

---

**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 form of proxy and reply slip 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.

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



**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)**

**PROPOSED CHANGE OF DIRECTOR  
PROPOSED CHANGE OF SUPERVISOR  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2020**

---

The Company will convene the first extraordinary general meeting in 2020 (the “EGM”) at 10:00 a.m. on Friday, 28 February 2020 at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the PRC. Notice of EGM is set out in this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form 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 and for holders of Domestic Shares, the form of proxy should be returned to the Company’s head office in the PRC in any event not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. on Thursday, 27 February 2020) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or to (for holders of Domestic Shares) the Company’s head office in the PRC on or before Friday, 7 February 2020.

\* For identification purpose only

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	ii
<b>LETTER FROM THE BOARD</b> .....	1
<b>NOTICE OF EGM</b> .....	7

---

## DEFINITIONS

---

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

“Articles” or “Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board of Directors” or “Board”	board of Directors of the Company
“Company”	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 PRC and its H Shares are listed on the Hong Kong Stock Exchange
“Domestic Shares”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for and fully paid in RMB
“EGM”	the first extraordinary general meeting for the year 2020 to be held by the Company at 10:00 a.m. on Friday, 28 February 2020 at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the PRC
“H Shares”	overseas listed foreign shares in the 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
“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
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

---

## DEFINITIONS

---

“Notice of EGM”	the notice convening the EGM
“PRC”	the People’s Republic of China
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares

---

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 Director:*

Mr. Jia Yanbing (*Chairman*)

Mr. Sun Jinbiao

*Non-executive Directors:*

Mr. Liu Jinhuan

Mr. Luan Baoxing

Mr. Yang Xiangbin

*Independent Non-executive Directors:*

Mr. Zhang Songyi

Mr. Meng Yan

Mr. Han Dechang

*Registered office in the PRC:*

Room 1206, 12th Floor

No.7, Baishiqiao Street

Haidian District

Beijing

PRC

*Head office in the PRC:*

Tower C, International Investment Plaza

No.6-9 Fuchengmen North Street

Xicheng District

Beijing

PRC

*Principal place of business in Hong Kong:*

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

13 January 2020

*To the Shareholders*

Dear Sirs or Madams,

**PROPOSED CHANGE OF DIRECTOR  
PROPOSED CHANGE OF SUPERVISOR  
AND**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2020**

**INTRODUCTION**

This circular aims to give you the Notice of EGM and provide you with relevant information, to enable you to make an informed decision on whether to vote for or against the ordinary resolution relating to the proposed nomination of director and supervisor at the EGM.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

### ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Zhang Xiaoliang as a non-executive director of the Company to fill the vacancy left by resignation of Mr. Luan Baoxing; and
2. To consider and approve the appointment of Ms. Hao Jingru as a supervisor of the Company to fill the vacancy left by resignation of Mr. Chen Bin.

### PROPOSED CHANGE OF DIRECTOR

Mr. Luan Baoxing (“**Mr. Luan**”) proposes to resign as a non-executive director and a member of the Audit Committee of the Board of the Company due to work reasons, with effect from the date on which the proposed appointment of the new director is approved by the shareholders at the EGM of the Company. Mr. Luan has confirmed that he has no disagreement with the Board of the Company during his term of office and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Company would like to express its gratitude to Mr. Luan for his contribution to the Company during his term of office as a director of the Company.

In order to guarantee the good governance structure of the Company, Mr. Zhang Xiaoliang (“**Mr. Zhang**”) was nominated as a non-executive director and a member of the Strategic Committee of the Board of the Company, with effect from the date of the approval of Mr. Zhang as a non-executive director of the Company by the shareholders at the EGM to the expiration of the term of the current session of the Board. Meanwhile, Mr. Yang Xiangbin (“**Mr. Yang**”), a non-executive director of the Company, was appointed as a member of the Audit Committee of the Board, with effect from the date on which relevant change of director is approved by the shareholders at the EGM to the expiration of the term of the current session of the Board.

Details of Mr. Zhang, which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out as follows:

**Mr. Zhang Xiaoliang**, aged 48, graduated from Sichuan Union University with a master’s degree in engineering. He is a senior political engineer. He successively served as the deputy head and head of the Rights Protection Work Division of the Department of Communities and Youth’s Rights Protection under the Central Committee of the Communist Youth League of China (團中央社區和維護青少年權益部); the head of the Research Department of the Research Office of the National Academy of Governance (國家行政學院); the deputy director of the General Office, the director of the Information Center, the director

---

## LETTER FROM THE BOARD

---

of the Board of Directors Office (Reform Office), and the director of the Board of Directors Office (Party Group Office, Reform Office) of China Guodian Corporation (中國國電集團公司). Mr. Zhang currently serves as the director of the Party Group Office (Board of Directors Office) of China Energy Investment Corporation Limited (國家能源投資集團有限責任公司).

Save as disclosed above, Mr. Zhang did not hold any directorship in any listed companies or any other position of the Company and its subsidiaries in the past three years.

Save as disclosed above, Mr. Zhang has no relationship with any directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As of the date of this announcement, Mr. Zhang has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon due appointment as a director of the Company, Mr. Zhang will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the expiration of the term of the current session of the Board. Pursuant to the articles of association of the Company, Mr. Zhang will be subject to re-election upon the expiry of his term of office.

Mr. Zhang will not receive remuneration from the Company.

Save as disclosed above, as far as the Board is aware, there is no any other matters in relation to the appointment of Mr. Zhang as a director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **PROPOSED CHANGE OF SUPERVISOR**

Mr. Chen Bin (“**Mr. Chen**”) proposes to resign as the chairman of the supervisory board of the Company due to his retirement, with effect from 30 December 2019. Meanwhile, Mr. Chen proposes to resign as a supervisor of the Company, with effect from the date on which the proposed appointment of the new supervisor is approved by the shareholders at the EGM. Mr. Chen has confirmed that he has no disagreement with the supervisory board of the Company during his term of office and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Company would like to express its gratitude to Mr. Chen for his contribution to the Company during his term of office as a supervisor and the chairman of the supervisory board of the Company.

---

## LETTER FROM THE BOARD

---

In order to guarantee the good governance structure of the Company, Ms. Hao Jingru (“**Ms. Hao**”) was nominated as a supervisor of the Company, with effect from the date of the approval of Ms. Hao as a supervisor of the Company by the shareholders at the EGM to the expiration of the term of the current session of the supervisory board. Meanwhile, Mr. Yu Yongping (“**Mr. Yu**”), a supervisor of the Company, was appointed as the chairman of the supervisory board of the Company, with effect from 30 December 2019 to the expiration of the term of the current session of the supervisory board.

Details of Ms. Hao, which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out as follows:

**Ms. Hao Jingru**, aged 53, graduated from Party School of the Central Committee of CPC with a master’s degree in engineering. She is a senior accountant. She successively served as the deputy financial manager of Shenhua Shendong Coal Group Co., Ltd. (神華神東煤炭集團有限責任公司); person in charge of budget and business performance of the Finance Department, director of the Budget and Business Performance Division of the Finance Department, and deputy general manager of the Finance Department of Shenhua Group Corporation Limited (神華集團有限責任公司); deputy general manager of the Finance Department of Shenhua Group Corporation Limited; deputy general manager of the Financial Department of China Shenhua Energy Company Limited (中國神華能源股份有限公司); financial controller and deputy general manager of China Shenhua Coal-to-liquid and Chemical Company Limited (中國神華煤製油化工有限公司); and associate director of the Finance and Property Department of China Energy Investment Corporation Limited (國家能源投資集團有限責任公司). Ms. Hao currently serves as the associate director of the Finance Department of China Energy Investment Corporation Limited.

Save as disclosed above, Ms. Hao confirmed that she did not hold any directorship in any listed companies or any other position of the Company and its subsidiaries in the past three years.

Save as disclosed above, Ms. Hao has no relationship with any directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholder (as defined in the Listing Rules) of the Company.

As of the date of this announcement, Ms. Hao has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon due appointment as a supervisor of the Company, Ms. Hao will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the expiration of the term of the current session of the supervisory board. Pursuant to the articles of association of the Company, Ms. Hao will be subject to re-election upon the expiry of her term of office.



---

## LETTER FROM THE BOARD

---

Ms. Hao will not receive remuneration from the Company.

Save as disclosed above, as far as the Board is aware, there is no other matters in relation to the appointment of Ms. Hao as a supervisor of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **EGM**

The Company will convene the EGM at 10:00 a.m. on Friday, 28 February 2020 at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the PRC. Notice of EGM is set out in this circular.

In order to determine the holders of Shares who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 28 January 2020 to Friday, 28 February 2020, both days inclusive. To be eligible to attend and vote at the EGM, unregistered holders of the Company shall lodge relevant 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 or (for holders of Domestic Shares) the Company's head office in the PRC for registration not later than 4:30 p.m. on Friday, 24 January 2020.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the accompanying form 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 and for holders of Domestic Shares, the form of proxy should be returned to the Company's head office in the PRC by hand or by post in any event not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. on Thursday, 27 February 2020) or any adjourned meeting (as the case may be).

Shareholders who intend to attend the EGM in person or by proxy shall complete and return the accompanying EGM reply slip to the Company's head office in the PRC by hand, by post or by fax (fax number: (86) 10-6388 7780) (for holders of Domestic Shares), or return the EGM reply slip to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post (for holders of H Shares) on or before Friday, 7 February 2020.

---

## LETTER FROM THE BOARD

---

### VOTING BY POLL AT EGM

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 EGM will therefore demand a poll for the resolution put to the vote at the EGM pursuant to Article 80 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.

### RECOMMENDATION

The Board considers that the resolution set out in the Notice of EGM 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 Notice of EGM which are to be proposed at the EGM.

By order of the Board

**China Longyuan Power Group Corporation Limited\***

**Jia Nansong**

*Vice President, Board Secretary and Joint Company Secretary*

\* *For identification purpose only*

---

## NOTICE OF EGM

---



# 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 EXTRAORDINARY GENERAL MEETING IN 2020

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting in 2020 (the “**EGM**”) of China Longyuan Power Group Corporation Limited\* (the “**Company**”) will be held at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”), at 10:00 a.m. on Friday, 28 February 2020 for the following purpose:

#### ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Zhang Xiaoliang as a non-executive director of the Company to fill the vacancy left by resignation of Mr. Luan Baoxing.
2. To consider and approve the appointment of Ms. Hao Jingru as a supervisor of the Company to fill the vacancy left by resignation of Mr. Chen Bin.

By order of the Board

**China Longyuan Power Group Corporation Limited\***

**Jia Nansong**

*Vice President, Board Secretary and Joint Company Secretary*

Beijing, the PRC, 13 January 2020

*As at the date of this announcement, the executive directors of the Company are Mr. Jia Yanbing and Mr. Sun Jingbiao; the non-executive directors are Mr. Liu Jinhuan, Mr. Luan Baoxing and Mr. Yang Xiangbin; and the independent non-executive directors are Mr. Zhang Songyi, Mr. Meng Yan and Mr. Han Dechang.*

\* For identification purpose only

---

## NOTICE OF EGM

---

*Notes:*

1. In order to determine the holders of shares who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 28 January 2020 to Friday, 28 February 2020, both days inclusive. To be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall lodge share transfer documents with (for holder of H shares of the Company) 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 or (for holders of domestic shares of the Company) the Company's head office in the PRC at Tower C, International Investment Plaza, No. 6–9 Fuchengmen North Street, Xicheng District, Beijing, the PRC for registration not later than 4:30 p.m. on Friday, 24 January 2020.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the EGM on his, her or its behalf.
3. 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.
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 (for holders of H shares of the Company) or the Company's head office in the PRC (for holders of domestic shares of the Company) not less than 24 hours prior to the holding of the EGM (i.e. not later than 10:00 a.m. on Thursday, 27 February 2020). If such instrument 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.
5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of its board or other governing bodies may attend the EGM on behalf of the appointer.
6. The Company has the rights to request a Shareholder or a proxy who attends the EGM on behalf of a Shareholder to provide proof of identity.
7. Shareholders who intend to attend the EGM in person or by proxy shall return the EGM reply slip to the Company's head office in the PRC (for holders of domestic shares of the Company) by hand, by post or by fax (fax number: (86) 10–6388 7780), or return the EGM reply slip to the Company's H share registrar in Hong Kong, 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) by hand or by post on or before Friday, 7 February 2020.
8. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.
9. The contact of the Company is as follows:

Address : Tower C, International Investment Plaza  
6–9 Fuchengmen North Street  
Xicheng District  
Beijing, the PRC

Contact person : Mr. Jia Nansong

Telephone number : (86)10–6388 8008