
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 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)

**GENERAL MANDATE TO APPLY FOR REGISTRATION AND
ISSUANCE OF DEBT FINANCING INSTRUMENTS OVERSEAS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2020**

The Company will convene the second extraordinary general meeting in 2020 (the “EGM”) at 9:00 a.m. on Friday, 18 September 2020 at the Conference Room, 22/F, Block c, 6 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 9:00 a.m. on Thursday, 17 September 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.

* For identification purpose only

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DEFINITIONS

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

| | |
|----------------------------|---|
| “Articles” | the articles of association of the Company (as amended, modified or otherwise supplemented from time to time) |
| “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 second extraordinary general meeting for the year 2020 to be held by the Company at 9:00 a.m. on Friday, 18 September 2020 at the Conference Room, 22/F, Block c, 6 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 |
| “Notice of EGM” | the notice convening the EGM |
| “PRC” | the People’s Republic of China |
| “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 Directors:

Mr. Jia Yanbing (Chairman)

Mr. Sun Jinbiao

Non-executive Directors:

Mr. Liu Jinhuan

Mr. Yang Xiangbin

Mr. Zhang Xiaoliang

Independent Non-executive Directors:

Mr. Zhang Songyi

Mr. Meng Yan

Mr. Han Dechang

Registered office in the PRC:

Room 2006, 20/F,

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:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

31 August 2020

To the Shareholders

Dear Sirs or Madams,

**GENERAL MANDATE TO APPLY FOR REGISTRATION AND
ISSUANCE OF DEBT FINANCING INSTRUMENTS OVERSEAS
AND**

NOTICE OF THE SECOND 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 approval of the general mandate to apply for registration and issuance of debt financing instruments overseas at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

ORDINARY RESOLUTION

1. To approve the general mandate to apply for registration and issuance of debt financing instruments overseas

GENERAL MANDATE TO APPLY FOR REGISTRATION AND ISSUANCE OF DEBT FINANCING INSTRUMENTS OVERSEAS

In order to enhance the capital operation efficiency, thoroughly utilize the financing functions of the bond market, adjust the debt structure and minimize finance costs, the Company intends to issue RMB or USD bonds overseas. With a view to seizing the favorable opportunities that arise in the market, the Company intends to apply for the general mandate to issue the aforesaid debt financing instruments. The particulars are set out as follows:

1. To issue RMB or USD bonds overseas with an amount of not exceeding RMB10 billion equivalent under the condition of requirements of maximum issuance of debt financing instruments in compliance with relevant laws and regulations.
2. To propose at the general meeting to authorise 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;
3. The validity period of the above granting shall be 24 months from the date of consideration and approval of the resolution at the general meeting;
4. To propose at the general meeting to approve the delegation of authority by the Board to the Office of General Manager of the Company to deal with relevant matters within the scope of authorization above.

LETTER FROM THE BOARD

EGM

The Company will convene the EGM at 9:00 a.m. on Friday, 18 September 2020 at the Conference Room, 22/F, Block c, 6 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 Monday, 14 September 2020 to Friday, 18 September 2020, both days inclusive. To be eligible to attend and vote at the EGM, unregistered holders of Shares 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, 11 September 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. no later than 9:00 a.m. on Thursday, 17 September 2020) or any adjourned meeting (as the case may be).

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 need 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 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 resolution 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

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 SECOND EXTRAORDINARY GENERAL MEETING IN 2020

NOTICE IS HEREBY GIVEN that the second 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, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”), at 9:00 a.m. on Friday, 18 September 2020 for the following purpose:

ORDINARY RESOLUTION

1. To approve the general mandate to apply for registration and issuance of debt financing instruments overseas

By order of the Board

China Longyuan Power Group Corporation Limited*

Jia Nansong

Vice President, Board Secretary and Joint Company Secretary

Beijing, the PRC, 31 August 2020

As at the date of this notice, the executive directors of the Company are Mr. Jia Yanbing and Mr. Sun Jinbiao; the non-executive directors are Mr. Liu Jinhuan, Mr. Yang Xiangbin and Mr. Zhang Xiaoliang; 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 Monday, 14 September 2020 to Friday, 18 September 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 Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the PRC for registration not later than 4:30 p.m. on Friday, 11 September 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. no later than 9:00 a.m. on Thursday, 17 September 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. 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.
8. The contact of the Company is as follows:

Address : Block c
6 Fuchengmen North Street
Xicheng District
Beijing, the PRC

Contact person : Mr. Jia Nansong

Telephone number : (86)10-6388 8008