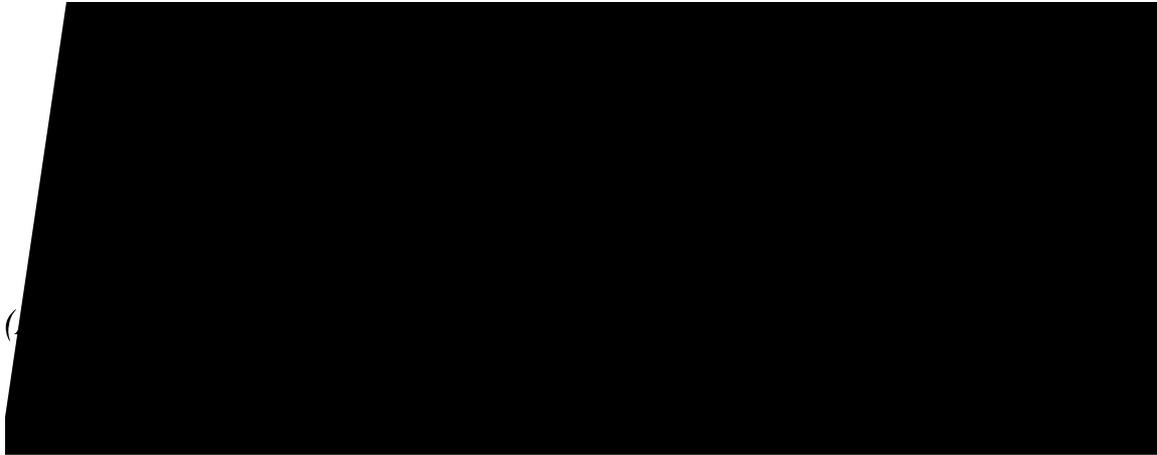


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NOTICE OF 2013 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2013 Annual General Meeting (the “**AGM**”) of Dongfang Electric Corporation Limited (the “**Company**”) will be held at the conference room of the Company, No. 333 Shuhan Road, Chengdu City, Sichuan Province, the People’s Republic of China (the “**PRC**”) on Tuesday, 29 April 2014 at 9:00 a.m., for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions:

I. ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (“**Directors**”) of the Company for the year ended 31 December 2013.
2. To consider and approve the report of the supervisory committee (the “**Supervisory Committee**”) of the Company for the year ended 31 December 2013.
3. To consider and approve the proposal for the distribution of profits after tax for the year ended 31 December 2013, including the proposal for the declaration and payment of final dividend for the year ended 31 December 2013.
4. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2013.

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.
6. To consider and approve the adoption of the Company’s shareholders’ return plan for the next three years (2014-2016).

II. SPECIAL RESOLUTIONS

7. To consider and approve the amendments to the articles of association of the Company (“**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 by way of a special resolution.

“**THAT**

Pursuant to the requirements of the Listed Companies Regulatory Guidance No.3 —Cash Dividends Distribution of Listed Companies (Zheng Jian Hui Gong Gao [2013] No. 43) (《上市公司監管指引第3號—上市公司現金分紅》(證監會公告[2013]43號)) issued by China Securities Regulatory Commission, the Company plans to amend the relevant sections relating to cash dividends distribution in the Articles of Association.

The amendments are set out as follows:

	Original Article	Amended Article
Article 191	The Company may distribute dividends by way of cash or stocks.	The Company may distribute dividends by way of cash or stocks.

	<p>Investors' reasonable investment return shall be respected in the Company's profit distribution, the Company shall fully listen to the opinions of the minority shareholders, protect the lawful interests of minority investors and safeguard the rights that shareholders of the Company are entitled to by laws such as return on assets. The profit distribution policies of the Company shall maintain continuity and stability in compliance with relevant laws and regulations as well as regulations of CSRC.</p> <p>The management and the Board of the Company shall formulate cash dividend proposal according to the Company's profitability and actual needs for its business development in consideration of its capital demand, reasonable investment returns to shareholders, the social capital cost and external financing conditions.</p>	<p>Cash dividend is prior to share dividend. If the Company satisfies the cash dividends conditions, it is required to make dividend distribution with cash dividends. Where the Company's share capital size and equity structure are rational and its share capital increases in line with its results growth, the Company may distribute its profit by shares. The profit distribution by shares by the Company shall be on the premise of giving reasonable cash dividends return to shareholders and maintaining proper share capital size, and give comprehensive consideration to the growth, dilution of net asset value per share and other factors.</p> <p>Investors' reasonable investment return shall be respected in the Company's profit distribution, the Company shall fully listen to the opinions of the minority shareholders, protect the lawful interests of minority investors and safeguard the rights that shareholders of the Company are entitled to by laws such as return on assets. The profit distribution policies of the Company shall maintain continuity and stability in compliance with relevant laws and regulations as well as regulations of CSRC.</p> <p>The management and the Board of the Company shall formulate profit distribution plan according to the Company's profitability and actual needs for its business development in consideration of its capital demand, reasonable investment returns to shareholders, the social capital cost and external financing conditions as well as the will of minority shareholders and opinions of independent directors.</p>
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	<p>After every half of an accounting year or every accounting year, according to the actual conditions and development objectives of the Company, the Board of the Company shall formulate an annual or interim cash dividend distribution proposal, which will be submitted to a general meeting for approval upon consideration and approval of the supervisory committee.</p> <p>Independent directors shall issue independent opinions on whether such cash dividend proposal is proper, stable and effective in protecting the interests of the investors.</p> <p>The supervisor committee shall supervise the implementation of profit distribution policies and decision-making procedures by the Board and the management.</p> <p>In the event of any adjustments or alterations to cash dividend policies as a result of material changes in external business environment or own operating conditions, the Board shall submit a proposal to be voted on at a general meeting after independent directors have given their opinions thereon and the supervisory committee has approved such proposal.</p>	<p>After every half of an accounting year or every accounting year, according to the actual conditions and development objectives of the Company, the Board of the Company shall formulate an annual or interim cash dividend distribution proposal, which will be submitted to a general meeting for approval upon consideration and approval of the supervisory committee.</p> <p>Independent directors shall issue independent opinions on whether such cash dividend proposal is proper, stable and effective in protecting the interests of the investors.</p> <p>The supervisor committee shall supervise the implementation of profit distribution policies and decision-making procedures by the Board and the management.</p> <p>Independent directors may solicit opinions of minority shareholders, put forth cash dividends distribution proposals and directly submitted to the Board for consideration.</p> <p>In the event of any adjustments or alterations to cash dividend policies as a result of material changes in external business environment or own operating conditions, the Board shall submit a proposal to be voted on at a general meeting after independent directors have given their opinions thereon and the supervisory committee has approved such proposal.</p>
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	Resolutions made by the Board on proposed adjustments to cash dividend policies shall be approved by over two thirds of all directors and independent directors. Resolutions made by the supervisory committee on proposed adjustments to profit distribution policies shall be approved by over two thirds of all supervisors. Adjustments to profit distribution policies proposed for consideration at a general meeting shall be approved by over two thirds of the shareholders present at such general meeting.	Resolutions made by the Board on proposed adjustments to profit distribution policies shall be approved by over two thirds of all directors and independent directors. Resolutions made by the supervisory committee on proposed adjustments to profit distribution policies shall be approved by over two thirds of all supervisors. Adjustments to profit distribution policies proposed for consideration at a general meeting shall be approved by over two thirds of the shareholders present at such general meeting.
Article 198	<p>Cash dividend policies of the Company:</p> <p>(1) Cash dividends of the Company shall be distributed in proportion to the shares held by shareholders, except where non-pro rata distribution is provided pursuant to laws and regulations or the Articles of Association.</p> <p>(2) Where net profit attributable to shareholders of the Company for that year and the accumulated distributable profit as at the end of that year are positive, dividends can be distributed in cash;</p> <p>(3) Where the undistributed profit of the Company is positive, the profit distributed in cash for the last three years shall not be less than 30% of the average annual distributable profit realized for the last three years.</p>	<p>Cash dividend policies of the Company:</p> <p>(1) Cash dividends of the Company shall be distributed in proportion to the shares held by shareholders, except where non-pro rata distribution is provided pursuant to laws and regulations or the Articles of Association.</p> <p>(2) Where net profit attributable to shareholders of the Company for that year and the accumulated distributable profit as at the end of that year are positive, dividends can be distributed in cash;</p> <p>(3) Where the undistributed profit of the Company is positive, the profit distributed in cash for the last three years shall not be less than 30% of the average annual distributable profit realized for the last three years.</p>

	<p>(4) Where the Company makes a profit with sufficient capital, the Company may distribute interim dividends. Unless the general meeting otherwise resolves, the Board shall be authorized by the general meeting to distribute interim dividends. Unless the laws and regulations otherwise require, the amount of interim dividends shall not exceed 50% of the distributable profit as mentioned in the interim profit statement.</p> <p>(5) Where the Company makes a profit for that year without a cash dividend proposal, the Company shall have sufficient reasons, specify the use of retained capital and make corresponding plans. In addition, the Company shall disclose such reasons and use plans in regular reports, with independent opinions from independent directors expressed thereon.</p> <p>(6) In the event of misappropriation of the Company's capital by a shareholder, the Company shall deduct the capital misappropriated by such shareholder from cash dividends attributable to such shareholder.</p>	<p>(4) Where the Company makes a profit with sufficient capital, the Company may distribute interim dividends. Unless the general meeting otherwise resolves, the Board shall be authorized by the general meeting to distribute interim dividends. Unless the laws and regulations otherwise require, the amount of interim dividends shall not exceed 50% of the distributable profit as mentioned in the interim profit statement.</p> <p>(5) Where the Company makes a profit for that year without a cash dividend proposal, the Company shall have sufficient reasons, specify the use of retained capital and make corresponding plans. In addition, the Company shall disclose such reasons and use plans in regular reports, with independent opinions from independent directors expressed thereon.</p> <p>(6) In the event of misappropriation of the Company's capital by a shareholder, the Company shall deduct the capital misappropriated by such shareholder from cash dividends attributable to such shareholder.</p>
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	<p>After the profit distribution plan is resolved at a general meeting, the Board of the Company shall complete cash dividend distribution within two months upon the date of such general meeting.</p>	<p>(7) Where the cash dividend conditions are satisfied, if the Company is in a mature development stage without significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 80%; if the Company is in a mature development stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 40%; and if the Company is in a growth stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 20%.</p> <p>After the profit distribution plan is resolved at a general meeting, the Board of the Company shall complete cash dividend distribution within two months upon the date of such general meeting.”</p>
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By Order of the Board
Dongfang Electric Corporation Limited
Gong Dan
Company Secretary

Chengdu, Sichuan Province, the PRC
14 March 2014

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

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*

Notes:

1. All holders of the Company's H Shares whose names appear on the register of members of the Company at 4:30 p.m. on Friday, 28 March 2014 are entitled to attend the AGM and should bring along their identity cards or passports when attending the AGM. Holders of the Company's H Shares should note that the register of members of the Company will be closed from Saturday, 29 March 2014 to Tuesday, 29 April 2014 (both dates inclusive), during which period no transfers of Shares will be effected. All Transfer documents accompanied by the relevant share certificates must be lodged 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 Friday, 28 March 2014. Holders of the Company's H Shares who intend to attend the AGM shall deliver reply slip for attending at the AGM, a copy of each of the shareholding document(s), copies of their identity cards or passports (with the pages showing the names of such shareholders), as well as the proxy form (if applicable) and copies of their proxies' identity cards or passports, by hand, by post or by facsimile, to the correspondence address of the Company with the attention to the office of the Board on or before Tuesday, 8 April 2014. The record date and arrangements in respect of the holders the Company's A Share who are entitled to attend the AGM will be determined and announced separately in the PRC by the Company.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or more proxies (who need not be a shareholder of the Company) to attend the AGM and vote thereat in his 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.
3. Any shareholder of the Company who intends to appoint a proxy to attend the AGM shall put it in writing, to be signed by the appointer or his attorney duly authorized in writing. If the shareholder of the Company 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 office of the Board aforesaid not later than 24 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not affect the rights of the shareholders of the Company to attend and vote at the AGM in person.

4. The registration procedures for attending the AGM as set out in note 1 above (if any) shall not constitute a necessary condition to the lawful entitlement of the Company's shareholders to attend the AGM.
5. Proxies of holders of the Company's H Shares shall bring along the proxy form and the proxies' identity cards or passports to attend the AGM.
6. 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 shareholders' meeting. A special resolution shall be passed by shareholders (including proxies) representing more than two-thirds of the votes represented by the shareholders (including proxies) present at the shareholders' general meeting.
7. Directors, supervisors and senior management of the Company and the witnessing lawyers and other relevant staff members employed by the Company will attend the AGM.
8. The AGM will last for no more than one day. Shareholders of the Company attending the AGM should be responsible for their own travelling and accommodation expenses.
9. Contact details of the Company are set out as follows:

Correspondence Address:	No. 333, Shuhan Road Chengdu City, Sichuan Province, the PRC
Contacts person:	Mr. Liu Zhi
Telephone number:	(8628) 8758 3666 or (8628) 8758 3550
Facsimile number:	(8628) 8758 3551
Postal Code:	610036