
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **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) APPOINTMENT OF AUDITOR; AND (2) NOTICE OF THE 2023 FOURTH EXTRAORDINARY GENERAL MEETING

The EGM 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, 26 October 2023 at 9:00 a.m.. The notice of the EGM is set out on pages 4 to 5 of this circular.

The proxy form and reply slip for use in connection with the EGM are enclosed herewith. The proxy form and reply slip 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 EGM are entitled to appoint one or more proxies to attend and vote on his/her(their) behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM 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 EGM (i.e. before 9:00 a.m. on Wednesday, 25 October 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

6 October 2023

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DEFINITIONS

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

“EGM”	the 2023 fourth extraordinary general meeting of the Company to 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, 26 October 2023 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 current articles of association of the Company;
“Board”	the board of the directors of the Company;
“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;
“Da Hua Certified Public Accountants”	Da Hua Certified Public Accountants (Special General Partnership);
“Director(s)”	director(s) of the Company;
“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

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	28 September 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information contained in this circular;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“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;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	holder(s) of Share(s);
“Shares”	the ordinary shares of the Company, including A Shares and H Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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. Song Zhiyuan
Mr. Liu Zhiquan
Mr. Zhang Jilie
Mr. Zhang Yanjun

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

6 October 2023

To the Shareholders

Dear Sir or Madam,

**(1) APPOINTMENT OF AUDITOR;
AND
(2) NOTICE OF THE 2023 FOURTH EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

Reference is made to the Company's announcement dated 30 August 2023 in relation to the change of auditor of the Company. The purpose of this circular is to issue the notice of the EGM and to provide all reasonably necessary information for you to enable you to make an informed decision as to the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

II. MATTERS TO BE DEALT WITH AT THE EGM

At the EGM, an ordinary resolution will be proposed to approve the appointment of auditor of the Company.

Reference is made to the Company's announcement dated 30 August 2023 in relation to the change of auditor of the Company.

Da Hua Certified Public Accountants has provided auditing services for the Company for three years, the term of office of which expired at the 2022 annual general meeting. In order to maintain the independence of the auditing work, the Board, with the recommendation from the Audit and Review Committee of the Company, has resolved to propose the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditor of the Company to hold office until the conclusion of the 2023 annual general meeting of the Company, subject to the approval of the Shareholders at the EGM.

Da Hua Certified Public Accountants has confirmed that there are no circumstances connected with its retirement as the auditor of the Company that need to be brought to the attention of the Shareholders and the creditors of the Company. The Board has also confirmed that they are not aware of any matter in connection with the proposed change of the auditor that needs to be brought to the attention of the Shareholders.

III. EGM

The EGM 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, 26 October 2023 at 9:00 a.m.. The notice of the EGM is set out on pages 4 to 5 of this circular.

Any Shareholder(s) entitled to attend and vote at the EGM 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. If you intend to appoint a proxy to attend the EGM 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 (i.e. before 9:00 a.m. on Wednesday, 25 October 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the EGM 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 EGM, the register of members of the Company will be closed from Friday, 20 October 2023 to Thursday, 26 October 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, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of the Company's 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 Thursday, 19 October 2023.

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 EGM shall therefore demand voting on all resolutions set out in the notice of the EGM 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.

VI. RECOMMENDATION

The Directors are of the view that the proposed resolution at the EGM is 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 resolution to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Dongfang Electric Corporation Limited
Yu Peigen
Chairman

NOTICE OF THE 2023 FOURTH 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 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 fourth 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, 26 October 2023 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To appoint BDO China Shu Lun Pan Certified Public Accountants LLP as the auditor of the Company and authorise the board of directors of the Company to determine its remuneration.

By Order of the Board

Dongfang Electric Corporation Limited

Yu Peigen

Chairman

Chengdu, Sichuan Province, the PRC

6 October 2023

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

Directors:

Yu Peigen, Song Zhiyuan, Liu Zhiquan, Zhang Jilie and Zhang Yanjun

Independent Non-executive Directors:

Liu Dengqing, Huang Feng and Ma Yongqiang

NOTICE OF THE 2023 FOURTH EXTRAORDINARY GENERAL MEETING

Notes:

1. In order to determine the entitlement to attend and vote at the EGM, holders of the Company's H Shares should note that the register of members of the Company will be closed from Friday, 20 October 2023 to Thursday, 26 October 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 Thursday, 19 October 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, 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 Wednesday, 25 October 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 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 EGM (i.e. before 9:00 a.m. on Wednesday, 25 October 2023) or any adjournment thereof (as the case may be). 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 H Shares shall bring along the instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the EGM.
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 EGM.
6. The EGM will last for not more than one day. Shareholders and proxies attending the EGM 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 8758 3666

Fax: (86) 28 8758 3551

Email address: dsb@dongfang.com

Postal code: 611731