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**龍源電力集團股份有限公司**

**CHINA LONGYUAN POWER GROUP CORPORATION LIMITED\***

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00916)**

**ANNOUNCEMENT  
POLL RESULTS OF  
THE 2014 ANNUAL GENERAL MEETING HELD ON 29 MAY 2015  
AND  
DISTRIBUTION DATE OF FINAL DIVIDEND**

The board of directors of the Company (“**Board**”) is pleased to announce that the 2014 annual general meeting (the “**AGM**”) was held in Beijing on Friday, 29 May 2015, and the resolutions set out below were duly passed by way of poll.

The final cash dividend of RMB0.0597 per share (tax inclusive) for the year 2014 will be paid on Monday, 20 July 2015 to shareholders whose names appear on the register of members of the Company on Monday, 15 June 2015.

References are made to the notice of AGM and the circular dated 13 April 2015 (the “**Circular**”) of China Longyuan Power Group Corporation Limited\* (the “**Company**”). Unless otherwise defined herein, the terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the AGM was held at the Conference Room, 22/F, Tower C, International Investment Plaza, 6-9 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China at 10:00 a.m. on Friday, 29 May 2015.

As at the date of the AGM, the issued share capital of the Company and the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM was 8,036,389,000 shares comprising 4,696,360,000 domestic shares and 3,340,029,000 H shares. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). There were no holders of shares required under the Listing Rules to abstain from voting. In addition, no party has stated his or her intention in the Circular to vote against the resolutions proposed at the AGM or to abstain from voting.

Shareholders and their proxies representing a total of 6,564,006,573 shares carrying voting rights in the Company, representing approximately 81.678557% of the total issued share capital of the Company as at the date of the AGM, attended the AGM.

The AGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The AGM was chaired by Mr. Huang Qun, the executive director of the Company.

## **POLL RESULTS OF THE AGM**

At the AGM, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

<b>Ordinary Resolutions</b>	<b>Number of votes cast and percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
1. To consider and approve the Report of the Board of Directors of the Company for the year 2014.	6,561,974,688 99.974147%	1,696,885 0.025853%
2. To consider and approve the Report of the Supervisory Board of the Company for the year 2014.	6,561,974,688 99.974147%	1,696,885 0.025853%

Ordinary Resolutions	Number of votes cast and percentage of total number of votes cast	
	For	Against
3. To consider and accept the independent auditor's report and the Company's audited financial statements for the year ended 31 December 2014.	6,561,974,688 99.974147%	1,696,885 0.025853%
4. To consider and approve the final financial accounts of the Company for the year ended 31 December 2014.	6,561,974,688 99.974147%	1,696,885 0.025853%
5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2014, namely, the proposal for distribution of a final dividend of RMB0.0597 per share (tax inclusive) in cash in an aggregate amount of approximately RMB479,772,423.30 for the year ended 31 December 2014, and to authorize the Board to implement the aforesaid distribution.	6,564,006,573 100.000000%	0 0.000000%
6. To consider and approve the budget report of the Company for the year ending 31 December 2015.	6,543,373,688 99.685666%	20,632,885 0.314334%
7. To consider and approve the remuneration plan for Directors and Supervisors of the Company for the year 2015.	6,561,006,573 99.954296%	3,000,000 0.045704%
8. To consider and approve the re-appointment of Ruihua Certified Public Accountants (special general partner) as the Company's PRC auditor for the year 2015 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the audit committee of the Board to determine their remuneration.	6,550,532,573 99.794729%	13,474,000 0.205271%
9. To consider and approve the re-appointment of KPMG as the Company's international auditor for the year 2015 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the audit committee of the Board to determine their remuneration.	6,550,532,573 99.794729%	13,474,000 0.205271%

Special Resolutions	Number of votes cast and percentage of total number of votes cast	
	For	Against
<p>10. To approve the granting of a general mandate to the Board to issue, allot and deal with additional domestic shares and H shares not exceeding 20% of each of the total number of the domestic shares and H shares of the Company respectively in issue, and to authorize the Board to make amendments to the articles of association of the Company (the “Articles”) as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate:</p> <p>“THAT:</p> <p>(A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles and relevant laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with, either separately or concurrently, additional domestic shares and H shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;</p>	<p>5,380,598,694 81.971257%</p>	<p>1,183,407,879 18.028743%</p>

<b>Special Resolutions</b>	<b>Number of votes cast and percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
<p>(b) the approval in paragraph (a) above shall authorize the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;</p> <p>(c) each of the total number of domestic shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the total number of domestic shares and H shares of the Company respectively in issue as at the date of passing of this resolution;</p> <p>(d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and</p>		

<b>Special Resolutions</b>	<b>Number of votes cast and percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
<p>(e) for the purpose of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiry date of the 12-month period from the date of passing the special resolution; or</p> <p>(iii) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in a general meeting.</p> <p>(B) the Board be authorized to make amendments to the Articles as necessary so as to reflect the new share capital structure of the Company upon the allotment or issue of shares pursuant to this resolution.”</p>		

Special Resolutions	Number of votes cast and percentage of total number of votes cast	
	For	Against
<p>11. To approve the granting of a general mandate to the Board to determine and deal with the issuance of a single type or certain types of debt financing instruments in one or more tranches with a principal amount of not exceeding RMB15 billion (including RMB15 billion). Such debt financing instruments includes, but not limited to direct debt financing instruments such as corporate bonds (including non-public issuance), medium-term notes, medium-term notes without a fixed term, project return note, SME collective private bonds, etc. The particulars are set out as follows:</p> <ol style="list-style-type: none"> <li>1. Issue size and place: the total balance outstanding on each of the debt financing instruments issued under the authorization up to an aggregate of RMB15 billion. The issue place is within the PRC.</li> <li>2. Issue method: both public and non-public issuance may be adopted. The actual issue method shall be determined by the Board based on the capital needs of the Company and relevant regulations.</li> <li>3. Maturity and types of issue: The term shall be no longer than 20 years (inclusive). It may have single or multiple maturities. The specific composition of terms and size of issue for each term shall be determined by the Board based on the relevant regulations and market conditions.</li> </ol>	<p>6,561,006,573 99.954296%</p>	<p>3,000,000 0.045704%</p>

<b>Special Resolutions</b>	<b>Number of votes cast and percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
<p>4. Use of proceeds: meeting the demands of production and operation, adjustment of debt structure, repayment of part of the loans, replenishment of working capital and/or project investment, etc. The actual use of proceeds shall be determined by the Board based on the capital needs of the Company.</p>		
<p>5. Arrangements on placement: It may be placed to the shareholders of the Company. Details of the placement arrangements (including whether to make such placement and the proportion of placement, etc.) shall be determined by the Board based on the market conditions and the matters in relation to the Issuance.</p>		
<p>6. Validity period of granting: The resolutions shall be valid for a period of 24 months from the date of passing of the resolution at the general meeting. Where the Board and/or its authorized representatives have, during the term of the authorization, decided the issuance, and provided that the Company has also, during the term of the authorization, obtained the approval, license, registration or filing with regulatory authorities on the issuance, the Company may, during the validity period of such approval, license or registration, complete the issuance.</p>		



<b>Special Resolutions</b>	<b>Number of votes cast and percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
<p>7. Details of the general mandate:</p> <p>(1) To propose at the general meeting that an authorization be granted generally and unconditionally to the Board and its authorized representatives, in appropriate circumstances, to decide/deal with the following matters in accordance with relevant laws and regulations, prevailing market conditions and under the principles of safeguarding the best interests of the Company:</p> <p>a. Determine and decide within the scope of the authorization that the issue type, actual type, actual terms and conditions and other matters of the debt financing instruments (including, but not limited to, all matters in relation to the issuance such as actual number of issuance, actual total amount, issue method, issue price, interest rate and its determination method, issue place, issue time, term, whether to issue in phase and if so the number of phases, whether to incorporate terms of repurchase or redemption, rating arrangement, guarantee, debt service, actual arrangement of the determination of use of proceeds under the scope approved in general meeting, actual placing arrangement, sponsor arrangement and listing, etc.)</p>		

Special Resolutions	Number of votes cast and percentage of total number of votes cast	
	For	Against
<p>b. All necessary and relating actions and steps for the purpose of the issuance (including but not limited to: execution of all necessary legal documents; selecting and appointment of various intermediaries; application to the regulatory institutes on the Company's behalf for dealing with the procedures in relation to the issuance such as approval, registration and filing; appointment of bonds trustee manager for the issuance in accordance with relevant laws and regulations; execution of the trustee administration agreements and the formulation of the meeting rules of the bonds holders; dealing with other matters in relation to issuance and trading liquidity).</p> <p>c. Approve, confirm and ratify the actions and steps taken by the Board with respect to any above-mentioned actions and steps of the issuance of the Company.</p>		

Special Resolutions	Number of votes cast and percentage of total number of votes cast	
	For	Against
<p>d. Revise the details of the proposal for the issuance according to the recommendations made by regulatory authorities within the scope of authorization by general meeting in the event that there are changes in the policies by the regulatory authorities or changes in prevailing market conditions, save as matters that require re-approval at the general meeting pursuant to the relevant laws, regulations and the requirements of the Articles.</p> <p>e. Decide and deal with matters relating to the transaction liquidity of the listing of the issued debt financing instruments upon the completion of the issuance.</p> <p>(2) The general meeting agrees with the Board to authorize, within the scope of authorization, the relevant representatives to deal with matters in relation to the relevant issuance of debt financing instruments and transaction liquidity upon obtaining the approval and authorization of the above-mentioned paragraph (a)–(e) in the general meeting.</p>		

As the above ordinary resolutions were passed by more than one half majority, these resolutions were duly passed as ordinary resolutions.

As the above special resolutions were passed by more than two-thirds majority, these resolutions were duly passed as special resolutions.

Save as the above resolutions numbered 1 to 11, the Company has not received any proposal put forward by any shareholders holding 3% or more of the shares carrying voting rights of the Company.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as the scrutineer for the vote-taking at the AGM.

## **DISTRIBUTION DATE OF FINAL DIVIDEND**

As approved by the shareholders of the Company at the AGM, the Board is pleased to announce the following details in respect of the distribution of final dividend for the year ended 31 December 2014 to shareholders of the Company:

The Company will distribute a final cash dividend of RMB0.0597 per share (tax inclusive) in an aggregate amount of approximately RMB479,772,423.30 for the year 2014 on Monday, 20 July 2015 to shareholders whose names appear on the register of members of the Company on Monday, 15 June 2015. Such dividend will be paid to holders of domestic shares in Renminbi and to holders of H shares in Hong Kong dollars and to holders of H Shares for Southbound Trading in Renminbi. The actual amount of H share dividend paid in Hong Kong dollars is calculated according to the average benchmark exchange rate between Renminbi and Hong Kong dollars as published by the People's Bank of China for five business days prior to the date of AGM (i.e. RMB0.788942 to HK\$1), being a cash dividend of HK\$0.0757 per share (tax inclusive).

By order of the Board

**China Longyuan Power Group Corporation Limited\***

**Qiao Baoping**

*Chairman of the Board*

Beijing, the PRC, 29 May 2015

*As at the date of this announcement, the non-executive directors of the Company are Mr. Qiao Baoping, Mr. Wang Baole, Mr. Shao Guoyong and Mr. Chen Jingdong; the executive directors are Mr. Li Enyi and Mr. Huang Qun; and the independent non-executive directors are Mr. Zhang Songyi, Mr. Meng Yan and Mr. Han Dechang.*

\* For identification purpose only