
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Dongfang Electric Corporation Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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東方電氣股份有限公司
DONGFANG ELECTRIC CO., LTD.

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

(Stock Code: 1072)

**(1) PROPOSED ELECTION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR;
AND
(2) SUPPLEMENTAL NOTICE OF THE 2024 FIRST
EXTRAORDINARY GENERAL MEETING**

A supplemental notice of the 2024 first extraordinary general meeting (the “EGM”) of Dongfang Electric Corporation Limited is set out on pages 6 to 8 of this supplemental circular. The EGM will be held as scheduled on Monday, 5 February 2024 at 9:00 a.m. at the conference room of the Company, No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the People’s Republic of China.

This supplemental circular and the accompanying revised proxy form applicable to the EGM have been posted on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (dfem.wsfg.hk).

23 January 2024

CONTENTS

	<i>Page</i>
Letter from the Board	1
I. Introduction	1
II. Proposed Election of Independent Non-Executive Director	2
III. EGM	2
IV. Voting	4
V. Recommendation	5
Supplemental Notice of the 2024 First Extraordinary General Meeting	6
Appendix I – Biographical Details of the Nominated Candidate for Independent Non-Executive Director	9

LETTER FROM THE BOARD



東方電氣股份有限公司
DONGFANG ELECTRIC CO., LTD.

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

(Stock Code: 1072)

Directors:

Mr. Yu Peigen (*Chairman*)
Mr. Song Zhiyuan
Mr. Liu Zhiquan
Mr. Zhang Yanjun

Registered Office:

No. 18 Xixin Road
High-Tech District (Western District)
Chengdu City
Sichuan Province, the PRC

Independent Non-executive Directors:

Mr. Liu Dengqing
Mr. Huang Feng
Mr. Ma Yongqiang

Principal place of business in Hong Kong:

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

23 January 2024

To the Shareholders:

Dear Sir and Madam,

**(1) PROPOSED ELECTION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR;
AND
(2) SUPPLEMENTAL NOTICE OF THE 2024 FIRST
EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

This supplementary circular (the “**Supplemental Circular**”) shall be read together with the circular of the Company dated 16 January 2024 (the “**Circular**”). Unless otherwise stated, the capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to provide you with the supplemental notice of the EGM; and information regarding the new ordinary resolution proposed to consider and approve the proposed election of independent non-executive Director, as well as further information to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM.

II. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 23 January 2024 in relation to the proposed election of independent non-executive Director.

The Board has received the proposal from Dongfang Electric Corporation, to nominate Mr. Zeng Daorong (“**Mr. Zeng**”) as a candidate for director of the tenth session of the Board of the Company (“**Director Candidate**”). Having considered the advice of the nomination committee of the Company, including the assessment of the independence of Director Candidate under Rule 3.13 of the Listing Rules, the Board has considered and approved the nomination of Mr. Zeng as a Director Candidate and will propose an ordinary resolution at the general meeting to consider and approve his appointment.

If the appointment of Mr. Zeng as a director of the Company is approved, the term of office of Mr. Zeng will commence from the date of the EGM until the expiry of the term of the tenth session of the Board. Biographical details of Mr. Zeng are set out in Appendix I to this circular.

III. EGM

The EGM and the H Shares Class Meeting are to be held as scheduled at the conference room of the Company, No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC at 9:00 a.m. and immediately after the A Shares Class Meeting of the Company to be convened and held on the same date and at the same place on Monday, 5 February 2024, respectively.

The above ordinary resolution to be presented is set out as Ordinary Resolution No. 3 in the supplemental notice of EGM on pages 6 to 8 of this Supplemental Circular.

Since the proxy form for the EGM (the “**Original Proxy Form**”) issued with the circular dated 16 January 2024 does not contain the new resolution in the supplemental notice of EGM, a revised proxy form (the “**Revised Proxy Form**”) will be issued with this Supplemental Circular.

LETTER FROM THE BOARD

If any Shareholder has not yet submitted the Original Proxy Form according to the instructions in the Notice of EGM and wishes to appoint a proxy to attend the EGM on his behalf, he is required to submit the Revised Proxy Form. In this case, the Shareholder shall not submit the Original Proxy Form.

Any Shareholder(s) entitled to attend and vote at the EGM or the H Shares Class Meeting is/are entitled to appoint one or more proxies to attend and vote on his/her/their behalf. A proxy need not be a Shareholder of the Company. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company's H share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish. Shareholders who intend to attend the EGM in person or by proxy should complete and return the reply slips in accordance with the instructions printed thereon on or before Sunday, 4 February 2024.

For any Shareholder who has submitted the Original Proxy Form according to the instructions in the Notice of EGM, please note that:

- (i) if the Shareholder has not submitted the Revised Proxy Form, the Original Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The proxy appointed according to the Original Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) at the EGM on the resolutions proposed in the Notice of EGM, and to vote at his discretion on the new resolutions set out in the supplemental notice of EGM;
- (ii) if the Shareholder has submitted the Revised Proxy Form prior to the deadline set out in the Notice of EGM, then the Revised Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The Original Proxy Form shall be deemed to be revoked. The proxy appointed pursuant to the Revised Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) on any resolution (including the new resolutions set out in the supplemental notice of EGM) proposed in an appropriate manner at the EGM; and

LETTER FROM THE BOARD

- (iii) if the Shareholder submitted the Revised Proxy Form after the designated time, or the Revised Proxy Form submitted is improperly completed, the Revised Proxy Form will be invalid. The Original Proxy Form, if properly completed, will be treated as a valid proxy form submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Revised Proxy Form was submitted.

IV. VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM shall therefore demand voting on all resolutions set out in the notices of the EGM to be taken by way of poll pursuant to Article 96 of the Articles of Association.

Every Shareholder present in person or by proxy shall have one vote for each Share registered in his/her name in the register of members of the Company pursuant to Article 94 of the Articles of Association. A Shareholder entitled to two or more than two votes need not cast all the votes he/she used in the same manner pursuant to Article 98 of the Articles of Association.

The aforesaid resolution in relation to the proposed election of independent non-executive Director is an ordinary resolution to be passed by the affirmative votes representing at least one half of the total number of Shares held by the attending Shareholders having voting rights.

Among which, resolution in relation to the proposed election of independent non-executive Director will adopt the method of cumulative poll, the voting rights that each Share held by the Shareholders shall equal the number of the proposed Directors to be elected and the Shareholders may apply all his/her entitled voting rights together. In particular, during the election of Directors, the number of votes for each Shareholder shall be the number of Shares held by him/her multiplied by the total number of the Directors to be elected whom he/she can vote, such votes could only be voted for the candidates of the Directors of the Company, and the candidates who got the most votes shall be elected.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors are of the view that the aforesaid resolution at the EGM is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the supplemental notice of EGM to be proposed at the EGM.

Yours faithfully,

By Order of the Board

Dongfang Electric Corporation Limited

Yu Peigen

Chairman



東方電氣股份有限公司
DONGFANG ELECTRIC CO., LTD.

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

(Stock Code: 1072)

**SUPPLEMENTAL NOTICE OF THE 2024
FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the notice (the “**Notice**”) of the 2024 First Extraordinary General Meeting (the “**EGM**”) dated 16 January 2024 of Dongfang Electric Corporation Limited (the “**Company**”) which sets out the date, time and place of the EGM as well as the resolutions to be presented at the EGM for Shareholders’ consideration and approval.

A SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM of the Company will be held as scheduled at the conference room of the Company, No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Monday, 5 February 2024, at which, in addition to the resolutions contained in the Notice, the following resolution will also be considered and approved at discretion. Save as mentioned herein, all information and contents set out in the Notice remain unchanged.

ORDINARY RESOLUTION

3.00 Resolution on election of independent non-executive Director

3.01 To elect Zeng Daorong as an independent non-executive Director of the tenth session of the Board of the Company

By Order of the Board
Dongfang Electric Corporation Limited
Feng Yong
Joint Company Secretary

Chengdu, Sichuan Province, the PRC
23 January 2024

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

Directors: Yu Peigen, Song Zhiyuan, Liu Zhiquan and Zhang Yanjun

Independent Non-executive Directors: Liu Dengqing, Huang Feng and Ma Yongqiang

SUPPLEMENTAL NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or more proxies (who need not be a Shareholder of the Company) to attend the EGM and vote thereat in his/her stead. For Shareholders of the Company who appoint more than one proxy, the voting right can only be exercised by their proxies on a poll.
2. Since the proxy form for the EGM (the “**Original Proxy Form**”) issued with the circular dated 16 January 2024 does not contain the new resolution in the supplemental notice of EGM, a revised proxy form (the “**Revised Proxy Form**”) is issued with this supplemental circular.
3. If any Shareholder has not yet submitted the Original Proxy Form according to the instructions in the Notice of EGM and wishes to appoint a proxy to attend the EGM on his behalf, he is required to submit the Revised Proxy Form. In this case, the Shareholder shall not submit the Original Proxy Form.
4. For any Shareholder who has submitted the Original Proxy Form according to the instructions in the Notice of EGM, please note that:
 - (i) if the Shareholder has not submitted the Revised Proxy Form, the Original Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The proxy appointed according to the Original Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) at the EGM on the resolutions proposed in the Notice of EGM, and to vote at his discretion on the new resolutions set out in the supplemental notice of EGM;
 - (ii) if the Shareholder has submitted the Revised Proxy Form prior to the deadline set out in the Notice of EGM, then the Revised Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The Original Proxy Form shall be deemed to be revoked. The proxy appointed pursuant to the Revised Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) on any resolution (including the new resolutions set out in the supplemental notice of EGM) proposed in an appropriate manner at the EGM; and
 - (iii) if the Shareholder submitted the Revised Proxy Form after the designated time, or the Revised Proxy Form submitted is improperly completed, the Revised Proxy Form will be invalid. The Original Proxy Form, if properly completed, will be treated as a valid proxy form submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Revised Proxy Form was submitted.

SUPPLEMENTAL NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

5. Any Shareholder of the Company who intends to appoint a proxy to attend the EGM shall put it in writing, to be signed by the appointer or his/her attorney duly authorized in writing. If any holder of the Company's H Shares who intends to appoint a proxy is a corporation, the proxy form must be affixed with the common seal of such Shareholder, or signed by any of its directors or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the Shareholder of the Company, the power of attorney or other authority must be notarially certified. The notarially certified power of attorney or other authority together with the instrument appointing the proxy must be delivered to the Company's H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) not later than 24 hours before the time appointed for the holding of the EGM. Completion and return of the proxy form will not affect the rights of the Shareholders of the Company to attend and vote at the EGM in person.
6. Proxies of holders of the Company's H Shares shall bring along the proxy form, instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the EGM.
7. An ordinary resolution shall be passed by Shareholders (including proxies) representing more than half of the votes represented by the Shareholders (including proxies) present at the EGM. A special resolution shall be passed by Shareholders (including proxies) representing more than two-third of the votes represented by the Shareholders (including proxies) present at the EGM.
8. Directors, Supervisors and senior management of the Company and the witnessing lawyers and other relevant staff members employed by the Company will attend the EGM.
9. The EGM will last for no more than one day. Shareholders and proxies attending the EGM of the Company should be responsible for their own accommodation, travelling and other relevant expenses.
10. Contact details of the Company are set out as follows:

Correspondence address: No. 18 Xixin Road, High-Tech District (Western District), Chengdu City, Sichuan Province, the PRC

Contact person: Mr. Liu Zhi
Telephone: (86) 28 8758 3666
Fax: (86) 28 8758 3551
Email address: dsb@dongfang.com
Postal code: 611731

**APPENDIX I BIOGRAPHICAL DETAILS OF THE NOMINATED CANDIDATE FOR
INDEPENDENT NON-EXECUTIVE DIRECTOR**

Biographical Details of the Nominated Candidate for the independent non-executive Director of the Tenth Session are as follows:

Mr. Zeng Daorong

Zeng Daorong(曾道榮), born in November 1960, with graduate degree, holding a doctor's degree in management, a professor and Grade 3 Staff, graduated from Southwestern University of Finance and Economics in July 1986, majoring in accounting, and stayed on as a teacher in the university. He served as deputy secretary of the general branch of the School of Accounting of Southwestern University of Finance and Economics from February 1992 to February 1994; the deputy director and director of the General Affairs Office of Southwestern University of Finance and Economics from February 1994 to July 2007; the general manager of Logistics Service Corporation (後勤服務總公司) from September 2000 to July 2007; the assistant to the president of Southwestern University of Finance and Economics and the general manager of Logistics Service Corporation from July 2007 to June 2008; a member of the standing committee and vice president of the committee of Southwestern University of Finance and Economics from June 2008 to December 2012; the deputy secretary of the committee of Southwestern University of Finance and Economics from December 2012 to August 2022.

The remuneration of Mr. Zeng is proposed to comprise of two parts, i.e., basic annual remuneration and allowance, among which, the basic annual remuneration is RMB70,000. For those serving as the chairpersons of the special committees, RMB10,000 is added to such standard basis, which will be calculated and paid on the actual working time in a year. The allowance is of RMB3,000 for each attendance of the meeting of the Board or the special committee, all on a pretax basis.

As at the date of this circular, save as disclosed above, Mr. Zeng has confirmed that he (i) does not have any relationship with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company; (ii) does not hold any other position with the Company or other members of the Group; (iii) did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) is not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.