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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)

REVISED NOTICE OF 2014 ANNUAL GENERAL MEETING

Reference is made to the notice of Annual General Meeting (the “**AGM**”) dated 6 May 2015 of Dongfang Electric Corporation Limited (the “**Company**”) in relation to the resolutions to be considered at the AGM of the Company on Friday, 26 June 2015.

Since temporary proposal has been added to the 2014 AGM, notice of the 2014 AGM is hereby revised as follows:

The 2014 AGM 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 ordinary 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.
6. To elect Mr. Wen Limin as the member of the eighth session of the Supervisory Committee of the Company.
7. To elect Mr. Wang Zaiqiu as the member of the eighth session of the Supervisory Committee of the Company.
8. To consider and approve the remuneration of the members of the eighth session of the Board.
9. To consider and approve the remuneration of the members of the eighth session of the Supervisory Committee.
10. To elect the non-independent Directors of the eighth session of the Board
 - 10.1 To elect Mr. Si Zefu as the non-independent Director of the eighth session of the Board of the Company;
 - 10.2 To elect Mr. Zhang Xiaolun as the non-independent Director of the eighth session of the Board of the Company;
 - 10.3 To elect Mr. Wen Shugang as the non-independent Director of the eighth session of the Board of the Company;
 - 10.4 To elect Mr. Huang Wei as the non-independent Director of the eighth session of the Board of the Company;
 - 10.5 To elect Mr. Zhu Yuanchao as the non-independent Director of the eighth session of the Board of the Company;
 - 10.6 To elect Mr. Zhang Jilie as the non-independent Director of the eighth session of the Board of the Company.
11. To elect the independent non-executive Directors of the eighth session of the Board
 - 11.1 To elect Mr. Chen Zhangwu as the independent non-executive Director of the eighth session of the Board of the Company;

11.2 To elect Mr. Gu Dake as the independent non-executive Director of the eighth session of the Board of the Company;

11.3 To elect Mr. Xu Haihe as the independent non-executive Director of the eighth session of the Board of the Company.

REPORTING EVENT

12. 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
27 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 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, 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 to 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. Since the proxy form sent together with the Notice of 2014 AGM dated 6 May 2015 (the “**First Proxy Form**”) did not contain the proposed additional resolutions as set out in this revised notice, a new proxy form (the “**Revised Proxy Form**”) is sent together with the circular. Any shareholder who intends to appoint a proxy to attend the AGM but has not yet lodged the First Proxy Form is required to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon. In such case, the First Proxy Form should not be lodged with the Company. Any shareholder who has already lodged the First Proxy Form with the Company should also complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon. For the holders of H Shares, the Revised Proxy Form shall be lodged with the Company’s H Share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The Revised Proxy Form must be served not less than 24 hours before the time scheduled for holding the AGM (or any adjournment thereof) (the “**Closing Time**”).
4. Any shareholder who has already lodged the First Proxy Form with the Company should note that:
 - (i) if no Revised Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her, if correctly completed. The proxy so appointed pursuant to the First Proxy Form will be entitled to vote in accordance with the instructions given by the shareholders or at his/her discretion on any resolutions properly put to the AGM including the proposed additional resolutions as set out in this revised notice.
 - (ii) if the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
 - (iii) if the Revised Proxy Form is lodged after the Closing Time, the Revised Proxy Form will be invalid. The First Proxy Form previously lodged by the shareholder will also be revoked. The purported proxy so appointed by invalid or revoked proxy form (whether appointed under the First Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. In such case, if such shareholders wish to vote at the meeting, they will have to attend in person and vote at the meeting by themselves.

5. Any shareholder 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 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, the power of attorney or other authority must be notarially certified. The notarially certified power of attorney or other authority together with the proxy form must be delivered to the Company's H Share Registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders only) not later than 24 hours before the time appointed for the holding of the AGM. Completion and return of the proxy form will not affect the rights of the shareholders to attend and vote at the AGM in person.
6. Shareholders are required to note that completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude any shareholders from attending and voting at the AGM or any adjournment thereof should he/she so wish.
7. Proxies of holders of the H Shares shall bring along the proxy form and the proxies' identity cards or passports to attend the AGM.
8. 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 general meeting.
9. 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.
10. The AGM will last for no more than one day. Shareholders attending the AGM should be responsible for their own travelling and accommodation expenses.
11. Contact details of the Company are set out as follows:

Correspondence Address:	No. 333, Shuhan Road, Chengdu City, Sichuan Province, the PRC
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