
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 **China Longyuan Power Group Corporation Limited***, you should at once hand this circular and the accompanying forms of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ANNUAL REPORT FOR THE YEAR 2023
REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2023
REPORT OF SUPERVISORY BOARD FOR THE YEAR 2023
AUDITED FINANCIAL STATEMENTS AND FINAL ACCOUNTS
REPORT FOR THE YEAR 2023
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2023
BUDGET REPORT FOR THE YEAR 2024
REMUNERATION PLAN FOR DIRECTORS AND
SUPERVISORS FOR THE YEAR 2024
RE-APPOINTMENT OF PRC AUDITOR FOR THE YEAR 2024
APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2024
PROVISION OF FINANCIAL ASSISTANCE TO THE CONTROLLED SUBSIDIARY
GENERAL MANDATE TO APPLY FOR REGISTRATION AND ISSUANCE OF
DEBT FINANCING INSTRUMENTS IN THE PRC
GENERAL MANDATE TO APPLY FOR REGISTRATION AND ISSUANCE OF
DEBT FINANCING INSTRUMENTS OVERSEAS
GRANTING OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO
ISSUE SHARES
GRANTING OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO
REPURCHASE H SHARES
NOTICE OF 2023 ANNUAL GENERAL MEETING
AND
NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2024**

The Company will convene the Annual General Meeting in 2023 (the “AGM”), the first A shareholders class meeting in 2024 and the first H shareholders class meeting in 2024 (“**H Shareholders Class Meeting**”) at 9:30 a.m. on Thursday, 6 June 2024 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China. Notices of the AGM and H Shareholders Class Meeting are set out on pages 46 to 51 in this circular.

If you intend to appoint a proxy to attend the AGM and/or H Shareholders Class Meeting, you are required to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the AGM and/or H Shareholders Class Meeting (i.e. not later than 9:30 a.m. on Wednesday, 5 June 2024) or any adjourned meeting (as the case may be). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and/or H Shareholders Class Meeting or at any other adjourned meeting.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
APPENDIX I EXPLANATORY STATEMENT	22
APPENDIX II WORK REPORTS OF INDEPENDENT DIRECTORS FOR THE YEAR 2023	28
NOTICE OF 2023 AGM	46
NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2024	50

DEFINITIONS

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

“A Shareholders Class Meeting”	the first A shareholders class meeting in 2024 to be held by the Company on Thursday, 6 June 2024 immediately after the conclusion of the AGM at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China
“AGM”	the annual general meeting in 2023 to be held by the Company at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Thursday, 6 June 2024
“Articles”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board of Directors” or “Board”	the board of directors of the Company
“Class Meetings”	A Shareholders Class Meeting and/or H Shareholders Class Meeting
“Company”	China Longyuan Power Group Corporation Limited* (龍源電力集團股份有限公司), a joint stock limited company incorporated in the PRC and its H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 00916) and A Shares are listed on the Shenzhen Stock Exchange (Stock Code: 001289)
“Director(s)”	director(s) of the Company
“Group”	China Longyuan Power Group Corporation Limited* (龍源電力集團股份有限公司) and its subsidiaries
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange

DEFINITIONS

“H Shareholders Class Meeting”	the first H shareholders class meeting in 2024 to be held by the Company on Thursday, 6 June 2024 immediately after the conclusion of the A Shareholders Class Meeting at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China
“H Shares for Southbound Trading”	the H Share in the Hong Kong Stock Exchange being invested by investors (including enterprises and individuals) in Shanghai Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Director(s)” or “Independent Non-executive Director(s)”	independent non-executive director(s) of the Company
“Latest Practicable Date”	9 May 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of AGM”	the notice of 2023 AGM
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of Shares of the Company

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Board”	the board of supervisors of the Company
“Takeovers Code”	The Code on Takeovers and Mergers published by the SFC (as revised, supplemented or otherwise modified from time to time)

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Tang Jian (*Chairman*)
Mr. Gong Yufei

Non-executive Directors:

Mr. Tang Chaoxiong
Mr. Ma Bingyan

Independent Non-executive Directors:

Mr. Michael Ngai Ming Tak
Mr. Gao Debu
Ms. Zhao Feng

Registered office in the PRC:

Room 2006, 20th Floor
Block c, 6 Fuchengmen North Street
Xicheng District, Beijing
PRC

Head office in the PRC:

Block c, 6 Fuchengmen North Street
Xicheng District, Beijing
PRC

Principal place of business in Hong Kong:

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

16 May 2024

To the Shareholders

Dear Sirs or Madams,

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LETTER FROM THE BOARD

INTRODUCTION

This circular aims to give you the Notices of the AGM and H Shareholders Class Meeting and provide you with relevant information, to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM and H Shareholders Class Meeting.

Ordinary Resolutions

1. To consider and approve the Annual Report of the Company for the year 2023
2. To consider and approve the Report of the Board of Directors of the Company for the year 2023
3. To consider and approve the Report of the Supervisory Board of the Company for the year 2023
4. To consider and approve the Company's audited financial statements and the final accounts report for the year 2023
5. To consider and approve the profit distribution plan of the Company for the year 2023
6. To consider and approve the budget report of the Company for the year 2024
7. To consider and approve the remuneration plan for Directors and Supervisors of the Company for the year 2024
8. To consider and approve the re-appointment of PRC auditor for the year 2024
9. To consider and approve the appointment of international auditor for the year 2024
10. To consider and approve the provision of financial assistance to the controlled subsidiary

Special Resolutions

11. To consider and approve the granting of a general mandate to apply for registration and issuance of debt financing instruments in the PRC
12. To consider and approve the granting of a general mandate to apply for registration and issuance of debt financing instruments overseas
13. To consider and approve the granting of a general mandate to the Board of Directors to issue shares
14. To consider and approve the granting of a general mandate to the Board of Directors to repurchase H Shares

LETTER FROM THE BOARD

Pursuant to the requirements of the Rules of General Meeting of Listed Companies issued by the China Securities Regulatory Commission, independent directors of listed companies shall present a work report at the annual general meeting. Accordingly, the matter will be reported at the AGM for Shareholders to hear: work reports of independent directors for the year 2023.

1. Annual Report for the year 2023

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2023. The annual report of the Company for the year 2023 has been published on the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.clypg.com.cn), and has been dispatched to the Shareholders (if necessary).

2. Report of Board of Directors for the year 2023

An ordinary resolution will be proposed at the AGM to approve the report of Board of Directors for the year 2023, the full text of which is set out in the annual report of the Company for the year 2023.

3. Report of Supervisory Board for the year 2023

An ordinary resolution will be proposed at the AGM to approve the report of Supervisory Board for the year 2023, the full text of which is set out in the annual report of the Company for the year 2023.

4. Audited financial statements and the final accounts report for the year 2023

An ordinary resolution will be proposed at the AGM to approve the Company's audited financial statements and the final accounts report for the year 2023. The Company's audited financial statements for the year 2023 are set out in the annual report of the Company for the year 2023.

A summary of the Group's 2023 final accounts report prepared under the International Financial Reporting Standards is as follows:

(1) Income and Profit

In 2023, pursuant to the consolidated financial statements, the Group's operating revenue was RMB37,638 million and other net income was RMB1,326 million. Operating expenses amounted to RMB27,157 million, while net finance expenses amounted to RMB3,437 million. Profit before taxation was RMB8,398 million, of which the net profit attributable to equity holders of the Company was RMB6,355 million.

LETTER FROM THE BOARD

(2) Cash flow

In 2023, pursuant to the consolidated financial statements, the Group's net cash inflow of operating activities was RMB13,884 million, net cash outflow from investment activities was RMB21,434 million and net cash outflow from financing activities was RMB6,264 million. The decrease compared with 2022 of cash at banks and on hand held by the Group as at 31 December 2023 was RMB13,809 million.

(3) Assets and liabilities

As at 31 December 2023, pursuant to the consolidated financial statements, the Group's total assets amounted to RMB229,915 million. Total liabilities amounted to RMB147,889 million. Equity attributable to equity holders of the Company amounted to RMB70,580 million.

5. Profit distribution plan for the year 2023

According to the Articles, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan. The Board passed a resolution on 27 March 2024 to propose to distribute a final dividend in cash for the year ended 31 December 2023, with the total cash dividend to be distributed amounting to RMB1,860,113,479 (tax inclusive). Based on the current total number of 8,359,816,164 Shares of the Company in issue (taking into account the Shares repurchased by the Company and completed for cancellation as at the Latest Practicable Date), the dividend distributed for the year 2023 was RMB0.2225 per Share (tax inclusive). Such dividend will be paid to holders of A Shares in RMB, to holders of H Shares in Hong Kong dollars and to holders of the H Shares for Southbound Trading in RMB. The actual amount of H Share dividend attributable to holders of H Shares (other than H Shares for Southbound Trading) to be distributed and paid in Hong Kong dollars is calculated according to the average benchmark exchange rate of RMB against Hong Kong dollars as published by the People's Bank of China for the five business days preceding the date of AGM. If the proposed profit distribution plan is approved at the AGM, the final dividend will be paid to Shareholders whose names are registered in the Company's register of members on Wednesday, 19 June 2024. The Company expected to pay the dividend on Tuesday, 6 August 2024.

In order to determine the holders of Shares who are entitled to receive the above-mentioned final dividend, the register of members for H share of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2023 (subject to the approval of the Company's Shareholders), 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 Thursday, 13 June 2024.

LETTER FROM THE BOARD

The Company recommends Shareholders to authorize the Board to implement the above profit distribution plan, and recommends the Board to further grant its authority to the Company's management for implementing all relevant matters relating to the above profit distribution plan, having obtained the above authority.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules, which came into effect on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2023 final dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, 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% on behalf of these Shareholders. 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% on behalf of the individual H-share Shareholders.

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

LETTER FROM THE BOARD

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 Wednesday, 19 June 2024 (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 Thursday, 13 June 2024 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.

6. Budget report for the year 2024

An ordinary resolution will be proposed at the AGM to approve the budget report for the year 2024. The Company will continue to highlight and reflect the profitability of wind turbines which have been newly put into operation in recent years, and prepare the budget report for the year 2024 taking into account aggressive budget for electricity quantity and moderately tight cost control, in accordance with the objectives of the Company’s “14th Five-Year” Plan, focusing on the budget targets of stable growth in “one profit” and continuous optimization of “five rates”, and under the general keynote of “high standards, strict requirements, increasing profits from stock and creating efficiencies from increments”. In 2024, the Company will center on budget management, give full play to the guiding role of the budget, and ensure the achievement of budgetary targets by means of soliciting policy support, deepening industrial synergies, strengthening cost control, promoting restructuring and upgrading, and improving the assessment mechanism.

LETTER FROM THE BOARD

7. Remuneration plan for Directors and Supervisors for the year 2024

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for Directors and Supervisors for the year ending 31 December 2024, which is formulated according to the actual situation of A+H listed state-owned enterprises and the remuneration situation for the year 2023 as follows:

- (1) Independent Non-executive Directors will receive their remuneration from the Company. For the year 2024, the Company will pay each Independent Non-executive Director RMB120,000 (after tax, paid on a monthly basis, the Company being responsible for withholding and paying personal income tax);
- (2) Non-executive Directors and Supervisors without holding offices in the Company will not receive any remuneration from the Company;
- (3) Executive Directors holding offices in the Company will receive their remuneration from the Company. The remuneration of an executive Director will be determined based on the position concurrently held by such executive Director, in accordance with relevant systems of the Company;
- (4) The remuneration of an employee representative Supervisor of the Company will be implemented based on the actual conditions in accordance with relevant systems of the Company.

8. Re-appointment of PRC auditor for the year 2024

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Mazars Certified Public Accountants LLP (中審眾環會計師事務所(特殊普通合夥)) as the PRC auditor of the Company for the year 2024, with a term commencing from the conclusion of the AGM to the conclusion of the next annual general meeting. The audit fee of the PRC auditor for the year 2024 shall not exceed RMB15 million (tax inclusive, inclusive of RMB15 million). The Board will also propose at the AGM to authorize the Audit Committee of the Board to adjust and determine the specific fees based on the actual situation in the event that changes in the scope and content of the audit result in exceeding the caps of fees determined by this proposal.

LETTER FROM THE BOARD

9. Appointment of international auditor for the year 2024

Reference is made to the announcement of the Company dated 25 April 2024, an ordinary resolution will be proposed at the AGM to approve the appointment of KPMG as the international auditor of the Company for the year 2024.

In accordance with the relevant regulations of the Administrative Measures for Selection and Appointment of Accounting Firms by Stated-owned Enterprise and Listed Companies (Cai Kuai [2023] No. 4) (the “**Administrative Measures**”) jointly issued by the Ministry of Finance of the People’s Republic of China, State-owned Assets Supervision and Administration Commission of the State Council and China Securities Regulatory Commission, state-owned enterprises (including state-controlled listed companies) shall, in principle, continuously employ the same accounting firm for no more than eight years. Considering that the Company’s international auditor, Ernst & Young (“**EY**”), is approaching the end of its service term as stipulated in the Administrative Measures, and in order to continue to maintain a good level of corporate governance, the Company has completed the public tender for the international auditor for the year 2024. Based on the results of the public tender and taking into account the business development of the Company, the Company intends to engage KPMG as the international auditor for the year 2024, who will be responsible for providing audit of the Company’s financial statements prepared in accordance with the International Financial Reporting Standards, quarterly report audits, interim report reviews, issuance of a limited assurance report on ESG, as well as other related auditing services, with a term commencing from the date of approval by the shareholders at the AGM until the conclusion of the 2024 annual general meeting. The audit fee of the international auditor for the year 2024 is estimated to be RMB14.8 million (tax inclusive), and the Board will also propose at the AGM to authorize the Audit Committee of the Board to adjust and determine the specific fees based on the actual situation in the event that changes in the scope and content of the audit results in exceeding the caps of fees determined by the resolution.

The term of service for EY will expire at the conclusion of the 2023 annual general meeting of the Company. EY has confirmed that there were no matters regarding the proposed change of auditor of the Company that need to be brought to the attention of the Shareholders or creditors. The Board was also not aware of any matter regarding the proposed change of auditor that should be brought to the attention of the Shareholders. The Board and the Audit Committee of the Board confirmed that there were no disagreements or unresolved matters between the Company and EY regarding the proposed change of auditor.

LETTER FROM THE BOARD

10. Provision of financial assistance to the controlled subsidiary

An ordinary resolution will be proposed at the AGM to approve the provision of financial assistance by the Company to the controlled subsidiary, details of which are as follows:

(1) Overview of the financial assistance

The Company held the 1st meeting of the fifth session of the Board in 2024 on 27 March 2024, at which the Resolution on Provision of Financial Assistance by China Longyuan Power Group Corporation Limited* to the Controlled Subsidiary was considered and approved with 7 assenting votes, 0 dissenting vote and 0 abstained vote. As the gearing ratio of the proposed target of assistance exceeds 70%, this resolution is subject to the consideration at the AGM of the Company in accordance with the relevant provisions of the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange.

To meet the financing needs of wind power and other new energy projects in the early stage and engineering construction, ensure the smooth implementation of the projects to be put into production in 2024, give full play to the advantages of the Company's financing platform and co-ordinate the allocation of funds, the Company proposes to provide financial fund borrowing of up to RMB300 million in total for controlled subsidiaries with shares held by related parties in 2024, with a funding period of no more than 3 years. Taking into account the current fund market environment, the interest rate is from 2.0% to 4.0%, mainly for the construction of wind farm projects.

The basic information on the target of the financial assistance is as follows:

No.	Target of assistance	Type of target of assistance	Shareholding held by the Company	Assistance amount (RMB0'000)	Term	Interest rate	Use	Guarantee measures
1	Guoneng Longyuan Luoping New Energy Co., Ltd.* (國能龍源羅平新能源有限公司)	Limited liability company	51.00%	30,000.00	No more than three years	2.0%-4.0%	Infrastructure project construction	Nil

Matters related to the provision of financial assistance are subject to the signing of relevant agreements. Other shareholders of the target of assistance shall provide financial assistance on an equal basis in proportion to their capital contribution, including assistance amount, term, interest rate, liability of default, guarantee measures, among others.

LETTER FROM THE BOARD

The provision of financial assistance does not affect the normal business operation and use of funds of the Company and does not fall within the circumstances under which financial assistance shall not be provided as stipulated in the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange, the Self-discipline Regulatory Guidelines for Companies Listed on Shenzhen Stock Exchange No. 1 – Standardized Operation of Listed Companies on the Main Board, etc.

(2) **Basic information on the target of assistance**

(i) *Guoneng Longyuan Luoping New Energy Co., Ltd.* (國能龍源羅平新能源有限公司)*

Date of establishment: 21 December 2017

Registered capital: RMB318.7156 million

Place of registration: No. 14 Wanfeng Road, Luoxiong Street, Luoping County, Qujing City, Yunnan Province

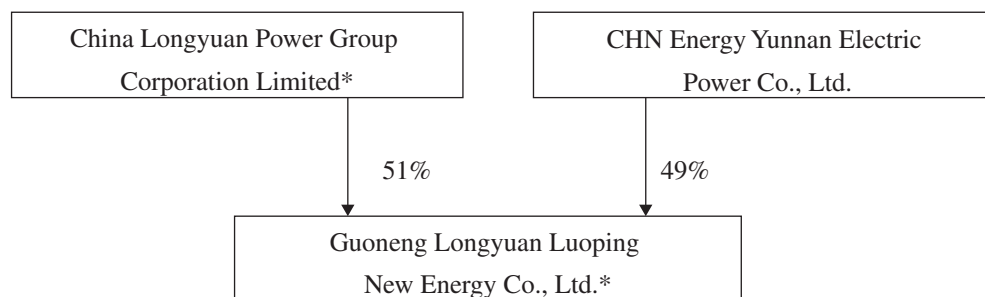
Legal representative: Liu Xiangxiong

Controlling shareholder: China Longyuan Power Group Corporation Limited*

De facto controller: China Longyuan Power Group Corporation Limited*

Main business: development, construction, management and operation of new energy projects and related industries; installation, commissioning and maintenance of complete set of wind power generation units; consultation and training on new energy and wind power technologies. (For the items requiring approval in accordance with the law, operations are subject to the approval by the relevant regulatory authorities)

Shareholding structure:



Key financial indicators prepared according to Chinese Enterprise Accounting Standards: As at 31 December 2023, Guoneng Longyuan Luoping New Energy Co., Ltd.* (“**Longyuan Luoping**”) had total assets of RMB1,448.4877 million, total liabilities of RMB1,074.0450 million and owners’ equity attributable to the parent company of RMB374.4428 million; operating revenue for the year 2023 amounted to RMB94.0054 million, and net profit attributable to owners of the parent company amounted to RMB36.0269 million, with no contingencies (the above figures have been audited).

LETTER FROM THE BOARD

In the previous financial year, the Company provided financial assistance of RMB20 million to Longyuan Luoping at an interest rate of 2.7%, and there was no occurrence of failure to repay financial assistance in a timely manner upon its expiration. The target of assistance was not listed as a dishonest person subject to enforcement.

Description of related party relationship: The Company holds 51.00% equity interests in Longyuan Luoping, which is a controlled subsidiary of the Company and has no related party relationship with the Company as stipulated in the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange and other regulations.

Information on other shareholders of the controlled subsidiary: CHN Energy Yunnan Electric Power Co., Ltd. (“**Yunnan Electric Power**”) holds 49.00% equity interests in Longyuan Luoping and will provide financial assistance on an equal basis in proportion to its capital contribution. Yunnan Electric Power and the Company are both held by China Energy Investment Corporation Limited (“**CHN Energy**”) and is therefore a related party of the Company.

(3) Main contents of the financial assistance agreement

It is proposed to provide financial fund borrowings of up to RMB300 million to Longyuan Luoping in the form of internal unified borrowing and repayment or entrusted loans for a period of no more than three years. Taking into account the current fund market environment, the interest rate is from 2.0% to 4.0%, and the interest income are expected to be no more than RMB36 million in total. The provision of financial assistance is mainly for the construction of wind farm projects.

Conditions which the target of assistance shall comply with:

The target of assistance shall use the financial assistance funds in accordance with the purposes agreed in the Agreement, and the borrowed funds shall not be used for other purposes prohibited or restricted by relevant laws and regulations; the target of assistance shall apply for borrowings in accordance with the borrowing program recognised by Longyuan Power and be subject to the supervision of Longyuan Power; the target of assistance shall fulfil their obligations to pay principal and interest in a timely manner as agreed in the Financial Assistance Agreement.

LETTER FROM THE BOARD

Liability of default:

- (i) if the target of assistance fails to repay the principal and interest of the financial assistance funds on time, a late penalty interest shall be charged at 5% of the overdue amount per day for each overdue day; if the overdue period exceeds 30 days, the contributor shall have the right to unilaterally terminate the Agreement and request the target of assistance to repay the financial assistance funds in full; and if the target of assistance fails to repay, the contributor shall have the right to exercise its rights (if any) under the guarantee contract;
- (ii) if the target of assistance fails to use the financial assistance funds in accordance with the purposes agreed in the Agreement, the contributor shall have the right to charge a daily misappropriation penalty interest of 5% of the total amount of the financial assistance funds on the misappropriated portion from the date the financial assistance funds are misappropriated; meanwhile, the contributor shall have the right to notify the target of assistance to make rectification within a certain period; and if the target of assistance fails to make rectification on time, the contributor shall have the right to recover the misappropriated financial assistance funds;
- (iii) if the amount of liquidated damages payable by the target of assistance under the Agreement is less than the losses caused to the contributor, the contributor shall obtain indemnity for the difference. Losses incurred by the contributor include, but are not limited to, litigation costs, arbitration fees, counsel fees, travel expenses, assessment fees, costs of preservation, announcement fees, execution fees, etc. incurred by the contributor in handling the dispute.

(4) *Risk analysis on financial assistance and risk control measures*

The provision of financial assistance by the Company to Longyuan Luoping is to meet the normal production and operation needs such as the construction of wind farm projects. The funded units are both controlled subsidiaries of the Company and are required to use the financial assistance funds in strict accordance with Longyuan Power's internal control system. The Company will follow up and manage the use of the financial assistance funds in a timely manner and keep track of the use of the funds to ensure the fund security. The Company will closely monitor changes in the production and operation and financial position of the target of assistance, actively guard against risks, and perform the obligation of information disclosure in a timely manner in accordance with the relevant rules when the aforesaid financial assistance matters actually occur.

LETTER FROM THE BOARD

(5) *Opinions from the Board*

The company being financed is a controlled subsidiary of the Company and its minority shareholders have provided the same proportion of financial assistance, and no guarantee has been provided by the funded controlled subsidiary in respect of the financial assistance matters. The Board is of the view that the provision of financial assistance to the controlled subsidiary is to address the funds required for normal production and operation such as the construction of the funded wind farm projects, which is conducive to accelerating the project construction progress of the funded companies, thereby promoting the overall development and enhancing the overall operational efficiency of Longyuan Power. The Company has management control over the funded companies, the borrowing arrangement is fair and the lending risk is manageable and will not be detrimental to the interests of the Company and its Shareholders.

(6) *Opinions from intermediaries*

After verification, the sponsors, i.e., CITIC Securities Co., Ltd. and China International Capital Corporation Limited are of the view that:

The provision of financial assistance by the Company to the controlled subsidiary has been considered and approved at the 1st meeting of the fifth session of the Board of the Company in 2024, and the necessary internal approval procedures have been fulfilled, which is in compliance with the laws and regulations such as the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange and the Self-discipline Regulatory Guidelines for Companies Listed on Shenzhen Stock Exchange No. 1 – Standardized Operation of Listed Companies on the Main Board and the relevant provisions of the Articles.

In view of the above, the sponsors have no objection to the provision of financial assistance by the Company to the controlled subsidiary.

(7) *Cumulative amount of financial assistance provided and overdue amount*

As of 27 March 2024, except for the financial assistance provided to Longyuan Luoping, the balance of financial assistance provided by the Company to external parties amounted to RMB513.00 million, all of which were financial assistance provided to the controlled subsidiaries, and there was no overdue recovery of financial assistance. After the provision of financial assistance, the total balance of financial assistance provided by the Company is RMB813.00 million, representing 1.15% of the Company's latest (2023) audited net assets attributable to shareholders of the parent company, and the total balance of financial assistance provided by the Company and its controlled subsidiaries to units outside the consolidated statements is RMB0.

LETTER FROM THE BOARD

If the related party transaction constitutes discloseable transaction under Chapter 14 of the Listing Rules or connected transaction under Chapter 14A, the Company will perform separate disclosure and/or review procedures (if applicable) in accordance with the requirements of the Listing Rules.

11. General mandate to apply for registration and issuance of debt financing instruments in the PRC

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 are 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.

LETTER FROM THE BOARD

- (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.

12. General mandate to apply for registration and issuance of debt financing instruments overseas

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 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, panda bonds and other overseas debt financing instruments, with an amount of not exceeding RMB equivalent of 10 billion (inclusive) 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 are 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 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.

LETTER FROM THE BOARD

13. Granting of general mandate to the Board of Directors to issue shares

Pursuant to the relevant provisions of the Listing Rules and the Articles, the AGM may grant a general mandate to the Board to issue, allot or deal with shares not exceeding 20% of the total number of shares of the Company of each class in issue. Accordingly, a special resolution will be proposed at the AGM for the granting of a general mandate to the Board to issue shares as set out below:

(1) Scope of the general mandate

The Board proposes to the AGM for the granting of a general mandate to the Board to issue shares, including:

- i. exercising all the powers of the Company during the period of validity of the general mandate to issue, allot or deal with (individually or together) A Shares not exceeding 20% of the total number of A Shares of the Company in issue (i.e., 1,008,386,833 A Shares, assuming that there is no change in the number of A Shares of the Company in issue after the Latest Practicable Date and up to the date on which the resolution is approved at the AGM) and H Shares not exceeding 20% of the total number of H Shares in issue (i.e., 663,576,400 H Shares, assuming that there is no change in the number of H Shares of the Company in issue after the Latest Practicable Date and up to the date on which the resolution is approved at the AGM) as at the date of passing of this proposal at the AGM (including securities convertible into shares, options, warrants or similar rights to subscribe for any shares or such convertible securities); and to make or grant offers, agreements, options and rights of exchange or conversion of shares which may be necessary for the exercise of the aforesaid powers (either during the period of validity of the general mandate or after its expiry); and
- ii. making amendments to the Articles as it may consider appropriate to reflect the new share capital structure following the issue, allotment or dealing with shares under the general mandate.

LETTER FROM THE BOARD

(2) *Period of the general mandate*

The general mandate shall be valid for the period from the date on which such resolution is passed at the AGM to the earliest of the following dates:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiry of the period within which the next annual general meeting of the Company is required by the relevant laws and regulations or the Articles to be held; or
- iii. the date on which the authorisation contained in the resolution was revoked or revised by the Shareholders at the general meeting.

Subject to the approval of this proposal at the AGM, the exercise of the aforesaid general mandate by the Board will be in accordance with the laws and regulations, the listing rules of the place where the shares of the Company are listed and the applicable provisions of the Articles as amended from time to time, as well as the regulatory requirements of the relevant regulatory bodies.

14. Granting of general mandate to the Board of Directors to repurchase H shares

To implement the relevant requirements of the State-owned Assets Supervision and Administration Commission of the State Council on market value management of listed central enterprises, safeguard the value of the Company and Shareholders' rights and interests, and facilitate the Company's benign development, a special resolution will be proposed at the AGM and the Class Meetings for the granting of a general mandate to the Board to repurchase H Shares in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Listing Rules, the Code on Takeovers and Mergers and Share Buy-backs and other laws and regulations, as well as the relevant provisions in the Articles as detailed below:

(1) *Repurchase plan*

- i. Method of repurchase: repurchase on the Hong Kong Stock Exchange pursuant to the Listing Rules, the Codes on Takeovers and Mergers and Share Buy-backs and other applicable laws and regulations.
- ii. Quantity of repurchase: no more than 10% (331,788,200 H Shares, assuming that the number of H Shares issued by the Company does not change from the Latest Practicable Date until the date when the resolution is approved at the AGM) of the total number of H Shares of the Company in issue and listed on the Hong Kong Stock Exchange as at the date of passing this resolution at the AGM and the Class Meetings.

LETTER FROM THE BOARD

- iii. Price of repurchase: the repurchase will be implemented by batches, and the repurchase price shall not be higher by 5% than the average closing market price for the 5 trading days prior to the actual repurchase date. When implementing repurchase, the specific repurchase price shall be determined within the scope in accordance with the actual situation of the market and the Company.
- iv. Disposal of the repurchased shares: upon completion of the repurchase, the Company will dispose of the repurchased shares in accordance with the relevant provisions of the applicable laws and regulations, the listing rules in the place where the Company's shares are listed, the Articles and the regulatory requirements of the relevant regulatory bodies.
- v. Source of funds for the repurchase: self-raised funds of the Company.

(2) *Scope of the general mandate*

The Board proposes to the AGM and the Class Meetings for the granting of a general and unconditional mandate to the Board to decide on and deal with the repurchase of H Shares within the scope and validity of the general mandate, including but not limited to:

- i. formulating and implementing specific repurchase plan, including but not limited to determining the repurchase timing, repurchase period, repurchase price and repurchase quantity;
- ii. notifying creditors and making announcement(s) in accordance with the requirements of the Company Law, other laws and regulations and the Articles;
- iii. opening overseas stock accounts, capital accounts and handling corresponding procedures of change in foreign exchange registration;

LETTER FROM THE BOARD

- iv. performing relevant approval or filing procedures (if any) in accordance with applicable laws, regulations and regulatory provisions;
- v. handling the cancellation of repurchased Shares, reducing the registered capital of the Company, revising the total amount of share capital, share capital structure and other relevant contents in relation to the Articles and handling the procedures for modification registration and filing;
- vi. signing and handling all other documents and matters in relation to repurchase of Shares; and
- vii. agreeing that the Board authorises the Chairman of the Company and his authorised persons to handle the above specific matters within the scope of the above authorisation.

(3) *Period of the general mandate*

The general mandate shall be valid for the period from the date on which such resolution is passed at the AGM and the Class Meetings to the earliest of the following dates: (1) the conclusion of the 2024 annual general meeting; or (2) the date on which the authorisation contained in the resolution was revoked or revised by the Shareholders at the general meeting and/or the class meetings (as applicable).

An explanatory statement required under the Listing Rules to be issued to the Shareholders is set out in Appendix I to this circular. The explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote in favour of or against the resolution.

LETTER FROM THE BOARD

AGM AND H SHAREHOLDERS CLASS MEETING

The Company will convene the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting in succession at 9:30 a.m. on Thursday, 6 June 2024 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China. Notices of the AGM and H Shareholders Class Meeting are set out on pages 46 to 51 in this circular.

In order to determine the holders of Shares who are eligible to attend and vote at the AGM and/or H Shareholders Class Meeting, the H Share register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive. To be eligible to attend and vote at the AGM and/or H Shareholders Class Meeting, unregistered holders of the H Shares of the Company shall lodge share transfer documents with (for holders of H Shares) 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, 31 May 2024.

Shareholders who intend to appoint a proxy to attend the AGM and/or H Shareholders Class Meeting shall complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned in person or by post to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the AGM and/or H Shareholders Class Meeting (i.e. not later than 9:30 a.m. on Wednesday, 5 June 2024) or any adjourned meeting (as the case may be). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and/or H Shareholders Class Meeting or at any other adjourned meeting.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders of a listed issuer at the issuer's 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 the Class Meetings will therefore demand a poll for each resolution put to the vote at the AGM pursuant to Article 89 of the Articles.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it used in the same manner.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that all the resolutions set out in the Notices of the AGM and H Shareholders Class Meeting for consideration and approval by the Shareholders are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolutions set out in the Notices of the AGM and H Shareholders Class Meeting which are to be proposed at the AGM and H Shareholders Class Meeting.

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

* *For identification purpose only*

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting for the grant of General Mandate to the Board to repurchase H Shares.

REASONS FOR REPURCHASING H SHARES

To safeguard the Company's value and Shareholders' interests and facilitate the Company's healthy development, the Directors believe that the grant of the General Mandate provides the Company with the flexibility to repurchase Shares, which is beneficial to and in the best interest of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

REGISTERED CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 8,359,816,164 shares, comprising 3,317,882,000 H Shares with a nominal value of RMB1.00 each and 5,041,934,164 A Shares with a nominal value of RMB1.00 each.

EXERCISE OF THE GENERAL MANDATE

Subject to the passing of the relevant special resolution set out in the Notice of the AGM, the special resolution to approve the grant of the General Mandate to the Board to repurchase H Shares at the A Shareholders Class Meeting and the H Shareholders Class Meeting, respectively, the Board will be granted the General Mandate to be effective until the earlier of: (a) the conclusion of the 2024 annual general meeting of the Company; or (b) the date on which the authority conferred by such resolution is revoked or varied by a special resolution of Shareholders at a general meeting or A shareholders class meeting or H shareholders class meeting (the "**Relevant Period**"). The exercise of the General Mandate is subject to relevant approval(s) by and/or filings with SAFE and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC to be obtained and/or conducted.

In accordance with the Listing Rules, the Company shall not repurchase H Shares if the purchase price is higher by 5% or more than the average closing market price on the Hong Kong Stock Exchange for 5 trading days preceding to the repurchase.

The exercise in full of the General Mandate (on the basis of 3,317,882,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting) would result in a maximum of 331,788,200 H Shares that may be repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

FUNDING OF H SHARES REPURCHASES

In repurchasing its H Shares, the Company intends to apply the Company's self-owned funds legally available for such purpose in accordance with the Articles and the applicable laws, rules and regulations of the PRC.

GENERAL

The Directors consider that there would not be a material adverse impact on the working capital or the gearing position of the Company in the event that the General Mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2023). However, the Directors do not propose to exercise the General Mandate to such extent as would, in the circumstances, the working capital needs or the gearing position of the Company would be materially and adversely affected by the repurchase of Shares. The number of H Shares to be repurchased, the Share price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the market circumstances then prevailing, in the best interests of the Company.

The Directors, so far as the same may be applicable, will exercise the powers of the Company to make repurchases under the General Mandate in accordance with the Listing Rules, the Articles and the applicable laws, rules and regulations of the PRC.

Neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest Price	Lowest Price
	<i>HK\$</i>	<i>HK\$</i>
2023		
May	9.25	8.10
June	9.06	7.68
July	8.36	7.20
August	7.52	5.88
September	6.86	6.16
October	6.83	6.06
November	6.83	5.82
December	5.96	5.41
2024		
January	5.91	4.37
February	5.76	4.46
March	6.29	5.13
April	6.03	5.31
May (up to the Latest Practicable Date)	6.26	5.41

SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company repurchased the following Shares on the Stock Exchange and such 22,147,000 Shares were cancelled on 11 March 2024.

Date of repurchase	Number of shares repurchased	Price paid per share	
		Highest (HK\$)	Lowest (HK\$)
14 November 2023	2,589,000	6.43	6.26
27 November 2023	500,000	6.33	6.14
28 November 2023	491,000	6.2	6.07
29 November 2023	750,000	6.13	5.88
30 November 2023	750,000	6.01	5.83
1 December 2023	500,000	5.86	5.66
4 December 2023	400,000	5.71	5.57
5 December 2023	473,000	5.6	5.48
6 December 2023	367,000	5.6	5.45
7 December 2023	400,000	5.55	5.41
8 December 2023	310,000	5.63	5.48
11 December 2023	46,000	5.5	5.43
18 December 2023	400,000	5.9	5.8
19 December 2023	450,000	5.88	5.7
20 December 2023	451,000	5.93	5.77
21 December 2023	314,000	5.91	5.67
22 December 2023	353,000	5.94	5.84
27 December 2023	500,000	5.94	5.62
28 December 2023	35,000	5.81	5.65
29 December 2023	256,000	5.91	5.81
2 January 2024	400,000	5.9	5.82
3 January 2024	400,000	5.87	5.75
4 January 2024	364,000	5.79	5.67
5 January 2024	400,000	5.82	5.66
8 January 2024	679,000	5.69	5.44
9 January 2024	700,000	5.54	5.44
10 January 2024	700,000	5.45	5.33

Date of repurchase	Number of shares repurchased	Price paid per share	
		Highest (HK\$)	Lowest (HK\$)
11 January 2024	571,000	5.44	5.33
12 January 2024	296,000	5.34	5.19
15 January 2024	284,000	5.33	5.17
16 January 2024	362,000	5.24	5.08
17 January 2024	500,000	5.11	4.89
18 January 2024	371,000	4.9	4.81
19 January 2024	429,000	4.85	4.64
22 January 2024	1,000,000	4.67	4.37
23 January 2024	799,000	4.56	4.39
24 January 2024	577,000	4.68	4.48
25 January 2024	666,000	4.86	4.75
26 January 2024	2,314,000	4.9	4.88

Save as disclosed above, the Company has not repurchased any Shares (whether on the Hong Kong Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

DISCLOSURE OF INTERESTS

If as a result of Share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, CHN Energy Investment Corporation Limited (the "CHN Energy"), whose interest in the Company is notifiable under Part XV (Disclosure of Interests) of the SFO, held directly approximately 58.72% of the Company's total registered capital. In the event that the Directors exercised in full the power to repurchase H Shares in accordance with the terms of the General Mandate proposed at the AGM, A Shareholders Class Meeting and H Shareholders Class Meeting, the total interests of CHN Energy in the total registered capital of the Company would increase to approximately 61.14%. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchases to be made under the General Mandate. Moreover, the Directors will not make Share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have a present intention to sell H Shares to the Company in the event that the General Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the General Mandate is approved by the Shareholders.

CHINA LONGYUAN POWER GROUP CORPORATION LIMITED*
WORK REPORT OF INDEPENDENT DIRECTOR MICHAEL NGAI MING TAK FOR THE
YEAR 2023

As an Independent Director of China Longyuan Power Group Corporation Limited* (the “**Company**”), I, in strict compliance with the provisions and requirements under the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Shenzhen Stock Exchange Self-Discipline Supervision Guide for Listed Companies No.1-Standardized Operation of Companies Listed on the Mainboard, the Articles of Association of China Longyuan Power Group Corporation Limited* (the “**Articles of Association**”), the Working Rules for Independent Directors of China Longyuan Power Group Corporation Limited* and other laws, regulations and systems, faithfully performed the duties of Independent Directors in the work during 2023, actively attended relevant meetings of the Company, seriously reviewed various resolutions of the Board and special committees thereunder, expressed objective and impartial views on major matters, and gave full play to the role of Independent Directors, thus safeguarding the interests of the Company as a whole and the legitimate rights and interests of all Shareholders, especially minority Shareholders. The duty performance for the year 2023 is now presented as follows:

I. BASIC INFORMATION

(I) Personal Information

I graduated from University of Cambridge. I have served as an independent non-executive Director of the Company since November 2021. I am the chairman of The Red Group, the chairman of Asia GreenTech Fund, the president of Green Economy Development Limited (HKSE: 01315), external director of COSCO Limited, an independent non-executive director of CRRC Corporation Limited (HKSE: 01766, SHSE: 601766), an independent non-executive director of True Partner Capital Holding Limited (HKSE: 08657), an independent non-executive director of Sanergy Group (Hong Kong) Limited (HKSE: 02459) and was previously the managing director of UBS AG. I have a wealth of experience in the international financial sector.

(II) Information on Independence

I have conducted an annual self-examination of the independence of Independent Directors, and I confirm that neither I nor my immediate family members hold positions other than Independent Director in the Company or its subsidiaries; and that I have not provided the Company or its subsidiaries with financial, legal or consulting services. Apart from the allowance for Independent Directors, I have not obtained additional undisclosed benefits from the Company, its substantial Shareholders or interested organisations or individuals, there is no situation existing that will affect the independence, and I complied with the provisions on independence set out in the Administrative Measures for Independent Directors of Listed Companies. I have submitted the self-examination report to the Board of the Company.

II. DUTY PERFORMANCE FOR THE YEAR**(I) Attendance of the Meetings of the Board and the General Meetings**

During my tenure of office in 2023, the Company convened a total of 6 general meetings and I attended 3 extraordinary general meetings; a total of 12 Board meetings were held and I attended all of them, including 5 on-site meetings and 7 by means of telecommunication.

Based on the principles of diligence, pragmatism and integrity and responsibility, before each meeting, I carefully reviewed all the resolutions and matters, made sufficient preparation in advance, and actively participated in the discussions and put forward rational proposals. During the reporting period, the operation of the Company was lawful and compliant, and the resolutions of the Board were in line with the needs of the Company's development and the interests of the Shareholders at large. I voted in favour of all the resolutions of the Board and other matters of the Company, and I did not raise any dissenting views or raise any objections to, or abstain from, any of them.

(II) Performance of Duty as Member of Special Committees

The Board of the Company has established the audit committee, strategic committee, nomination committee, remuneration and assessment committee and sustainable development committee. I, in accordance with the requirements of the Articles of Association, the Rules of Procedures of the Board of China Longyuan Power Group Corporation Limited and the Terms of Reference for the special committees, actively organised or attended various meetings, made use of professional knowledge and experience to make suggestions for the development of the Company, assisted the Board in making professional decisions.

During the reporting period, I served as the chairman of the remuneration and assessment committee, a member of the audit committee and a member of the sustainable development committee. In 2023, the audit committee held a total of 5 meetings, the remuneration and assessment committee held a total of 1 meeting and the sustainable development committee held a total of 2 meetings, and I attended all of them, among which, the remuneration and assessment committee considered and approved a total of 3 resolutions, including the plan on the appropriation of the fund of the Board and the remuneration package for Directors and senior management; at the meetings of the audit committee, we listened to the report of the domestic and international accountants or auditors on the annual audit, and considered and approved a total of 16 resolutions, including the periodic reports and the audit fees; at the meetings of sustainable development committee, we considered and approved 2 resolutions, including the ESG report and the plan on ESG construction, and listened to the report on the ESG-related work for the year 2023.

I have strictly complied with and executed the relevant requirements of the terms of references of the special committees of the Board, and have put forward independent and reasonable suggestions for the smooth development of the Company and the improvement of the governance structure of the Company, safeguarding the legitimate rights and interests of the Company and the Shareholders.

(III) Communications with Internal Audit Institutions and Accounting Firms

During the reporting period, I paid close attention to the preparation of the periodic reports of the Company, monitored the completeness of the financial statements and internal control system and the effectiveness of the internal audit function of the Company, and at the same time, communicated with the accounting firms to understand the audit work plan and made comments and suggestions on the relevant audit work, communicated in a timely manner on the issues identified in the course of the audit with the accounting firm which conducted the annual audit, and oversaw the annual independent audit on the Company's financial statements which was conducted by the certified public accountants to ensure that the Company's financial position and operating results were disclosed finally in a timely, accurate and complete manner.

(IV) Communication with Minority Shareholders

The Company convened the 2022 annual general meeting on 15 June 2023 and five extraordinary general meetings. I attended three extraordinary general meetings, at which I fully communicated with minority Shareholders on key concerns to them.

(V) Efforts to Protect the Interests of Investors

During my term of office, I proactively strengthened the communication and liaison with Directors, Supervisors, senior management, accountants, internal audit department and other relevant personnel and departments of the Company, actively sought to understand the Company's latest operating conditions and promptly provided rational opinions and suggestions, effectively reducing the Company's operating costs and risks.

Prior to the convening of the Board meeting, I actively obtained the information required for decision-making and carefully reviewed it, and thoroughly examined the disclosed information after the meeting. I focused on the impact of relevant resolutions on the interests of all Shareholders, safeguarded the legitimate rights and interests of the Company and minority Shareholders, and actively and effectively fulfilled the duties as an Independent Director.

I actively studied and mastered the latest laws and regulations issued by the China Securities Regulatory Commission, Shenzhen Stock Exchange and Hong Kong Stock Exchange and other relevant systems and regulations, deepened my knowledge and understanding of various rules and regulations as well as corporate governance, and continuously enhanced my awareness and capabilities in protecting the interests of the Company and public investors in society.

(VI) On-site Inspection of Companies

In 2023, I spent an average working time of no less than 15 days on-site at the listed Company, actively understood and paid attention to the production, business and operation of the Company in accordance with laws, and as an expert in the field of investment, provided constructive advice to the Company in the areas of strategic development, financial management and overseas development, etc. I studied in advance and seriously reviewed major issues to be discussed and decided at the meetings. I actively listened to the reports of the relevant personnel of the Company's business departments and promptly understood the daily operation and potential operation risks of the Company.

I visited and researched the subsidiaries in Jiangsu and communicated and exchanged with the supply chain enterprises on corporate management, investment and co-operation, and development of new business modes in relation to the current status and development of the new energy upstream and downstream industries. I held seminar discussion with the management of Jiangsu Longyuan Offshore Wind Power Company and exchanged dialogues with frontline staff. Through the on-site inspection and seminar discussion, I put forward my opinions and suggestions on enterprise management, production and operation in the light of the situation and problems faced by the Company.

III. OTHER PERFORMANCE OF DUTIES

As the chairman of the remuneration and assessment committee, I made recommendations to the Board on the formulation of policies, plans or programmes for the remuneration of Directors and senior management; and reviewed the overall remuneration packages of Directors and senior management.

As a member of the sustainable development committee, I researched and provided decision-making recommendations on the ESG governance, and supervised the implementation and execution of the ESG governance plan of the Company.

As a member of the audit committee, I actively supervised the quality of the Company's internal audit and disclosure of financial information, and communicated and exchanged with the Company's management on the appointment of domestic and foreign audit firms.

In 2023, there were no circumstances that Independent Directors proposed to convene the Board meetings and extraordinary general meetings; and there were no circumstances that Independent Directors appointed external auditors and advisors.

IV. OVERALL EVALUATION

In 2023, as an Independent Director, I performed duties faithfully and diligently in strict accordance with the requirements of various laws and regulations, conducted good and effective communication with the Board, the Supervisory Committee and the management, and paid close attention to the regular operation of the Company to promote the improvement of the Company's scientific decision-making level.

In 2024, I will continue to faithfully perform my duties in the spirit of diligence, responsibility and integrity, continue to strengthen communication with the Directors, Supervisors and management of the Company, strengthen the learning of relevant laws and regulations, make full use of my professional knowledge to make suggestions for the Company's operation and development, play the role of Independent Director, protect the interests of small and medium investors, and promote the sustainable and stable development of the Company.

China Longyuan Power Group Corporation Limited*

Independent Director: Michael Ngai Ming Tak

27 March 2024

* *For identification purpose only*

CHINA LONGYUAN POWER GROUP CORPORATION LIMITED*
WORK REPORT OF INDEPENDENT DIRECTOR GAO DEBU FOR THE YEAR 2023

As an Independent Director of China Longyuan Power Group Corporation Limited* (the “**Company**”), I, in strict compliance with the provisions and requirements under the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Shenzhen Stock Exchange Self-Discipline Supervision Guide for Listed Companies No.1-Standardized Operation of Companies Listed on the Mainboard, the Articles of Association of China Longyuan Power Group Corporation Limited* (the “**Articles of Association**”), the Working Rules for Independent Directors of China Longyuan Power Group Corporation Limited* and other laws, regulations and systems, performed my duties diligently and conscientiously in the work during 2023, actively attended relevant meetings of the Company, paid attention to the operations of the Company, seriously reviewed various resolutions of the Board and special committees thereunder, and expressed objective and impartial independent views on major matters, thus safeguarding the interests of the Company as a whole and the legitimate rights and interests of all Shareholders, especially minority Shareholders. The duty performance for the year 2023 is now presented as follows.

I. BASIC INFORMATION

(I) Personal Information

I graduated from the Faculty of Economics of Renmin University of China with a doctorate degree in economics. I have served as an independent non-executive Director of the Company since November 2021. I successively served as the deputy director of the Faculty of Economics of Renmin University of China, the vice dean of the School of Economics and the head of the organization department under the Party Committee of Renmin University of China. I was a senior visiting scholar at University of California, Los Angeles (UCLA), the US in 2002. I currently serve as a supervisor of Inner Mongolia Yili Industrial Group Co., Ltd. (SHSE: 600887), an independent director of Baotou Dongbao Bio-Tech Co., Ltd. (包頭東寶生物技術股份有限公司) (SZSE: 300239) and a professor and doctoral supervisor of the School of Economics of Renmin University of China, undertook and completed various national, provincial and ministerial level research projects.

(II) Information on Independence

I have conducted an annual self-examination of the independence of Independent Directors, and I confirm that neither I nor my immediate family members hold positions other than Independent Director in the Company or its subsidiaries; and that I have not provided the Company or its subsidiaries with financial, legal or consulting services. Apart from the allowance for Independent Directors, I have not obtained additional undisclosed benefits from the Company, its substantial Shareholders or interested organisations or individuals, there is no situation existing that will affect the independence, and I complied with the provisions on independence set out in the Administrative Measures for Independent Directors of Listed Companies. I have submitted the self-examination report to the Board of the Company.

II. DUTY PERFORMANCE FOR THE YEAR**(I) Attendance of the Meetings of the Board and the General Meetings**

During 2023, the Company convened a total of 6 general meetings and I attended 5 ones; a total of 12 Board meetings were held and I attended all of them, including 7 on-site meetings and 5 by means of telecommunication.

During the reporting period, I actively participated in the Board meetings and general meetings convened by the Company, and in a diligent and responsible manner, I carefully reviewed the resolutions and relevant materials of the meetings, proactively participated in the discussion on the resolutions and put forward rational suggestions, and played an active role in the correct and scientific decision-making of the Board. The convening of the Board meetings and the general meetings of the Company was in compliance with the statutory procedures, and the relevant approval procedures were fulfilled in respect of major business decisions and other significant matters. I voted in favour of all the resolutions of the Board and other matters of the Company, and I did not raise any dissenting views or raise any objections to, or abstain from, any of them.

(II) Performance of Duty as Member of Special Committees

The Board of the Company has established the audit committee, strategic committee, nomination committee, remuneration and assessment committee and sustainable development committee. I, in accordance with the requirements of the Articles of Association, the Rules of Procedures of the Board of China Longyuan Power Group Corporation Limited and the Terms of Reference for the special committees, actively organised or attended various meetings, made use of professional knowledge and experience to make suggestions for the development of the Company, assisted the Board in making professional decisions.

During the reporting period, I served as the chairman of the nomination committee, a member of the remuneration and assessment committee and a member of the sustainable development committee. In 2023, the nomination committee held a total of 1 meeting, the remuneration and assessment committee held a total of 1 meeting and the sustainable development committee held a total of 2 meetings. I attended all of them, among which, at the meeting of the nomination committee, 3 resolutions were considered and approved, including the resolutions on appointment of Directors and vice presidents; at the meeting of the remuneration and assessment committee, 3 resolutions, including the plan on the appropriation of the fund of the Board and the remuneration package for Directors and senior management, were considered and approved; at the meetings of sustainable development committee, we considered and approved 2 resolutions, including the ESG report and the plan on ESG construction, and listened to the report on the ESG-related work for the year 2023.

I have strictly complied with and executed the relevant requirements of the terms of references of the special committees of the Board, and have put forward independent and reasonable suggestions for the smooth development of the Company and the improvement of the governance structure of the Company, safeguarding the legitimate rights and interests of the Company and the Shareholders.

(III) Communications with Internal Audit Institutions and Accounting Firms

In the process of preparation and disclosure of the periodic reports of the Company, I understood and obtained the work arrangement for the periodic reports in a timely manner, actively followed up on the progress of the audit on the annual report, and timely explored with the management of the Company issues of key concern in the operations of the Company, so as to ensure that the audit report comprehensively reflected the true situation of the Company; at the same time, in the process of audit on the periodic reports, I fulfilled my obligation of confidentiality, and did not commit leakage of insider information, insider trading or any other illegal or unlawful acts.

(IV) Communication with Minority Shareholders

The Company convened the 2022 annual general meeting on 15 June 2023 and five extraordinary general meetings. I attended the 2022 annual general meeting and four extraordinary general meetings, at which I actively interacted and fully communicated with minority Shareholders on key concerns to them.

(V) Efforts to Protect the Interests of Investors

In 2023, I went to our production sites in Ningxia and Jiangsu to conduct investigations and research, where I exchanged and communicated with our subsidiaries in Ningxia and Jiangsu, gave full play to my professional advantages and competence, and conducted thorough investigations and research and discussions on the current situation they faced, problems encountered and countermeasures adopted, providing advice and suggestions for the development and management of the companies, as well as providing strategic guidance and professional support.

I actively participated in the Board meetings and meetings of the special committees, carefully studied various resolutions, verified the actual situation, made fair judgements on matters under deliberation by making use of my professional knowledge, exercised my voting rights in an independent, objective and prudent manner, expressed my independent views on major matters of the Company, provided better advice and suggestions for the Company's scientific decision-making and risk prevention, and ensured that the business and management operations of the Company were standardised, thereby safeguarding the legitimate rights and interests of the Company and all Shareholders, especially the minority Shareholders.

I proactively studied and mastered the latest laws and regulations issued by the China Securities Regulatory Commission, the stock exchanges in Shenzhen and Hong Kong and other relevant systems and regulations, actively participated in various training activities organized by the Company and deepened my knowledge and understanding of various rules and regulations as well as corporate governance.

(VI) On-site Inspection of Companies

In 2023, I spent an average working time of no less than 15 days on-site at the Company, gained a comprehensive and in-depth understanding of the Company's business development and financial situation, and communicated and exchanged actively and thoroughly with the management of the Company, giving full play to our guiding and supervisory roles.

In April 2023, I went to Jiangsu Province to conduct investigation and research, in which I focused on the operation and development of our onshore and offshore wind power companies in Jiangsu, the situation they faced, the existing problems, the countermeasures and the synergistic development with the local industrial chain and conducted thorough investigation and research and discussion by making use of my professional knowledge.

In July 2023, I participated in the investigation and research on Ningxia Longyuan New Energy Co., Ltd., and conducted a thorough study of its operation and development, the situation it faced, the problems it encountered and the countermeasures it adopted, etc. I also held seminars at the head office and project sites of the Company in Ningxia to gain a detailed understanding of Ningxia Company's ESG construction, operation and management, safety production, pre-development, engineering construction, staff development and other aspects of its work.

III. OTHER PERFORMANCE OF DUTIES

As the chairman of the nomination committee, I proactively supervised and assessed the structure, size and composition of the Board; performed the procedures for nominating candidates for Directors and senior management and conducted preliminary review of the qualifications and credentials of the candidates for Directors and senior management.

As a member of the remuneration and assessment committee, I made recommendations to the Board on the formulation of policies, plans or programmes for the remuneration of Directors and senior management; and reviewed, approved and supervised the overall remuneration packages of Directors and senior management.

As a member of the sustainable development committee, I reviewed the annual ESG report and the three-year plan for ESG construction prepared by the Company, and listened to the Company's report on the Company's ESG construction from 2023 onwards.

In 2023, there were no circumstances that Independent Directors proposed to convene the Board meetings and extraordinary general meetings; and there were no circumstances that Independent Directors appointed external auditors and advisors.

IV. OVERALL EVALUATION

In 2023, as an Independent Director, I diligently performed my duties as an Independent Director and played an active role in promoting the development and standardised operation of the Company and safeguarding the legitimate rights and interests of the Company and investors.

In 2024, I will continue to faithfully perform my duties as an Independent Director in the spirit of diligence, responsibility and integrity, fully utilise my functions as an Independent Director, actively participate in the Company's decision-making and promote the standardised operation of the Company. At the same time, I will make full use of my professional knowledge and experiences to safeguard the legitimate rights and interests of investors, especially the minority Shareholders, and put forward more rational suggestions for the Board of the Company to make scientific decisions.

China Longyuan Power Group Corporation Limited*

Independent Director: Gao Debu

27 March 2024

* *For identification purpose only*

CHINA LONGYUAN POWER GROUP CORPORATION LIMITED*
WORK REPORT OF INDEPENDENT DIRECTOR ZHAO FENG FOR THE YEAR 2023

As an Independent Director of China Longyuan Power Group Corporation Limited* (the “**Company**”), I, in strict compliance with the provisions and requirements under the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Shenzhen Stock Exchange Self-Discipline Supervision Guide for Listed Companies No.1-Standardized Operation of Companies Listed on the Mainboard, the Articles of Association of China Longyuan Power Group Corporation Limited* (the “**Articles of Association**”), the Working Rules for Independent Directors of China Longyuan Power Group Corporation Limited* and other laws, regulations and systems, in the work during 2023, diligently and faithfully performed the duties of Independent Directors with due diligence, timely understood the Company’s production, operation and development by actively attending relevant meetings, carefully considering relevant resolutions of the Board, expressing independent opinions on relevant resolutions, thus to safeguard the interests of the Company as a whole and the legitimate rights and interests of all Shareholders, especially minority Shareholders, and strived to play the role of Independent Director under the principle of objectivity, fairness and independence. The duty performance for the year 2023 is now presented as follows.

I. BASIC INFORMATION

(I) Personal Information

I graduated from Nankai University with a bachelor degree in accounting and auditing. I am a PRC Certified Public Accountant, a fellow of the Association of Chartered Certified Accountants (FCCA) and a member of Hong Kong Institute of Certified Public Accountants (HKICPA). I have served as an Independent Director of the Company since November 2021. I am currently an independent non-executive director of Shandong Gold Mining Co., Ltd. (SHSE: 600547, HKSE: 01787), an independent non-executive director of Xiamen International Bank (廈門國際銀行), and a non-executive director of China International Marine Containers (Group) Co., Ltd. (SZSE: 000039, HKSE: 02039).

(II) Information on Independence

I have conducted an annual self-examination of the independence of Independent Directors, and I confirm that neither I nor my immediate family members hold positions other than Independent Director in the Company or its subsidiaries; and that I have not provided the Company or its subsidiaries with financial, legal or consulting services. Apart from the allowance for Independent Directors, I have not obtained additional undisclosed benefits from the Company, its substantial Shareholders or interested organizations or individuals, there is no situation existing that will affect the independence, and I complied with the provisions on independence set out in the Administrative Measures for Independent Directors of Listed Companies. I have submitted the self-examination report to the Board of the Company.

II. DUTY PERFORMANCE FOR THE YEAR**(I) Attendance of the Meetings of the Board and the General Meetings**

In 2023, the Company convened a total of 6 general meetings and I attended 5 of them; a total of 12 Board meetings were held and I attended all of them, including 6 on-site meetings and 6 by means of telecommunication.

All the meetings of the Board and the general meetings of the Company held in 2023 were in compliance with statutory procedures, and the matters considered were in compliance with relevant procedures and were legal and valid. With diligent and responsible attitude, I carefully reviewed the resolutions and related materials of the meetings, proactively participated in the discussions of the resolutions and put forward rational proposals. I voted for all resolutions and other matters of the Board of the Company with no matters to be against with, nor objections or abstentions.

(II) Performance of Duty as Member of Special Committees

The Board of the Company has established the audit committee, strategic committee, nomination committee, remuneration and assessment committee and sustainable development committee. I, in accordance with the requirements of the Articles of Association, the Rules of Procedures of the Board of China Longyuan Power Group Corporation Limited and the Terms of Reference for the special committees, actively organized and attended various meetings, made use of professional knowledge and experience to make suggestions for the development of the Company, assisted the Board in making professional decisions.

During the reporting period, I served as the chairman of the audit committee and a member of the nomination committee. In 2023, the audit committee held a total of 5 meetings, and the nomination committee held a total of 1 meeting. I attended all of them, among which, at the meetings of the audit committee, I understood the annual audit work plan of the Company, listened to the report of the domestic and international accountants or auditors on the annual audit, and considered and approved a total of 16 resolutions, including the periodic reports and the audit fees; at the meetings of audit committee, we considered and approved 3 resolutions, including the appointment of Directors and vice presidents.

I have strictly complied with and executed the relevant requirements of the terms of references of the special committees of the Board, and have put forward independent and reasonable suggestions for the smooth development of the Company and the improvement of the governance structure of the Company, safeguarding the legitimate rights and interests of the Company and the Shareholders.

(III) Communications with Internal Audit Institutions and Accounting Firms

During the reporting period, as the chairman of the audit committee, I exchanged opinions with the accounting firm of the Company at the audit committee on the issues concerned during the auditing process and the submitting time of the auditors' report, and effectively discussed and exchanged with the accounting firm on relevant issues, so as to safeguard the objectivity and fairness of the audit results.

I maintained active and smooth communication channels with the internal audit institutions to communicate with them on matters relating to the Company's financial and business conditions, and at the same time, promoted the enhancement of the training of the Company's internal audit staff in terms of business knowledge and auditing skills, so as to effectively ensure the quality of the internal audit.

(IV) Communication with Minority Shareholders**1. Results presentation**

The Company convened the 2022 online results presentation on 13 April 2023, at which I exchanged views on the common concerned issues of investors.

2. General meetings

The Company convened the 2022 annual general meeting on 15 June 2023 and five extraordinary general meetings. I attended the 2022 annual general meeting and four extraordinary general meetings, at which I had in-depth exchanges with minority Shareholders on key concerns to them.

(V) Efforts to Protect the Interests of Investors

I kept abreast of the Company's management trends in a timely manner. In 2023, I went to our production sites in Jiangsu and Ningxia to conduct investigations and research, visited and exchanged information, actively listened to the reports of the management and actively perform my duties, to give full play to my financial professional advantages, and safeguard the interests of the Company and the legitimate rights and interests of the minority Shareholders.

During the term of office, I carefully examined all the resolutions and relevant attachments submitted to the Board for consideration, safeguarded the legitimate rights and interests of the Company and minority Shareholders, made enquiries with the relevant personnel of the Company to obtain the information required for decision-making, and then exercised my voting rights in an independent, objective and prudent manner.

I reviewed the relevant meeting documents and gave prior approval before the Board considered the relevant resolution for the appointment of the annual accounting firm. At the same time, I focused on the review of periodic reports. I carefully reviewed and supervised the Company's quarterly, interim and annual reports before and during the submission to the Board for consideration to ensure that the periodic reports are true, accurate and complete, and to prevent any omissions. As an accounting professional and the chairman of the audit committee, I seriously communicated with the management of the Company on relevant financial matters in the Company's annual reports and provided financial professional advice on relevant issues, thus playing the role of a financial expert through the effective performance of my duties.

I proactively studied and mastered the latest laws and regulations issued by the CSRC, the stock exchanges in Shenzhen and Hong Kong and other relevant systems and regulations, deepened my knowledge and understanding of various rules and regulations as well as corporate governance, and continuously enhanced my awareness and capabilities in protecting the interests of the Company and investors, to provide reasonable advice and recommendations for the Company's scientific decision-making and risk prevention. I continued to pay attention to the information disclosure work of the Company and urged the Company to complete the information disclosure work in a true, timely and complete manner in strict accordance with the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and other laws and regulations and the relevant provisions of the Company, so as to ensure that investors are provided with the relevant information in a fair and timely manner.

(VI) On-site Inspection of Companies

In 2023, I spent an average working time of no less than 15 days on-site at the Company, actively understood and paid attention to the production, business and operation of the Company in accordance with laws, and provide constructive advice to the Company in the areas of strategic development and financial management, etc. In April and July 2023, I visited and researched the Company's subsidiaries in Ningxia and Jiangsu, respectively, and made comments and suggestions on enterprise management, production and operation, etc.

Through the investigation, an in-depth understanding of the Company's project construction, on-site operation and management, development trend, and grassroots situation was achieved, fully affirming the achievements made by Ningxia Company. During the investigation, I combined the situation and problems faced by the Company, and actively communicated with Ningxia Company, giving full play to my professional advantages and competence to provide advice and suggestions for the Company's development and management, and offer strategic guidance and professional support.

III. OTHER PERFORMANCE OF DUTIES

As the chairman of the audit committee, I fully supervised and evaluated the work of the external auditor and directed the internal audit work; actively communicated with the management, internal audit department, relevant business departments and external auditor, and communicated and exchanged with the Company's domestic and foreign auditors on the issues concerned in the auditing process; supervised and evaluated the effectiveness of the risk management and internal control; and supervised the quality of the Company's internal audit and the disclosure of the financial information.

As a member of the nomination committee, I reviewed the relevant resolutions for the appointment of the president and vice presidents of the Company, and examined and put forward opinions on the eligibility of the relevant candidates.

In 2023, there were no circumstances that Independent Directors proposed to convene the Board meetings and extraordinary general meetings; and there were no circumstances that Independent Directors appointed external auditors and advisors.

IV. OVERALL EVALUATION

In 2023, as an Independent Director, I gave full play to my experience and expertise in accounting and finance, and faithfully and diligently discharged my duties as an Independent Director. With the aim of safeguarding the legitimate rights and interests of minority Shareholders, I paid attention to the operation of the Company, the implementation of the Board's resolutions by the management, the establishment of a sound internal control system, and the improvement of the governance structure, participating in the Company's major decisions and reviewing and supervising important matters.

In 2024, I will continue to uphold the spirit of integrity, prudence and diligence, actively perform my duties as an Independent Director, earnestly safeguard the legitimate rights and interests of the Company and all Shareholders, in particular small and medium-sized investors, and provide more constructive advice on the Company's development and business decisions.

China Longyuan Power Group Corporation Limited*

Independent Director: Zhao Feng

27 March 2024

* *For identification purpose only*

NOTICE OF 2023 AGM



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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 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 9:30 a.m. on Thursday, 6 June 2024 for consideration and approval of the following matters:

ORDINARY RESOLUTIONS

1. To consider and approve the Annual Report of the Company for the year 2023
2. To consider and approve the Report of the Board of Directors of the Company for the year 2023
3. To consider and approve the Report of the Supervisory Board of the Company for the year 2023
4. To consider and approve the Company’s audited financial statements and the final accounts report for the year 2023
5. To consider and approve the profit distribution plan of the Company for the year 2023
6. To consider and approve the budget report of the Company for the year 2024
7. To consider and approve the remuneration plan for Directors and Supervisors of the Company for the year 2024
8. To consider and approve the re-appointment of PRC auditor for the year 2024
9. To consider and approve the appointment of international auditor for the year 2024
10. To consider and approve the provision of financial assistance to the controlled subsidiary

* *For identification purpose only*

NOTICE OF 2023 AGM

SPECIAL RESOLUTIONS

11. To consider and approve the granting of a general mandate to apply for registration and issuance of debt financing instruments in the PRC
12. To consider and approve the granting of a general mandate to apply for registration and issuance of debt financing instruments overseas
13. To consider and approve the granting of a general mandate to the Board of Directors to issue shares
14. To consider and approve the granting of a general mandate to the Board of Directors to repurchase H Shares

AS REPORTING DOCUMENT

15. Work reports of independent directors for the year 2023

By order of the Board

China Longyuan Power Group Corporation Limited*

Tang Jian

Chairman

Beijing, the PRC, 16 May 2024

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

NOTICE OF 2023 AGM

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 2023 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 2023 included the Report of Board of Directors for the year 2023, the Report of Supervisory Board for the year 2023, the audited financial statements and the auditor’s report for the year 2023.
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, 3 June 2024 to Thursday, 6 June 2024, 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, 31 May 2024.

In order to determine the holders of shares who are entitled to receive the proposed 2023 final dividend, the H share register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2023 (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 Thursday, 13 June 2024.

Pursuant to the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules, which came into effect on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2023 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

NOTICE OF 2023 AGM

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 Wednesday, 19 June 2024 (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 Thursday, 13 June 2024 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 9:30 a.m. on Wednesday, 5 June 2024). 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.

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2024



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 THE FIRST H SHAREHOLDERS CLASS MEETING IN 2024

NOTICE IS HEREBY GIVEN that the first H Shareholders Class Meeting for the year 2024 (the “**H Shareholders Class Meeting**”) of China Longyuan Power Group Corporation Limited* (the “**Company**”) will be held on Thursday, 6 June 2024 immediately after the conclusion of the first A shareholders class meeting in 2024 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China for the following purpose:

SPECIAL RESOLUTION

1. To consider and approve the granting of a general mandate to the Board of Directors to repurchase H Shares

By order of the Board

China Longyuan Power Group Corporation Limited*

Tang Jian

Chairman

Beijing, the PRC, 16 May 2024

As at the date of this notice, the executive directors of the Company are Mr. Tang Jian and Mr. Gong Yufei; the non-executive directors are Mr. Tang Chaoxiong 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. In order to determine the holders of Shares who are eligible to attend and vote at the H Shareholders Class Meeting, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive. To be eligible to attend and vote at the H Shareholders Class Meeting, unregistered holders of H Shares of the Company shall lodge relevant 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 Friday, 31 May 2024.
2. A Shareholder entitled to attend and vote at the H Shareholders Class Meeting may appoint one or more proxies (regardless of whether such proxy is a Shareholder) to attend and vote at the H Shareholders Class Meeting on his or her behalf.

* For identification purpose only

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2024

3. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorised in writing or, in the case of a legal person, must be executed either under its common seal or under the hand of its directors or attorney duly authorised.
4. 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 not less than 24 hours prior to the holding of the H Shareholders Class Meeting (i.e. not later than 9:30 a.m. on Wednesday, 5 June 2024). If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised by a notary. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time set out in such instrument.
5. 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 H Shareholders Class Meeting on behalf of the appointer.
6. Voting at the H Shareholders Class Meeting will be taken by way of onsite voting.
7. The Company has the right to request a Shareholder or a proxy who attends the H Shareholders Class Meeting on behalf of a Shareholder to provide proof of identity.
8. The H Shareholders Class Meeting is expected to take less than half a day. Shareholders who attend the H Shareholders Class Meeting shall be responsible for their own travel and accommodation expenses.