

Huachen Energy Co., Ltd.

US\$500,000,000 6.625% Senior Notes due 2020 (“Notes”)

Huachen Energy Co., Ltd (the “**Company**”) wishes to inform holders of the Notes that the attached letter was sent by the Company on August 27, 2018 to Citicorp International Limited, being the trustee of the holders of the Notes.

Huachen Energy Co., Ltd

August 27, 2018

华晨电力股份公司

27 August 2018
2018 年 8 月 27 日

To the trustee of the holders of the Notes (as defined below),
致票据（定义如下）持有人的信托人，

Dear Sirs,
尊敬的各位，

Re: 6.625% senior notes due 2020 (the “Notes”) issued by Huachen Energy Co., Ltd (“Huachen” or the “Company”)

关于：华晨电力股份公司（“华晨”或“公司”）发行的 2020 年到期 6.625% 优先票据（“票据”）

We refer to the recent emails from the Notes trustee. Since the financial difficulties facing Wintime Energy Co., Ltd. (“Wintime”) have been reported in July 2018, the business and financial conditions of the Company (as a subsidiary of Wintime) might have been adversely affected and further more we note that the recent fall in the trading price of Notes might in turn have affected the market confidence in the Company. As such, the Company would like to take this opportunity to communicate with the Noteholders as follows.

我们参考近来票据信托人发来的邮件。自永泰能源股份有限公司（“永泰”）所面临的财务危机于 2018 年 7 月被报道以来，公司（作为永泰的子公司）的业务及财务状况可能已经受到负面影响，并且我们注意到近期票据交易价格的下跌可能也进一步影响到了市场对于公司的信心。为此，公司希望借此机会向各位票据持有人做出如下沟通。

The Company has fully understood the attention and concern from the Noteholders with regards to the impact of the Wintime situation on its business and financial conditions, and has commenced cautious and comprehensive review and analysis of the situation and the likely impact on its compliance with the terms and conditions of the Notes. The Company will keep all Noteholders posted of any material progress as appropriate. In the meantime, the Company has engaged professional advisors to assist with its review and analysis and is proactive in handling all matters with respect to the Notes.

公司已经全面了解目前票据持有人对于永泰目前处境对于公司业务及财务状况的影响的关注及顾虑，并已谨慎并全面地展开对目前处境以及可能对公司遵守票据项下条款与条件造成潜在影响的梳理及分析。公司也会在有任何重要进展时适时告知各票据持有人。

同时，公司也已经聘请了专业的顾问团队，协助公司梳理、分析及积极处理与票据相关的事项。

It is the Company's intention to respect its obligations under the Notes, whilst it will continue to explore options to address any impact of the Wintime situation on the Company's business and financial conditions, and is engaged in preliminary discussions with a number of noteholders who have established an *ad hoc* committee to facilitate communication between the Company and the Noteholders. If and when any proposal are made that involve the Notes, the Company will be sure to communicate with all Noteholders.

公司期望能够遵守与票据相关的全部义务，同时也将持续探索能解决永泰处境对于公司业务及财务状况产生的任何影响的方案，公司也正在和一些为方便公司和票据持有人沟通而已经建立临时委员会的票据持有人进行初步洽谈。如果届时有任何涉及票据的建议，公司一定会与各票据持有人进行沟通。

In the meantime, according to the announcement published by Wintime on 23 August 2018, we understand that Wintime has entered into a Letter of Intent Regarding Strategic Restructuring and Cooperation ("Letter of Intent") with Beijing Energy Investment Holding Co., Ltd. ("Jingneng Group"). According to the Letter of Intent, Jingneng Group intends to help Wintime to overcome the Wintime financial difficulties through equity transfer, assets reorganization and assets injection, etc., and to support the Wintime group with its transformation and development. In addition, both Wintime and Jingneng Group intend to enter into a formal cooperation agreement within the next six months, upon satisfaction of all internal decision-making procedures and authorizations. The Company believes that this strategic restructuring and co-operation proposal will likely assist in addressing any impact that the recent events may have on the Company and its obligations under the Notes.

与此同时，根据永泰于2018年8月23日发布的公告，我们理解永泰已经与北京能源集团有限责任公司（“京能集团”）签订了《战略重组合作意向协议》。根据此意向协议，京能集团将通过股权转让、资产重组以及资产注入等多种形式，帮助永泰度过此次财务危机，支持永泰转型和发展。此外，永泰与京能集团同意在依法履行完必要的决策程序并获得相应授权后，期望能在未来半年内签署正式合作协议。公司相信此次战略重组及合作的建议将有可能解决近期一系列事件对于公司以及其在票据下义务造成的任何影响。

The Company is fully aware of and understands the concerns of its Noteholders, and would like to reassure the Noteholders that it will take all appropriate and proactive action to protect the value of its assets for the benefit of its stakeholders (including the interests of its Noteholders). Your understanding and cooperation are highly appreciated.

公司对于票据持有人的顾虑表示完全理解，并恳请票据持有人放心，公司会采取一切适当的和积极的行为来保护公司财产的价值，以保证其权益所有人的利益（包括票据持有人的利益）。对于您的配合和对公司的支持，公司表示诚挚的感谢。

Please feel free to contact Mr. Meng Fanchao of the Company if you have any questions.

如有任何问题，请随时联系公司的孟凡朝先生。



Name/姓名: 孟凡朝
Title/职位: _____
Date/日期: 2018 年 8 月 27 日