



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)

(the "Company")

**PROCEDURES FOR SHAREHOLDERS TO NOMINATE CANDIDATES
FOR ELECTION AS DIRECTORS OF THE COMPANY**

(Renewed on 20 June 2012)

1. PROVISIONS OF THE COMPANY'S ARTICLES OF ASSOCIATION

1.1 The provisions for shareholders to nominate candidates for election as directors of the Company (the "Director(s)") are set out in Article 119 of the Company's articles of association:

1.2 The extraction of Article 119 of the Company's articles of association is as follows:

Directors shall be elected at the shareholders' general meeting. Director candidates may be nominated by the board of directors, supervisory committee, shareholders who individually or jointly hold more than 1% of the Company's issued shares. The list of candidates shall be proposed and resolved at the shareholder's general meeting by ordinary resolution. The period for giving to the Company notice in writing of the intention to nominate a person for election as a director and that of the willingness of the candidate to be elected shall be not less than 7 days. The period for lodgment of the notices shall commence on the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

The Company shall disclose detail information (including the brief history and basic information) of the director candidate at the shareholders' general meeting to ensure that shareholders shall have a sufficient understanding of the director candidate before the vote is made.

Before the shareholders' general meeting is convened, the director candidate shall give an undertaking in writing to consent to the nomination, undertake the truthfulness and completeness of information disclosed and that he would diligently carry out the duties of a director after being elected.

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "LISTING RULES")

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall comply with the following requirements:

The Company shall publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;

The announcement or supplementary circular shall include details of the proposed director which are required to be disclosed under Rule 13.51(2) of the Listing Rules.

The announcement or supplementary circular shall be published not less than 10 business days before the date of the relevant general meeting; and

The Company must assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

