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**東方電氣股份有限公司**

**Dongfang Electric Corporation Limited**

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

(Stock Code: 1072)

**ANNOUNCEMENT OF POLL RESULTS OF THE  
2013 ANNUAL GENERAL MEETING**

The Board is pleased to announce that the AGM was held on Tuesday, 29 April 2014 at 9:00 a.m. at the conference room of the Company, No. 333 Shuhan Road, Chengdu City, Sichuan Province, the PRC. All resolutions as set out in the AGM Notice were duly passed by way of poll (onsite voting and online voting) without amendments by the attending Shareholders and authorized proxies carrying voting rights.

Reference is made to the circular (the “**Circular**”) and the notice (the “**AGM Notice**”) of the 2013 Annual General Meeting (the “**AGM**”) of Dongfang Electric Corporation Limited (the “**Company**”) both dated 14 March 2014. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as defined in the AGM Notice.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, the AGM was held on Tuesday, 29 April 2014 at 9:00 a.m. at the conference room of the Company, No. 333 Shuhan Road, Chengdu City, Sichuan Province, the People's Republic of China (the “**PRC**”). Without any new resolution being proposed at the AGM, all resolutions as set out in the AGM Notice were duly passed by way of poll (onsite voting and online voting) without amendments by the attending shareholders of the Company (the “**Shareholders**”) and authorized proxies carrying voting rights.

Mr. Si Zefu, the chairman of the Company, acted as the chairman of the AGM and presided thereat, and some of the Directors, supervisors, senior management members and auditors of the Company, attesting lawyers and scrutineer for the poll attended the AGM.

Hong Kong Registrars Limited (“**H Share Registrar**”) was appointed as the scrutineer for the poll at the AGM, while the attesting lawyers, the Shareholder representative and supervisor representative of the Company were responsible for vote-counting and supervision thereof. The lawyers from Beijing King & Wood Mallesons attended and witnessed the AGM and had given legal opinions which are set out as follows: (i) the convening and holding procedures of the AGM are in accordance with the relevant laws of the Companies Law, the Securities Law and the Rules Governing the Shareholders’ Meeting of the Listed Companies, administrative regulations, regulatory documents and the articles of association of the Company; (ii) the eligibility of the persons who attended the AGM and the qualification of the convenor are lawful and valid; and (iii) the voting procedures and results of the AGM are lawful and valid.

## **AGM**

As at the date of the AGM, there were a total of 2,003,860,000 Shares in issue (including 1,663,860,000 A Shares and 340,000,000 H Shares) entitling the Shareholders to attend and vote for or against the resolutions at the AGM. There was no restriction on any Shareholder to cast their votes for or against the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and vote only against the resolutions as contained in the AGM Notice.

No Shareholder of the Company was required to abstain from voting on any of the resolutions at the AGM. No person was mentioned in the Circular containing the AGM Notice that it/he/she intended to abstain from voting on or vote against any of the resolutions at the AGM, as the Company had not been informed of any of such intention prior to the issue of the Circular.

A total of 27 Shareholders and authorized proxies holding an aggregate of 1,143,588,605 Shares attended the AGM (onsite voting and online voting), all of them accounting for approximately 57.07% of the total number of Shares with voting rights. Among which, 1,003,645,162 Shares are held by holders of A Shares, representing approximately 50.09% of the total number of Shares with voting rights while 139,943,443 Shares are held by holders of H Shares, representing approximately 6.98% of the total number of Shares with voting rights.

The poll results for the resolutions as set out in the AGM Notice are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)			Total Votes
		FOR	AGAINST	ABSTAIN	
1.	To consider and approve the report of the Board of the Company for the year ended 31 December 2013	1,143,360,971 (99.980%)	124,794 (0.011%)	102,840 (0.009%)	1,143,588,605
2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2013	1,143,360,971 (99.980%)	124,794 (0.011%)	102,840 (0.009%)	1,143,588,605
3.	To consider and approve the proposal for the distribution of profits after tax for the year ended 31 December 2013 of the Company, including the proposal for the declaration and payment of final dividend for the year ended 31 December 2013	1,143,018,923 (99.950%)	560,642 (0.049%)	9,040 (0.001%)	1,143,588,605
4.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2013	1,143,360,971 (99.980%)	124,794 (0.011%)	102,840 (0.009%)	1,143,588,605
5.	To consider and approve the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) as the auditors of the Company auditing the Company's financial statements for the year 2014 and authorize the Board to determine its remuneration	1,142,860,971 (99.936%)	124,794 (0.011%)	602,840 (0.053%)	1,143,588,605
6.	To consider and approve the adoption of the Company's shareholders' return plan for the next three years (2014-2016)	1,142,518,923 (99.906%)	466,842 (0.041%)	602,840 (0.053%)	1,143,588,605

SPECIAL RESOLUTION		Number of Votes (%)			Total Votes
		FOR	AGAINST	ABSTAIN	
7.	To consider and approve the amendments to the articles of association; and authorize the Board to deal with, in its absolute discretion, all matters relating to the proposed amendments to the Articles of Association.	1,142,518,923 (99.906%)	966,842 (0.085%)	102,840 (0.009%)	1,143,588,605

As more than half of the votes were cast in favour of each of the Ordinary Resolutions no. 1 to no. 6, Resolutions no. 1 to no. 6 were duly passed as Ordinary Resolutions.

As more than two-thirds of the votes were cast in favour of Resolution no. 7, Resolution no. 7 was duly passed a special resolution.

Shareholders of the Company may refer to the Circular and the AGM Notice both dated 14 March 2014 for details of the above resolutions.

## DISTRIBUTION OF FINAL DIVIDENDS FOR THE YEAR ENDED 31 DECEMBER 2013

Pursuant to the proposal for the distribution of profits after tax of the Company for the year ended 31 December 2013 passed at the AGM, the Company announces that the final dividend for the year ended 31 December 2013 will be distributed in the following manner:

1. In accordance with the provisions of the articles of association of the Company, dividends or other distributions of domestic shares of the Company shall be denominated and paid in Renminbi (“**RMB**”), dividends or other payments to the Company’s overseas listed foreign shareholders shall be denominated and declared in RMB and paid in foreign currencies. Accordingly, dividends for holders of A Shares will be settled in RMB, in respect of which a further announcement will be made. Dividends for holders of H Shares will be settled in Hong Kong Dollar (“**HK\$**”). The exchange rate adopted for payment of dividends in HK\$ would be the average middle exchange rate of HK\$ against RMB announced by the People’s Bank of China in a week (22 April to 28 April 2014) prior to the date of declaration of dividends (excluding the date on which the dividends are declared).

The exchange rate adopted for payment of final dividends for the year 2013 by the Company to holders of H Shares in HK\$ was HK\$1.00: RMB0.7944, which was the average middle exchange rate of HK\$ against RMB announced by the People’s Bank of China in a week (22 April to 28 April 2014) prior to 29 April 2014 (the day on which dividends are declared). Hence, the final dividends payable to holders of H Shares amount to:

$$\frac{\text{RMB0.18 per share}}{\text{RMB0.7944/HK\$}} = \text{HK\$0.2266 per share}$$

## 2. Enterprise Income Tax Withholding of Overseas Non-Resident Enterprises

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China which came into effect on 1 January 2008 and its implementing rules, the Company shall be obligated to withhold 10% enterprise income tax when it distributes 2013 final dividend to non-resident enterprise holders of H shares, including Hong Kong Securities Clearing Company Nominees Limited, as appeared on the Company's register of members of H shares on the Record Date (as defined below); if a legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Company's confirmation with the relevant tax authorities of such opinion, the Company will not withhold any enterprise income tax when it distributes 2013 final dividend to resident enterprise holders of H shares appeared on the Company's register of members of H shares on the Record Date.

If any resident enterprise (as defined in the Enterprise Income Tax Law of the People's Republic of China) appeared on the Company's register of members of H shares which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Company withhold the said 10% enterprise income tax, it shall submit to the H Share Registrar at or before 4:30 p.m. on Monday, 5 May 2014 a legal opinion, issued by a PRC qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status.

### **Individual Income Tax Withholding of Overseas Individual Shareholders**

The Circular on the Questions Concerning Tax on the Profits Earned by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners from the Transfer of Stocks (Stock Rights) and on Dividend Income (Guo Shui Fa [1993] No. 045) was repealed on 4 January 2011, and therefore individual holders of H shares who hold the Company's H shares and whose names appear on the register of members of H shares of the Company can no longer be exempted from PRC individual income tax.

Pursuant to the aforesaid tax regulations and the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348), the Company shall generally be obligated to withhold individual income tax at the tax rate of 10% when it distributes 2013 final dividends to individual holders of H shares appeared on the Company's register of members of H shares on the Record Date. However, if tax regulations and relevant tax agreements specify otherwise, the Company will withhold individual income tax on the dividend at the relevant tax rate and in accordance with the procedures.

If individual holders appeared on the Company's register of members of H shares are citizens from countries applying a tax rate of less than 10% under tax agreements, and are not subject to the individual tax withholding at the rate of 10% by the Company, the Company may handle applications on their behalf for preferential treatments as stipulated in relevant provisions pursuant to the Notice of the State Administration of Taxation on Issues about the Administrative Measures for Non-residents to Enjoy the Treatments of Tax Treaties (for Trial Implementation) (Guo Shui Fa [2009] No. 124). Eligible shareholders are required to submit to the H Share Registrar by 4:30 p.m. On Monday, 5 May 2014 a written authorization and relevant submission documents, which shall be passed by the Company to the tax authorities in charge for approval, after which the excess portion of the tax amounts withheld can be refunded.

The Company will withhold the enterprise income tax as well as the individual income tax for shareholders as required by law from the members in the Company's register of members of H shares on the Record Date. The Company assumes no liability and will not deal with any dispute over income tax withholding arising from failure to submit proof materials within the stipulated time frame, and holders of H shares shall either personally or appoint a representative to attend to the procedures in accordance with the applicable tax regulations and relevant provisions of the PRC.

3. For the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend for the year ended 31 December 2013, the register of members of the Company will be closed from Tuesday, 6 May 2014 to Sunday, 11 May 2014 (the record date for holders of H Shares, the "**Record Date**"), both dates inclusive, during which period no transfers of Shares will be effected. In order to be qualified for the payment of proposed final dividend for the year ended 31 December 2013, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of H Shares with the Company's registrar in respect of H Shares, namely, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 5 May 2014.
4. Shareholders and investors should peruse the above contents carefully. If the name of any holder of H Shares appears on the register of members in respect of H Shares, please make enquiries with your nominees or trust organization for details of the relevant arrangements. The Company is not obliged to confirm the identities of the Shareholders. The Company will strictly comply with the applicable PRC rules and regulations, and withhold and pay the individual income tax on behalf of the relevant Shareholders based on the register of holders of H Shares of the Company on the Record Date. The Company will not accept any requests relating to any delay in confirming the identity of the Shareholders or amending any errors in the identity of the Shareholders.
5. The Company has appointed the Bank of China (Hong Kong) Trustees Limited as the payment trustee in Hong Kong (the "**Payment Trustee**"). The Company will pay the declared dividends for H Shares to the Payment Trustee, who will hold the dividends in trust for holders of H Shares pending payment to them. On or before 30 May 2014, the Payment Trustee will dispatch the final dividends cheques to holders of H Shares whose names appeared on the H Shares register of members of the Company on 11 May 2014 (the Record Date).

## **DOCUMENTS AVAILABLE FOR INSPECTION**

1. The minutes and resolutions of the AGM; and
2. The legal opinion issued by King & Wood Mallesons in respect of the AGM.

By Order of the Board  
**Dongfang Electric Corporation Limited**  
**Gong Dan**  
*Company Secretary*

Chengdu, Sichuan Province, the PRC  
29 April 2014

As at the date of this announcement, the Directors of the Company are:

*Directors:* Si Zefu, Zhang Xiaolun, Wen Shugang, Huang Wei, Zhu Yuanchao and Zhang Jilie

*Independent non-executive Directors:* Li Yanmeng, Zhao Chunjun and Peng Shaobing