financing instruments include but are not limited to debt financing instruments such as corporate bonds, corporate loans, asset-backed securities, real estate investment trusts (REITs, Quasi-REITs), perpetual bonds, project revenue bonds, consolidated funds and debt protection scheme;
- (2) To register debt financing instruments with the National Association of Financial Market Institutional Investors in the form of unified registration or sub-variety registration with an aggregate amount of not exceeding RMB80 billion (inclusive) and may be issued in more tranches by the Company under the condition of requirements of debt financing instruments in compliance with relevant laws and regulations. The types of debt financing instruments include, but not limited to, ultra-short-term financing bonds, short-term financing bonds, medium-term notes (including perpetual medium-term notes), perpetual notes, private placement notes, asset-backed notes, project revenue notes, equity investment notes, etc.;

- (3) To authorize the Board to resolve and deal with matters in relation to the above issuance of debt financing instruments of the Company, including but not limited to the formulation and adjustment of specific proposals on issuance, determination of the engagement of intermediaries and the contents of relevant agreements on debt financing instruments;
 - (4) The validity period of the above granting shall be within a period of 12 months from the date of consideration and approval of the resolution at the AGM. Where the Board has, upon the expiry of the authorization, decided the issuance of debt financing instruments, and provided that the Company has obtained necessary authorization (where appropriate), such as the approval and license and completed the filing or registration with regulatory authorities on the issuance, the Company can still be able, during the validity period of such approval, license, filing or registration, to complete the issuance or partial issuance of debt financing instruments. The Board will continue to deal with such issuance pursuant to the authorization document until full settlement of such debt financing instruments;
 - (5) To approve the delegation of authority by the Board to the management to deal with relevant matters within the scope of authorization above.”
13. To consider and approve the granting of a general mandate to apply for registration and issuance of debt financing instruments overseas

“THAT:

A special resolution will be proposed at the AGM to authorize the Company to issue bonds overseas or in China (Shanghai) Pilot Free Trade Zone. The issuer shall be the Company or its branches and its subsidiaries, and the currencies in which the bonds are denominated include but are not limited to USD, Euro and RMB. The Company will provide support of guarantee or keepwell commitment. The particulars are set out as follows:

- (1) To conduct direct financing such as bond issuance overseas or in the China (Shanghai) Pilot Free Trade Zone, including USD bonds, Euro bonds, Dim Sum bonds, China (Shanghai) Pilot Free Trade Zone bonds and other overseas debt financing instruments, with an amount of not exceeding RMB equivalent of 10 billion under the condition of requirements of maximum issuance of debt financing instruments in compliance with relevant laws and regulations, and the currencies in which the bonds are denominated include but not limited to USD, Euro and RMB;

- (2) To authorize the Board to resolve and deal with matters in relation to the above issuance of debt financing instruments, including but are not limited to the formulation and adjustment of specific proposals on issuance, determination of the engagement of intermediaries and the contents of relevant agreements on debt financing instruments;
 - (3) The validity period of the above mandate shall be 12 months from the date of consideration and approval of the resolution at the AGM;
 - (4) To approve the delegation of authority by the Board to the management to deal with relevant matters within the scope of authorization above.”
14. To consider and approve the granting of a general mandate to the Board to issue, allot and deal with additional A Shares and H Shares not exceeding 20% of each of the total number of the A Shares and H Shares of the Company respectively in issue, grant the Board to enter into or grant the rights of proposals, agreements, options and rights to exchange or convert shares during the Relevant Period which might require the exercise of such powers after the Relevant Period has expired, and to authorize the Board to make amendments to the Articles as it thinks fit so as to reflect the new share capital structure upon the issuance or allotment of additional shares pursuant to such mandate

“THAT:

- (1) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles and relevant laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with, either separately or concurrently, additional A Shares and H Shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might be required for the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;

- (c) each of the total number of A Shares and H Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether by an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the total number of A Shares and H Shares of the Company respectively in issue as at the date of passing of this resolution;
- (d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and when all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments are obtained; and
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or other applicable laws to be held; or
 - (iii) the date of revocation or variation of the authority given under this resolution by a special resolution of Shareholders of the Company at a general meeting.
- (2) the Board be authorized to make relevant amendments to the Articles as necessary so as to reflect the new share capital structure of the Company upon the issue or allotment of shares pursuant to this resolution.”

ORDINARY RESOLUTION

15. To consider and approve the proposal(s) (if any) put forward at the AGM of the Company by shareholders holding 3% or more of the shares carrying the right to vote

AS REPORTING DOCUMENT

16. Work report of independent directors for the year 2022

By order of the Board
China Longyuan Power Group Corporation Limited*
Tang Jian
Chairman

Beijing, the PRC, 16 May 2023

As at the date of this notice, the executive director of the Company is Mr. Tang Jian; the non-executive directors are Mr. Tian Shaolin, Mr. Tang Chaoxiong, Mr. Wang Yiguo and Mr. Ma Bingyan; and the independent non-executive directors are Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng.

Notes:

1. Important: Shareholders of the Company (“**Shareholders**”) who wish to appoint a proxy to attend and vote at the AGM shall first read the Company’s annual report for the year 2022 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or dispatched to relevant Shareholders. The annual report for the year 2022 included the Report of Board of Directors for the year 2022, the Report of Supervisory Board for the year 2022, the audited financial statements and the auditor’s report for the year 2022.
2. In order to determine the holders of shares who are eligible to attend and vote at the AGM, the H share register of members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023, both days inclusive. No registration of the Company’s H shares will be accepted during the period. To be eligible to attend the AGM, all H share transfer documents accompanied by relevant share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 June 2023.

In order to determine the holders of shares who are entitled to receive the proposed 2022 final dividend, the H share register of members of the Company will be closed from Thursday, 22 June 2023 to Tuesday, 27 June 2023, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2022 (subject to the approval by the Shareholders of the Company), unregistered holders of H shares of the Company shall lodge share transfer documents with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.

Pursuant to the Enterprise Income Tax Law of the PRC (《中國企業所得稅法》) and its implementation rules, which came into effect on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2022 final dividend to non-resident enterprise shareholders whose names appear on the register of members for H shares, it is required to withhold and pay enterprise income tax at the rate of 10%. Any shares registered in the name of non-individual H-share Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as shares being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual H-share Shareholders are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10%. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the individual holders of H Shares should take the initiative to submit statements to the Company in order to enjoy the agreed treatment, and keep relevant data for inspection. If the information provided is complete, the Company will withhold it in accordance with regulations of the PRC tax laws and agreements. If the individual H-share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual H-share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20%.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014] 81號)) and Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax by themselves.

The dividend entitlement date, cash dividend payment date and other time arrangements for investors under Southbound Trading Link shall be in line with that of Shareholders of H Shares of the Company.

The Company will determine the resident status of the individual H-share Shareholders based on the registered address as recorded in the register of members of the Company on Tuesday, 27 June 2023 (the “**Registered Address**”). If the resident status of any individual H-share Shareholder is not in consistency with that indicated by the Registered Address, such individual H-share Shareholder shall notify the Company’s H share registrar not later than 4:30 p.m. on Wednesday, 21 June 2023 and provide relevant supporting documents to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Any individual H-share Shareholder who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H-share Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H-share Shareholders or any disputes over the withholding mechanism or arrangements.

3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the AGM on his, her or its behalf.
4. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its director or attorney duly authorized.
5. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) not less than 24 hours prior to the holding of the AGM (i.e. not later than 9:00 a.m. on Wednesday, 14 June 2023). If such form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized by a notary. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy.
6. If the appointer is a legal person, its legal representative or any person authorised by resolution of its board or other governing bodies may attend the AGM on behalf of the appointer.
7. The AGM will adopt a combination of both onsite and online voting (online voting is only applicable to A Shareholders).
8. The Company has the rights to request a Shareholder or a proxy who attends the AGM on behalf of a Shareholder to provide proof of identity.
9. The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.