
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Longyuan Power Group Corporation Limited***, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**FORMULATION OF REMUNERATION MANAGEMENT MEASURES FOR
DIRECTORS AND SENIOR MANAGEMENT
AND
NOTICE OF THE FIRST EXTRAORDINARY SHAREHOLDERS' MEETING IN 2026**

The Company will convene the first extraordinary shareholders' meeting in 2026 (the "ESM") at 9:30 a.m. on Friday, 26 June 2026 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China. Notice of the ESM is set out on pages 10 to 11 in this circular.

If you intend to appoint a proxy to attend the ESM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the ESM (i.e. not later than 9:30 a.m. on Thursday, 25 June 2026) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the ESM or at any other adjourned meeting.

10 June 2026

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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|---------------------------|--|
| “A Shares” | the ordinary shares of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange |
| “Articles of Association” | the articles of association of China Longyuan Power Group Corporation Limited* (as amended, modified or otherwise supplemented from time to time) |
| “Board” | board of directors of the Company |
| “CHN Energy” | China Energy Investment Corporation Limited (國家能源投資集團有限責任公司), as of the Latest Practicable Date, CHN Energy directly and indirectly holds 4,908,598,141 Shares (representing approximately 58.72% of the total issued share capital of the Company) in the Company in aggregate, and is the controlling shareholder of the Company |
| “Company” | China Longyuan Power Group Corporation Limited* (龍源電力集團股份有限公司), a joint stock limited company incorporated in the PRC and its H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 00916) and A Shares are listed on the Shenzhen Stock Exchange (Stock Code: 001289) |
| “controlling shareholder” | has the meaning ascribed to it under the Listing Rules |
| “CSRC” | China Securities Regulatory Commission |
| “Director(s)” | director(s) of the Company |
| “ESM” | the first extraordinary shareholders’ meeting in 2026 to be held by the Company at 9:30 a.m. on Friday, 26 June 2026 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China |
| “H Shares” | the overseas listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange |

DEFINITIONS

| | |
|----------------------------|--|
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Latest Practicable Date” | 8 June 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Notice of the ESM” | the notice of the first extraordinary shareholders’ meeting in 2026 |
| “PRC” | the People’s Republic of China |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “Shareholder(s)” | holder(s) of Shares of the Company |
| “Shares” | share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares |
| “subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules |
| “%” | per cent |

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Gong Yufei (*Chairman*)
Mr. Wang Liqiang (*President*)

Non-executive Directors:

Ms. Wang Xuelian
Mr. Zhang Tong
Mr. Wang Yong
Mr. Liu Jintao (*Employee Director*)

Independent Non-executive Directors:

Mr. Michael Ngai Ming Tak
Mr. Gao Debu
Ms. Zhao Feng

Registered office in the PRC:

Room 2006, 20th Floor
Block c, 6 Fuchengmen North Street
Xicheng District, Beijing
the PRC

Head office in the PRC:

Block c, 6 Fuchengmen North Street
Xicheng District, Beijing
the PRC

Principal place of business in Hong Kong:

Room 1917, 19/F
Lee Garden One
33 Hysan Avenue, Causeway Bay
Hong Kong

10 June 2026

To the Shareholders

Dear Sirs or Madams,

**FORMULATION OF REMUNERATION MANAGEMENT MEASURES FOR
DIRECTORS AND SENIOR MANAGEMENT
AND
NOTICE OF THE FIRST EXTRAORDINARY SHAREHOLDERS' MEETING IN 2026**

INTRODUCTION

This circular aims to give you the Notice of the ESM and provide you with relevant information, to enable you to make an informed decision on whether to vote for or against the following ordinary resolution to be proposed at the ESM.

* For identification purposes only

LETTER FROM THE BOARD

I. FORMULATION OF REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS AND SENIOR MANAGEMENT

In accordance with the relevant provisions of the Code of Corporate Governance for Listed Companies issued by the CSRC and in light of the actual remuneration management practices for Directors and senior management of the Company, the Company has formulated the Remuneration Management Measures for Directors and Senior Management (the “**Measures**”), which shall apply to all Directors and senior management members (including the general manager, deputy general managers, chief accountant, secretary to the Board and other members of the senior management as specified in the Articles of Association).

For full details of the Measures, please refer to the Appendix of this circular.

ESM

The Company will convene the ESM at 9:30 a.m. on Friday, 26 June 2026 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China. Notice of the ESM is set out in this circular.

In order to determine the holders of Shares who are eligible to attend and vote at the ESM, the H Share register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive. The record date will be Friday, 26 June 2026. To be eligible to attend and vote at the ESM, unregistered holders of the H Shares of the Company shall lodge relevant H Share transfer documents with (for holders of H Shares) the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 22 June 2026.

Shareholders who intend to appoint a proxy to attend the ESM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned by courier or post to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the ESM (i.e. not later than 9:30 a.m. on Thursday, 25 June 2026) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the ESM or at any other adjourned meeting.

LETTER FROM THE BOARD

VOTING BY POLL AT ESM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the shareholders' meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the ESM will therefore demand a poll for each resolution put to the vote at the ESM.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members.

RECOMMENDATION

The Board considers that the resolution set out in the Notice of the ESM for consideration and approval by the Shareholders is in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolution set out in the Notice of the ESM which are to be proposed at the ESM.

By order of the Board

China Longyuan Power Group Corporation Limited*

Gong Yufei

Chairman

China Longyuan Power Group Corporation Limited
Remuneration Management Measures for Directors and Senior Management
(Consideration Draft)

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further standardize the remuneration management for directors and senior management of China Longyuan Power Group Corporation Limited (the “**Company**”), establish and improve an effective incentive and restraint mechanism, fully stimulate the work enthusiasm and creativity of directors and senior management, promote the Company’s sound operation and sustainable development, and enhance the efficiency of the Company’s operations and management, these measures are formulated in accordance with domestic and overseas regulatory provisions of the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Stock on the Shenzhen Stock Exchange, and the relevant provisions of the Remuneration Management Measures of Heads of Subsidiaries of CHN Energy (the “**Measures**”), the Remuneration Management Measures for the Head Office of China Longyuan Power Group Corporation Limited, the Articles of Association of China Longyuan Power Group Corporation Limited (the “**Articles of Association**”) and the Terms of Reference for the Remuneration and Assessment Committee of the Board of Directors of China Longyuan Power Group Corporation Limited (the “**Terms of Reference**”).

Article 2 These measures apply to the following persons:

- (1) directors of the Company, including independent directors and non-independent directors;
- (2) senior management of the Company, including the general managers, deputy general managers, chief accountant, secretary to the board of directors and other senior management as specified in the Articles of Association.

Article 3 The remuneration of the Company’s directors and senior management shall be determined on the basis of the Company’s operation and general management after a comprehensive assessment on the performance of the business plan and the assigned work, the fulfillment of the job objectives, and the performance of personal duties and personal development, and shall be compatible with market developments, commensurate with the Company’s operating performance and individual performance, and consistent with the sustainable development of the Company.

Article 4 The remuneration measures of the Company shall adhere to the following principles:

- (1) adhere to the core responsibility of preservation and appreciation of assets and guidance of enhancing the Company's value creation capabilities, and facilitate the achievement of the Company's strategic goals and the completion of annual works through performance assessments.
- (2) adhere to the unity of incentives and constraints, implement the requirements of the contractual management under tenure system for directors and senior management, and establish a remuneration mechanism that is closely linked to performance assessment results and aligned with the risks and responsibilities undertaken.
- (3) adhere to the priority in efficiency, and the alignment of the increases in the remuneration of directors and senior management and the growth in the Company's economic performance and the growth in staff salaries.
- (4) adhere to the combination of short-term and long-term goals, integration of result assessment with process evaluation, alignment of organizational performance and individual performance, and consistency with the sustainable development goals of the Company.
- (5) adhere to the differentiated remuneration management. Establish a differentiated remuneration distribution system that corresponds to the methods of appointment for directors and senior management.

CHAPTER 2 REMUNERATION MANAGEMENT BODIES

Article 5 The Party Committee of the Company shall act as the body responsible for setting the direction and conducting preliminary reviews of remuneration for directors and senior management, be responsible for providing guidance and supervision on the remuneration management for directors and senior management, and for hearing and examining matters relating to the remuneration management for directors and senior management.

Article 6 The remuneration and assessment committee of the board of directors of the Company is responsible for formulating criteria for and conducting assessment and evaluation on directors and senior management, formulating and reviewing remuneration policies and programs for directors and senior management.

Article 7 The duties and powers of the shareholders' meetings, board of directors and remuneration and assessment committee of the board of directors of the Company shall be exercised in accordance with the provisions of the Articles of Association and the Terms of Reference.

Article 8 The organization and personnel department (human resources department) of the Company shall be responsible for formulating and implementing remuneration management system for directors and senior management, the calculation, payment and adjustment of remuneration, organization and implementation of matters relating to the remuneration management for directors and senior management.

CHAPTER 3 REMUNERATION CRITERIA

Article 9 The composition and criteria for the remuneration of directors and senior management:

- (1) non-independent directors who hold specific management positions within the Company shall receive remuneration commensurate with their specific roles within the Company; non-independent directors who do not hold specific management positions within the Company shall not receive remuneration for their directorship.
- (2) the Company operates a fixed allowance scheme for independent directors, the criteria of such allowances shall be submitted by the board of directors to the shareholders' meeting for consideration and approval and shall not be subject to performance-based remuneration, and the allowances shall be paid on a pre-tax basis; reasonable expenses incurred by independent directors in the performance of their duties shall be borne by the Company.
- (3) remuneration of non-independent directors (excluding employee directors) and senior management serving in the Company shall consist of basic salary, performance-based salary, medium and long-term incentive income, etc. In principle, the proportion of performance-based salary shall be no less than 60% of the total amount of basic salary and performance-based salary.

The basic salary shall be the annual basic income, and in principle, shall be reviewed once a year, which shall be determined as a multiple of the average wage of the Company's current workforce for that year.

Performance-based remuneration shall be determined in accordance with the Measures, taking into account factors such as the results of the assessment of the Company's audited annual operating performance and the achievement of performance targets, and shall be paid on a variable basis following an assessment by the remuneration and assessment committee of the board of directors of the Company, which evaluates the fulfilment of the Company's annual operating performance targets and individual targets.

Term-based incentives under medium- and long-term incentive schemes constitute remuneration linked to the results of the Company's performance assessment for the term and the individual's performance assessment for the term. Specific arrangements for other medium- and long-term incentive measures shall be determined separately in accordance with relevant national laws and regulations.

- (4) The remuneration of the employee directors of the Company comprises position salary, performance-based salary and seniority salary.

Position remuneration shall be determined according to the specific grade of the employee director's role.

Performance-based remuneration shall be determined in accordance with the Company's financial performance, the individual's department and the results of their personal assessment.

Seniority remuneration shall be calculated and paid in accordance with the employee director's length of service.

Article 10 The Company may adjust the remuneration criteria from time to time in accordance with operational performance, changes in market remuneration levels and the Company's actual business development strategy.

CHAPTER 4 REMUNERATION MANAGEMENT, ASSESSMENT AND DISBURSEMENT

Article 11 The Remuneration and Assessment Committee of the board of directors shall formulate annual remuneration plans for directors and senior management in accordance with the remuneration management system of the Company, and clarify the basis for determining remuneration and its specific components.

Article 12 The remuneration plans for directors shall be considered and approved by the shareholders' meeting and disclosed accordingly. The remuneration plans for senior management shall be considered and approved by the board of directors, explained to the shareholders' meeting and disclosed accordingly.

Article 13 The Company shall establish fair and impartial criteria and procedures for assessing the performance and duties performance of directors and senior management. The performance evaluation of directors and senior management shall be organised by the Remuneration and Assessment Committee of the board of directors, and the Company may engage third parties to conduct such evaluation. When the board of directors or its Remuneration and Assessment Committee conducts individual evaluation of a director or discusses his/her remuneration, such director shall recuse himself/herself.

If the Company incurs operating losses in the current year, special explanations shall be provided at all stages of considering remuneration for directors and senior management as to whether adjustments to their remuneration comply with performance linkage requirements.

Article 14 The remuneration of independent directors shall take effect in the month following the date on which the relevant appointment or remuneration resolution is approved by the shareholders' meeting. The disbursement of remuneration to directors and senior management receiving remuneration from the Company shall be implemented in accordance with the internal remuneration management system of the Company.

Article 15 The board of directors shall report to the shareholders' meeting on the performance of duties, performance evaluation results and remuneration status of directors, which shall be disclosed by the Company.

Article 16 The personal income tax, social insurance premiums, housing provident fund and other expenses payable personally by directors and senior management of the Company shall be withheld and paid uniformly by the Company from their remuneration in accordance with relevant national regulations.

Article 17 Where directors and senior management leave office due to board renewal, re-election, resignation during their term of office or other reasons, their remuneration shall be calculated and paid based on their actual term of office and actual performance.

CHAPTER 5 REMUNERATION SUSPENSION AND RECOVERY

Article 18 In any assessment year during the term of office of the Company's directors and senior management, the Company shall consider deciding whether to deduct, withhold payment of or recover part or all of the performance-based remuneration granted to such persons for the relevant year in case of the following circumstances:

- (1) Seriously violating rules and regulations of the Company and being subject to internal disciplinary sanctions or penalties imposed by the Company;
- (2) Breaching the duty of loyalty or duty of diligence, seriously prejudicing the interests of the Company, resulting in major decision-making errors, major safety and liability incidents, causing substantial economic or reputational losses to the Company, or giving rise to material violations of laws and regulations or major risks of the Company;
- (3) Being subject to administrative penalties by the CSRC, publicly reprimanded by the stock exchange, or deemed unfit to serve as directors or senior management personnel of listed companies due to material violations of laws and regulations;
- (4) Being suspected of disciplinary violations or illegal acts and subject to compulsory measures such as residential surveillance, criminal detention or arrest by disciplinary inspection and supervision organs or judicial authorities in accordance with the law;
- (5) Other circumstances stipulated by laws and regulations or deemed by the board of directors as serious violations of relevant regulations of the Company.

Article 19 When the Company retrospectively restates its financial reports due to misstatements such as financial fraud, it shall promptly re-assess the performance-based remuneration and medium- and long-term incentive income of the directors and senior management and recover any excess amounts paid accordingly.

Article 20 If the directors and senior management violate their obligations and causes losses to the Company, or are at fault for illegal or non-compliant acts such as financial fraud, misappropriation of funds or unauthorised guarantees, the Company shall, depending on the severity of the circumstances, reduce or suspend the payment of unpaid performance-based remuneration and medium- and long-term incentive income, and recover all or part of the performance-based remuneration and medium- and long-term incentive income already paid during the period in which the relevant conduct occurred.

Article 21 Authorised by the board of directors, the Remuneration and Assessment Committee shall assess whether to initiate recovery and deduction procedures in respect of performance-based remuneration and medium- and long-term incentive income of specific directors and senior management personnel.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 22 Unless otherwise specified, the terms used in these measures shall bear the same meanings as those set forth in the Articles of Association.

Article 23 Matters not covered herein or any inconsistencies between these measures and laws, regulations, normative documents, and regulatory rules of the place where the Company's shares are listed promulgated or amended after these measures coming into force hereof, or the Articles of Association (as amended from time to time), the provisions of such laws, regulations, normative documents, regulatory rules of the place where the Company's shares are listed and the Articles of Association (as amended from time to time) shall prevail.

Article 24 These measures shall be interpreted by the board of directors, and shall take effect and be implemented as of the date of approval by the shareholders' meeting of the Company.



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)

**NOTICE OF THE
FIRST EXTRAORDINARY SHAREHOLDERS' MEETING IN 2026**

NOTICE IS HEREBY GIVEN that the first extraordinary shareholders' meeting in 2026 (the "ESM") of China Longyuan Power Group Corporation Limited* (the "Company") will be held at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China, at 9:30 a.m. on Friday, 26 June 2026 for consideration and approval of the following matters:

ORDINARY RESOLUTION

1. To consider and approve the proposal on formulation of Remuneration Management Measures for Directors and Senior Management

Unless otherwise defined, the terms used in this notice have the same meanings as those defined in the circular dated 10 June 2026 containing details of the above resolution.

By order of the Board

China Longyuan Power Group Corporation Limited*

Gong Yufei

Chairman

Beijing, the PRC, 10 June 2026

As at the date of this notice, the executive directors of the Company are Mr. Gong Yufei and Mr. Wang Liqiang; the non-executive directors are Ms. Wang Xuelian, Mr. Zhang Tong, Mr. Wang Yong and Mr. Liu Jintao; and the independent non-executive directors are Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng.

* For identification purposes only

NOTICE OF THE FIRST EXTRAORDINARY SHAREHOLDERS' MEETING IN 2026

Notes:

1. In order to determine the holders of Shares who are eligible to attend and vote at the ESM, the H share register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive. No registration for transfer of the Company's H shares will be accepted during the period. The record date will be Friday, 26 June 2026. To be eligible to attend the ESM, all H share transfer documents accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company), for registration not later than 4:30 p.m. on Monday, 22 June 2026.
2. A shareholder entitled to attend and vote at the ESM may appoint one or more proxies (whether he/she is a shareholder or not) to attend and vote at the ESM on his, her or its behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its director or attorney duly authorized.
4. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) not less than 24 hours prior to the holding of the ESM (i.e. not later than 9:30 a.m. on Thursday, 25 June 2026). If such form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized by a notary. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy.
5. If the appointer is a legal person, its legal representative or any person authorised by resolution of its board or other governing bodies may attend the ESM on behalf of the appointer.
6. Voting at the ESM will be conducted through on-site voting and online voting (online voting for A shareholders only).
7. The Company has the rights to request a shareholder or a proxy who attends the ESM on behalf of a shareholder to provide proof of identity.
8. The ESM is expected to take less than half a day. Shareholders who attend the ESM shall be responsible for their own travel and accommodation expenses.