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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)

**POLL RESULTS OF THE 2014 ANNUAL GENERAL MEETING
HELD ON 26 JUNE 2015;
ELECTION OF THE DIRECTORS OF THE EIGHTH SESSION OF
THE BOARD;
ELECTION OF THE MEMBERS OF THE EIGHTH SESSION OF
THE SUPERVISORY COMMITTEE; AND
DISTRIBUTION OF FINAL DIVIDENDS
FOR THE YEAR ENDED 31 DECEMBER 2014**

The Board is pleased to announce that the AGM was held on Friday, 26 June 2015 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 revised 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**”) dated 4 June 2015 and the revised notice (the “**Revised AGM Notice**”) of the 2014 Annual General Meeting (the “**AGM**”) dated 27 May 2015 of Dongfang Electric Corporation Limited (the “**Compan**”). Unless otherwise defined herein, terms used in this announcement shall have the same meaning as defined in the Revised AGM Notice.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, the AGM was held on Friday, 26 June 2015 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 Revised 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, 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 2,336,900,368 Shares in issue (including 1,996,900,368 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 Revised 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 Revised 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 51 Shareholders and authorized proxies holding an aggregate of 1,015,718,246 Shares attended the AGM (onsite voting and online voting), all of them accounting for approximately 43.46% of the total number of Shares with voting rights. Among which, 966,735,301 Shares are held by holders of A Shares, representing approximately 41.37% of the total number of Shares with voting rights while 48,982,945 Shares are held by holders of H Shares, representing approximately 2.09% of the total number of Shares with voting rights.

All resolutions proposed at the AGM were voted by poll. Cumulative voting was adopted for the resolutions no. 10 and no. 11. The poll results for the resolutions as set out in the Revised 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 2014	1,015,507,744 (99.9793%)	156,502 (0.0154%)	54,000 (0.0053%)	1,015,718,246

ORDINARY RESOLUTIONS		Number of Votes (%)			Total Votes
		FOR	AGAINST	ABSTAIN	
2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2014	1,015,507,744 (99.9793%)	156,502 (0.0154%)	54,000 (0.0053%)	1,015,718,246
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	1,015,505,444 (99.9790%)	158,802 (0.0156%)	54,000 (0.0053%)	1,015,718,246
4.	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2014	1,015,506,244 (99.9791%)	158,002 (0.0156%)	54,000 (0.0053%)	1,015,718,246
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 2015 and authorize the Board to determine its remuneration	1,015,379,544 (99.9667%)	284,702 (0.0280%)	54,000 (0.0053%)	1,015,718,246
6.	To elect Mr. Wen Limin as the member of the eighth session of the Supervisory Committee of the Company	1,015,004,960 (99.9298%)	658,486 (0.0648%)	54,800 (0.0054%)	1,015,718,246
7.	To elect Mr. Wang Zaiqiu as the member of the eighth session of the Supervisory Committee of the Company	1,011,509,313 (99.5856%)	4,154,133 (0.4090%)	54,800 (0.0054%)	1,015,718,246
8.	To consider and approve the remuneration of the members of the eighth session of the Board	1,015,504,744 (99.9790%)	158,702 (0.0156%)	54,800 (0.0054%)	1,015,718,246
9.	To consider and approve the remuneration of the members of the eighth session of the Supervisory Committee	1,015,504,744 (99.9790%)	158,702 (0.0156%)	54,800 (0.0054%)	1,015,718,246

10.	To elect the non-independent Directors of the eighth session of the Board (cumulative voting was adopted for the election)	Votes	Percentage of Valid Votes casted at the AGM (%)	Elected
10.1	To elect Mr. Si Zefu as the non-independent Director of the eighth session of the Board of the Company	1,014,953,504	99.9247%	Yes
10.2	To elect Mr. Zhang Xiaolun as the non-independent Director of the eighth session of the Board of the Company	1,011,772,532	99.6115%	Yes
10.3	To elect Mr. Wen Shugang as the non-independent Director of the eighth session of the Board of the Company	1,014,975,470	99.9269%	Yes
10.4	To elect Mr. Huang Wei as the non-independent Director of the eighth session of the Board of the Company	1,015,475,254	99.9761%	Yes
10.5	To elect Mr. Zhu Yuanchao as the non-independent Director of the eighth session of the Board of the Company	1,015,475,254	99.9761%	Yes
10.6	To elect Mr. Zhang Jilie as the non-independent Director of the eighth session of the Board of the Company	1,015,475,254	99.9761%	Yes
11.	To elect the independent non-executive Directors of the eighth session of the Board (cumulative voting was adopted for the election)	Votes	Percentage of Valid Votes casted at the AGM (%)	Elected
11.1	To elect Mr. Chen Zhangwu as the independent non-executive Director of the eighth session of the Board of the Company	1,015,475,255	99.9761%	Yes
11.2	To elect Mr. Gu Dake as the independent non-executive Director of the eighth session of the Board of the Company	1,015,475,255	99.9761%	Yes
11.3	To elect Mr. Xu Haihe as the independent non-executive Director of the eighth session of the Board of the Company	1,015,475,255	99.9761%	Yes

As more than half of the votes were cast in favour of each of the Ordinary Resolutions no. 1 to no. 9, Resolutions no. 1 to no. 9 were duly passed as Ordinary Resolutions.

As for Resolution no. 10, cumulative voting was adopted for the election by Shareholders attending the AGM. Mr. Si Zefu, Mr. Zhang Xiaolun, Mr. Wen Shugang, Mr. Huang Wei, Mr. Zhu Yuanchao and Mr. Zhang Jilie were elected as non-independent Directors of the eighth session of the Board with over 50% of total shares carrying valid voting rights held by Shareholders attending the meeting. As for Resolution no. 11, cumulative voting was adopted for the election by Shareholders attending the AGM. Mr. Chen Zhangwu, Mr. Gu Dake and Mr. Xu Haihe were elected as independent non-executive Directors of the eighth session of the Board with over 50% of total shares carrying valid voting rights held by Shareholders attending the meeting.

Shareholders of the Company may refer to the Circular and the Revised AGM Notice for details of the above resolutions.

ELECTION OF THE DIRECTORS OF THE EIGHTH SESSION OF THE BOARD

At the AGM, Mr. Si Zefu, Mr. Zhang Xiaolun, Mr. Wen Shugang, Mr. Huang Wei, Mr. Zhu Yuanchao and Mr. Zhang Jilie were elected as non-independent Directors, and Mr. Chen Zhangwu, Mr. Gu Dake and Mr. Xu Haihe were elected as independent non-executive Directors. Please refer to the Circular for the biographies of the above elected Directors. The tenure of the above elected Directors commences from 28 June 2015 for a term of three years.

The Company is of the view that Mr. Chen Zhangwu, Mr. Gu Dake and Mr. Xu Haihe satisfied the independence requirement of Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock E change**”) (the “**Listing Rules**”).

Save as disclosed above and as at the date of this announcement, none of the above Directors (i) held any other positions in the Company and/or its subsidiaries during the past three years; (ii) held any directorship in any other companies listed in Hong Kong or overseas during the past three years; (iii) accept other material appointments nor hold other professional qualifications; (iv) have any relationship with any other directors, senior managements, substantial or controlling shareholders (defined in the Listing Rules) of the Company; and (v) are penalized by China Securities Regulatory Commission and other related authorities, or disciplined by stock exchanges.

Save as disclosed above and as at the date of this announcement, none of the above Directors holds any other interests (within the meaning of Part XV of the Securities and Futures Ordinance) in shares or underlying shares of the Company.

The Directors are of the view that there is no matters related to the above Directors which needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

RETIREMENT OF THE DIRECTORS OF THE SEVENTH SESSION OF THE BOARD

From 28 June 2015, Mr. Li Yanmeng retires as an independent non-executive Director, chairman of the Remuneration and Assessment Committee, a member of the Strategic Development Committee, a member of the Nomination Committee and a member of the Audit and Review Committee of the seventh session of the Board for the expiry of his term of office.

From 28 June 2015, Mr. Zhao Chunjun retires as an independent non-executive Director, chairman of the Nomination Committee, a member of the Remuneration and Assessment Committee and a member of the Audit and Review Committee of the seventh session of the Board for the expiry of his term of office.

From 28 June 2015, Mr. Peng Shaobing retires as an independent non-executive Director, chairman of the Audit and Review Committee, a member of the Risk Management Committee, a member of the Remuneration and Assessment Committee and a member of the Nomination Committee of the seventh session of the Board for the expiry of his term of office.

The tenure of the above retiring Directors of the Company will expire on 27 June 2015. Mr. Li Yanmeng, Mr. Zhao Chunjun and Mr. Peng Shaobing have confirmed that they have no disagreement with the Board and there are no other matters related to their resignation that needs to be brought to the attention of the Shareholders. The Board would like to take this opportunity to acknowledge their contributions to the Company during their terms of office with highest regard and deepest gratitude.

ELECTION OF THE MEMBERS OF THE EIGHTH SESSION OF THE SUPERVISORY COMMITTEE

At the AGM, Mr. Wen Limin and Mr. Wang Zaiqiu were elected as shareholder representative supervisors. Please refer to the Circular for the biographies of the above elected supervisors.

Mr. Wang Congyuan was elected as an employee representative supervisor of the eighth session of the Supervisory Committee through a democratic election at the employee representative meeting held on 11 June 2015.

Mr. Wang Congyuan's biography is as follows:

Mr. Wang Congyuan ("**Mr. Wang**"), aged 50, born in August 1964, is currently a supervisor of the Company, deputy head of the Audit Division and deputy director of the Office of Supervisory Committee of the Company, and deputy head of Audit Division of Dongfang Electric Corporation ("**Dongfang Electric Corporation**"). He graduated from the major of national economy plan and management of Jilin University and obtained the bachelor's degree in economics. From July 1986 to June 1996, Mr. Wang served as assistant accountant of the Finance Department of Sichuan Dongfang Power Station Complete Equipment Company Limited, assistant accountant and deputy head of the Finance Department of Shengdian Construction Division of China Dongfang Electric Corporation. From April 1997 to January 2008, he served as deputy director of Audit Office under Financial Department of China Dongfang Electric Corporation, deputy director of Office of Audit and Supervisory Committee of

China Dongfang Electric Corporation. Mr. Wang has been the deputy head of Auditing Department and deputy director of Office of Supervisory Committee of the Company since January 2008. He has been deputy head of the Audit Division of Dongfang Electric Corporation since October 2009. He holds the title of senior accountant.

The tenure of the above elected supervisors commences from 28 June 2015 for a term of three years.

Save as disclosed above and as at the date of this announcement, none of the above supervisors (i) held any positions in the Company and/or its subsidiaries during the past three years; (ii) held any directorship in any other companies listed in Hong Kong or overseas during the past three years; (iii) accept other material appointments nor hold other professional qualifications; (iv) have any relationship with any other directors, senior managements, substantial or controlling shareholders (defined in the Listing Rules) of the Company; and (v) are penalized by China Securities Regulatory Commission and other related authorities, or disciplined by stock exchanges.

Save as disclosed above and as at the date of this announcement, none of the above supervisors holds any other interests (within the meaning of Part XV of the Securities and Futures Ordinance) in shares or underlying shares of the Company.

The Directors are of the view that there is no matters related to above supervisors which needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

DISTRIBUTION OF FINAL DIVIDENDS FOR THE YEAR ENDED 31 DECEMBER 2014

Pursuant to the proposal for the distribution of profits after tax of the Company for the year ended 31 December 2014 passed at the AGM, the Company announces that the final dividend for the year ended 31 December 2014 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 (19 June to 25 June 2015) 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 2014 by the Company to holders of H Shares in HK\$ was HK\$1.00: RMB0.7885, which was the average middle exchange rate of HK\$ against RMB announced by the People's Bank of China in a week (19 June to 25 June 2015) prior to 26 June 2015 (the day on which dividends are declared). Hence, the final dividends payable to holders of H Shares amount to:

$$\frac{\text{RMB0.09 per share}}{\text{RMB0.7885/HK\$}} = \text{HK\$0.1141 per share}$$

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 2014 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 2014 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 Thursday, 2 July 2015 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 2014 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 Thursday, 2 July 2015 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.

Withholding of Income Tax for H Share Shareholders via the Southbound Trading

Pursuant to the *Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market* (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) promulgated on 17 November 2014:

- For Mainland individual investors who invest in the H Shares of the Company via Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax at the rate of 20% in the distribution of dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Company Limited for tax credit relating to the withholding tax already paid abroad. For Mainland securities investment funds that invest in the H Shares of the Company via Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax in the distribution of dividend pursuant to the foregoing provisions.
- For Mainland corporate investors that invest in the H Shares of the Company via Shanghai-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of dividend and the Mainland corporate investors shall file the tax returns on their own.

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 2014, the register of members of the Company will be closed from Friday, 3 July 2015 to Wednesday, 8 July 2015 (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 2014, 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 Thursday, 2 July 2015.
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 25 August 2015, 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 8 July 2015 (the Record Date).

DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions of the AGM;
2. The legal opinion issued by King & Wood Mallesons in respect of the AGM; and
3. Other documents as required by the Shanghai Stock Exchange.

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

Chengdu, Sichuan Province, the PRC
26 June 2015

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