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China Power International Development Limited

中國電力國際發展有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 2380)

Notice of Annual General Meeting

Shareholders are advised to read carefully this notice and its accompanying notes for the arrangement details on exercising their voting rights and the precautionary measures to be taken if attending the AGM in person.

NOTICE IS HEREBY GIVEN that the annual general meeting of China Power International Development Limited (the “**Company**”) will be held at Meeting Room S421 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 3 June 2021 at 10:30 a.m. (the “**AGM**”) for the purpose of transacting the following business:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the board of directors and the auditor of the Company for the year ended 31 December 2020.
2. To consider and declare a final dividend of RMB0.13 (equivalent to HK\$0.1556) per ordinary share for the year ended 31 December 2020.
3. To re-elect Mr. HE Xi as director of the Company.
4. To re-elect Mr. ZHOU Jie as director of the Company.
5. To re-elect Mr. LI Fang as director of the Company.
6. To appoint Mr. HUI Hon Chung, Stanley as an independent non-executive director of the Company.
7. To authorize the board of directors of the Company to fix the directors’ remuneration.
8. To re-appoint Ernst & Young as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

9. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any options granted under the share option schemes of the Company for the time being adopted and approved by the shareholders of the Company;
 - (iii) the exercise of any rights of subscription or conversion under the terms of any options, warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company;
 - (iv) any issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or
 - (v) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 15 per cent. of the number of shares of the Company in issue at the date of passing this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this resolution); and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange, in any territory applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company authorized to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of shares of the Company in issue at the date of passing this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this resolution) and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 9A and 9B of the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to the resolution set out in paragraph 9A of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution set out in paragraph 9B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the number of shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board
China Power International Development Limited
HE Xi
Chairman

Hong Kong, 28 April 2021

Registered Office:
Suite 6301, 63/F.
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Notes:

1. With regard to Resolutions Nos. 3 to 6 and 9A to 9C set out in this notice, a circular dated 28 April 2021 giving details of the proposed re-election of directors of the Company, the proposed appointment of independent non-executive director of the Company and the proposed general mandates to issue and buy back shares incorporating this notice will be despatched to the shareholders of the Company (the “**Shareholders**”).
2. Each of the resolutions set out in this notice will be voted by way of a poll.
3. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
4. **Closure of register of members of the Company for the AGM:** The register of members of the Company will be closed from Monday, 31 May 2021 to Thursday, 3 June 2021, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to **qualify to attend and vote at the AGM**, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong **not later than 4:30 p.m. on Friday, 28 May 2021.**
5. **Closure of register of members of the Company for the final dividend:** The register of members of the Company will be also closed from Wednesday, 9 June 2021 to Friday, 11 June 2021, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to **qualify for the proposed final dividend**, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong **not later than 4:30 p.m. on Tuesday, 8 June 2021.**
6. In light of the continuing risks posed by the COVID-19 pandemic and the HKSAR Government’s current social distancing laws and regulations for shareholders’ meetings of listed companies, Shareholders are strongly advised **NOT to attend the AGM in person.** For health and safety purposes, the Company strongly advises Shareholders **to appoint the chairman of the AGM as their proxy to cast their votes** instead of attending the AGM in person.
7. **The Company has already made available a live webcast of the AGM for all registered Shareholders. Registered Shareholders may watch the AGM through the live website. Registered Shareholders shall receive a separate letter for the meeting ID and the user passcode to access the live webcast of the AGM.**
8. **Voting by proxy in advance of the AGM:** If any Shareholder chooses not to attend the AGM in person and like to appoint the chairman of the AGM as his/her proxy, the proxy form is enclosed with this circular or can be downloaded from the website of the Stock Exchange at **www.hkexnews.hk** and on the Company’s website at **www.chinapower.hk**.
9. **The deadline to submit completed proxy forms:** To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited (i) to its physical address at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, **or (ii) electronically via the Company’s email address at eproxy@chinapower.hk** not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (as the case may be).

10. The email address provided in paragraph 9 above is provided only for receiving proxy forms relating to the AGM. The email address shall not be used for any other purposes nor shall it be in use after the deadline stated in paragraph 9 above.
11. **Watching the live webcast of the AGM:** Registered Shareholders not attending the AGM in person may view the live webcast of the AGM proceedings through www.chinapower.hk/webcast/2021/agm-gm2021.php. The webcast will be open for registered Shareholders to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with access to the internet with a smart phone, tablet device or computer. Please however, note that registered Shareholders joining the webcast will not be counted towards a quorum nor will they be able to cast their vote online.
12. **Questions at or prior to the AGM:** Shareholders will be able to raise questions relevant to the proposed resolution prior to the AGM, he/she is welcome to send such questions or matters in writing either to the Company's email at ir@chinapower.hk before Monday, 31 May 2021 at 7:00 p.m. and online during the webcast (for registered Shareholders only). The usual Q&A time at the AGM will be restricted to a maximum of 15 minutes.
13. **Appointment of proxy by non-registered Shareholders:** Non-registered Shareholders whose shares of the Company are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.
14. **Shareholders who choose to attend the AGM in person must observe the following precautionary measures.**

PRECAUTIONARY MEASURES FOR THE AGM

The following precautionary measures will be implemented at the AGM to prevent and control the spreading of the COVID-19 pandemic.

- **NO** serving of any refreshments or beverages and **NO** distribution of any gifts or bakery vouchers
- Compulsory body temperature screening/checks
- Mandatory wearing of surgical face masks at all times
- Mandatory filling out of health and travel declaration form
- Appropriate social distancing and limiting the number of attendees to avoid over-crowding

Attendees who do not comply with the above precautionary measures may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

15. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) may attend the AGM by means of video conference or similar electronic means.

16. In the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is in effect at any time between 9:00 a.m. and 10:30 a.m. on the day of the above meeting, the above meeting will be automatically postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify the Shareholders that the above meeting has been postponed (however, a failure to post such an announcement shall not affect the automatic postponement of such meeting). Shareholders may also telephone the Company's hotline on (852) 2862 8688 to enquire whether the meeting has been cancelled. When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on its website and on the website of the Stock Exchange to notify the Shareholders of the date, time and location of the rescheduled meeting. At least seven clear days' notice shall be given of the rescheduled meeting. Shareholders should in any event exercise due care and caution when deciding to attend the above meeting in adverse weather conditions.

As at the date of this announcement, the directors of the Company are: executive director He Xi, non-executive directors Wang Xianchun and Zhou Jie, and independent non-executive directors Kwong Che Keung, Gordon, Li Fang, Yau Ka Chi.