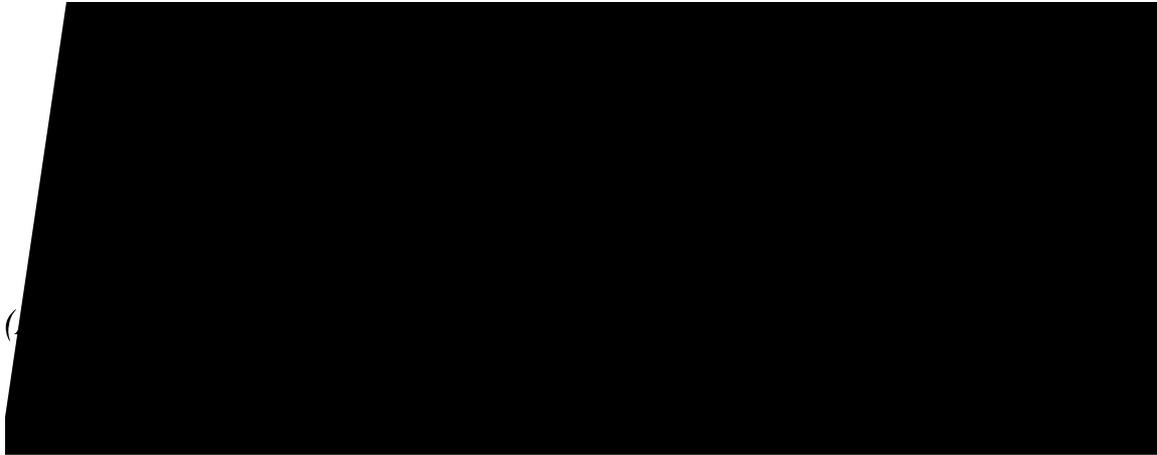


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## **NOTICE OF 2014 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 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**”) at 9:00 a.m. on Friday, 26 June 2015, for the purpose of considering and, if thought fit, approving the following resolutions:

### **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 2014.
2. To consider and approve the report of the supervisory committee (the “**Supervisory Committee**”) of the Company for the year ended 31 December 2014.
3. To consider and approve the proposal for the distribution of profits after tax of the Company for the year ended 31 December 2014, including the proposal for the declaration and payment of final dividend of the Company for the year ended 31 December 2014.
4. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2014.

5. To consider and approve the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) as the auditor of the Company to audit the Company's financial statements for the year 2015 and authorize the Board to determine its remuneration.

## **REPORTING EVENT**

6. To receive the Duty Report of the Independent Directors of Dongfang Electric Corporation Limited for the Year 2014.

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

Chengdu, Sichuan Province, the PRC  
6 May 2015

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

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

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

*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, 22 May 2015 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 Tuesday, 26 May 2015 to Friday, 26 June 2015 (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, 22 May 2015. 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) 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 Friday, 5 June 2015. 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.

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.
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
Contact person:	Mr. Liu Zhi
Telephone number:	(8628) 8758 3666 or (8628) 8758 3550
Facsimile number:	(8628) 8758 3551
Email address:	dsb@dongfang.com
Postal Code:	610036