
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 you should take, you should consult a 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 Power International Development Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



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)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to 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. is set out on pages 17 to 22 of this circular.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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. For health and safety purposes, Shareholders are strongly encouraged NOT to attend the AGM in person and are advised to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
1. Introduction	3
2. Re-election of Retiring Directors	3
3. Proposed appointment of Independent Non-executive Director	5
4. General Mandates to Issue and to Buy Back Shares	6
5. Annual General Meeting and Proxy Arrangement	7
6. Voting by Way of Poll	8
7. Recommendation	8
APPENDIX I – DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION	9
APPENDIX II – DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR PROPOSED FOR APPOINTMENT	12
APPENDIX III – EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE	14
NOTICE OF ANNUAL GENERAL MEETING	17

Shareholders are advised to read carefully the notice of the AGM 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, as set out at the end of this circular.

DEFINITIONS

In this circular, (other than the Notice of Annual General Meeting) the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 10:30 a.m., on Thursday, 3 June 2021
“Articles”	The articles of association of the Company
“Board”	the board of Directors of the Company
“Buy-back Mandate”	as defined in paragraph 4(b) of the Letter from the Board in this circular
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong (as amended from time to time)
“Company”	China Power International Development Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“CPDL”	China Power Development Limited, a company incorporated in the British Virgin Islands with limited liability, a substantial shareholder of the Company and a subsidiary of CPI Holding
“CPI Holding”	China Power International Holding Limited, a company incorporated in Hong Kong with limited liability, the controlling shareholder of the Company and a wholly-owned subsidiary of SPIC
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 4(a) of the Letter from the Board in this circular
“Latest Practicable Date”	22 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)

DEFINITIONS

“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong (as amended from time to time)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	person(s) whose names appear on the register of members as a registered holder(s) of the Share(s)
“SPIC”	State Power Investment Corporation Limited* (國家電力投資集團有限公司), the ultimate controlling shareholder of the Company, a wholly State-owned enterprise established by the approval of the State Council of the PRC* (中華人民共和國國務院)
“SPIC Finance HK”	SPIC International Finance (Hong Kong) Company Limited (國家電投香港財資管理有限公司), a company incorporated in the Hong Kong with limited liability, and a wholly-owned subsidiary of SPIC, thus an associate of SPIC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company whether that company is incorporated in Hong Kong, the PRC, the British Virgin Islands or elsewhere
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong

* *For identification purposes only*

LETTER FROM THE BOARD



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)

Registered Office:

Suite 6301, 63/F., Central Plaza

18 Harbour Road

Wanchai, Hong Kong

28 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the re-election of retiring Directors; (ii) the proposed appointment of independent non-executive Director; (iii) the granting to the Directors of the general mandates to issue and buy back Shares; and (iv) the extension of the general mandate to issue Shares.

2. RE-ELECTION OF RETIRING DIRECTORS

As at the date of this circular, the Directors include:

Executive Director: Mr. HE Xi (*Chairman of the Board and
President of the Company*)

Non-executive Directors: Mr. WANG Xianchun
Mr. ZHOU Jie

Independent non-executive Directors: Mr. KWONG Che Keung, Gordon
Mr. LI Fang
Mr. YAU Ka Chi

LETTER FROM THE BOARD

Pursuant to article 81 of the Articles, the Board has the power from time to time at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election (but shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting). Accordingly, Mr. HE Xi (“**Mr. HE**”) and Mr. ZHOU (“**Mr. ZHOU**”) Jie who were appointed as Directors on 28 July 2020 and 12 April 2021 respectively, shall retire from their office.

Pursuant to article 82 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything therein, each Director shall be subject to retirement from office by rotation at least once in every three years. Accordingly, Mr. KWONG Che Keung, Gordon (“**Mr. KWONG**”) shall retire from his office.

Mr. KWONG has informed the Company that he will not stand for re-election and will therefore retire as an independent non-executive Director at the conclusion of the AGM as disclosed in the announcement of the Company dated 22 April 2021. Accordingly, Mr. LI Fang (“**Mr. LI**”) who has been the next longest in office since his last re-appointment shall retire from his office.

The remuneration and nomination committee of the Company (the “**RNC**”), after having reviewed the profile of the retiring Directors who have offered themselves for re-appointment at the AGM to consider their suitability in light of the structure, size and composition of the Board, and the applicable Listing Rules requirements, nominated the above-mentioned Directors to the Board for it to recommend to the Shareholders for re-election as Directors at the AGM. Mr. LI who is the chairman and present at the meeting of the RNC, has abstained from voting at the meeting of the RNC when his nomination was being considered. The Board accepted the nomination by the RNC and recommended the above-mentioned Directors to stand for election by the Shareholders at the AGM.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, character and integrity, professional qualifications, skills, knowledge and experience, and potential time commitment for the Board and/or committee responsibilities), with due regard for the structure and size of the Board and the benefits of diversity as set out under the board diversity policy of the Company. The RNC had also taken into account the respective contributions of the above-mentioned Directors to the Board and their commitments to their roles.

Mr. LI has served the Company for more than nine years. In recommending him to stand for re-election as an independent non-executive Director, the RNC has considered the following backgrounds and attributes of the nominee concerned:

- (a) Mr. LI has intense experience in legal and corporate governance, and is familiar with management of listed public companies in Hong Kong which enables him to provide valuable insights and contribute to the diversity of skills and perspectives of the Board, and the Board believes that he is able to exercise his professional judgement and draw upon his strong legal, corporate governance and commercial knowledge for the benefit of the Company and its Shareholders as a whole, in particular, the independent shareholders of the Company;

LETTER FROM THE BOARD

- (b) Mr. LI has demonstrated great ability to provide an independent, balanced and objective view to the Company's affairs which contributes positively to the formulation of the Company's strategy and policies;
- (c) Mr. LI has not had and does not have any executive or management roles or functions in the Group; and
- (d) Mr. LI does not hold any Shares.

The RNC considered that in view of his educational background, professional knowledge and experience as mentioned above and set out in Appendix I to this circular, Mr. LI as an independent non-executive Director will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and his appointment will contribute to the diversity (in particular in terms of professional knowledge) of the Board appropriate to the requirements of the Company's business.

During his years of appointment, he has not involved in the daily management of the Company nor in any relationships which would interfere with his independent judgement. Taking into consideration of his actual contributions, the RNC considered that his long service would not affect his exercise of independent judgment and was satisfied that Mr. LI has the required integrity and experience to continue fulfilling the role of independent non-executive Director.

The Company has also received from Mr. LI a written confirmation of his independence which has met the independence guidelines set out in Rule 3.13 of the Listing Rules. Taking into consideration of his independent scope of works, his service commitment and performance demonstrated in the past years and the recommendation from the RNC, the Board considered Mr. LI remain independent under the Listing Rules notwithstanding the length of his service and Mr. LI would be able to continue to devote sufficient time to the Board. Accordingly, Mr. LI shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

The above-mentioned Directors, being eligible, shall offer themselves for re-election at the AGM. Pursuant to Rule 13.74 of the Listing Rules, the details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 22 April 2021 in relation to, among others, the proposed appointment of Mr. HUI Hon Chung, Stanley ("Mr. HUI") as an independent non-executive Director. On the recommendation of the RNC, the Board considered and approved the proposed appointment of Mr. HUI as an independent non-executive Director and submitted such proposed appointment to the AGM for approval.

The nomination was made by the human resources department of the Company and fully evaluated by the RNC in accordance with the nomination policy of the Company and the objective selection criteria (including without limitation, character and integrity, professional qualifications, skills, knowledge and experience, and potential time commitment for the Board and/or committee responsibilities), with due regard for the structure and size of the Board and the benefits of diversity as set out under the board diversity policy of the Company.

LETTER FROM THE BOARD

Mr. HUI has very extensive management experience working in listed companies in Hong Kong and China. His track records of accomplishments in present and prior positions held in various advisory boards and councils of the HKSAR Government are outstanding. The Board believes the appointment of Mr. HUI as an independent non-executive Director will strengthen the Board and help guiding the Company to better supervising and promoting its strategic planning and development.

Mr. HUI has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Upon the appointment of Mr. HUI became effective, the Company will continue to meet the requirement under Rule 3.10A of the Listing Rules that the number of independent non-executive Directors shall represent at least one-third of the Board.

Pursuant to Rule 13.74 of the Listing Rules, the details of the proposed appointment of a new independent non-executive Director are set out in Appendix II to this circular.

4. GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES

Ordinary resolutions will be proposed at the AGM to approve the granting of general mandates to the Directors:

- (a) to allot, issue or deal with Shares of an aggregate number not exceeding 15% of the number of Shares in issue on the date of passing of the relevant resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares in accordance with section 170(2)(e) of the Companies Ordinance after the passing of the relevant resolution) (the “**Issuance Mandate**”);
- (b) to buy back Shares on the Stock Exchange of an aggregate number not exceeding 10% of the number of Shares in issue on the date of passing of the relevant resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares in accordance with section 170(2)(e) of the Companies Ordinance after the passing of the relevant resolution) (the “**Buy-back Mandate**”);
- (c) to extend the Issuance Mandate by the number of Shares bought back by the Company pursuant to and in accordance with the Buy-back Mandate.

The Issuance Mandate and the Buy-back Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in ordinary resolutions nos. 9A and 9B respectively set out in the notice of AGM.

As at the Latest Practicable Date, the Listing Rules provide that, unless the Stock Exchange agrees otherwise, in the event the general mandate to allot, issue and otherwise deal with Shares is exercised, and Shares are placed for cash consideration under such mandate, the issue price of the Shares may not be at a price which represents a discount of 20% or more to the benchmarked price of the Shares, such benchmarked price being the higher of:

- (a) the closing price of the Shares as quoted on the Stock Exchange on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the mandate; and

LETTER FROM THE BOARD

- (b) the average closing price of the Shares as quoted on the Stock Exchange in the five trading days immediately prior to the earlier of:
 - (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Shares under the mandate;
 - (ii) the date of the placing agreement or other agreement involving the proposed issue of Shares under the mandate; and
 - (iii) the date on which the placing or subscription price is fixed.

In terms of the price at which Shares may be issued at time of exercise of the mandate, the Company will comply with the then prevailing requirements under the Listing Rules.

The purpose of the proposed Issuance Mandate is to give the Board strategic flexibility to issue and allot Shares to meet any capital raising need that may arise from time to time for growth of the Company's business where the Board believes it is in the best interests of Shareholders to do so. With reference to the proposed Buy-back Mandate, the Directors wish to state that they have no present plan to buy back any Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. The explanatory statement as required by the Listing Rules in connection with the Buy-back Mandate is set out in Appendix III to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 17 to 22 of this circular. Additional information regarding the business to be considered at the AGM is set out on pages 9 to 16 of this circular.

Shareholders whose names appeared on the register of members on 3 June 2021 (the date of the AGM) are eligible to attend, speak and vote at the AGM.

A form of proxy for use at the AGM 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.

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 our 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. Completion and return of the form of proxy will not preclude any member of the Company from attending the AGM or any adjournment thereof and voting in person if such member so wishes and in such event, the form of proxy will be deemed to be revoked.

LETTER FROM THE BOARD

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 encouraged NOT to attend the AGM in person and are advised to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

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.

Shareholders are reminded to read carefully the notice of the AGM 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, as set out at the end of this circular.

6. VOTING BY WAY OF POLL

Under Rule 13.39(4) of the Listing Rules, vote(s) of Shareholders at general meeting(s) 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 a show of hands. As such, the chairman of the AGM shall pursuant to article 61 of the Articles demand each of the resolutions to be proposed at the AGM be put to the vote by way of a poll.

7. RECOMMENDATION

The Board considers that the re-election of the retiring Directors, the proposed appointment of independent non-executive Director, the granting of the Issuance Mandate, the granting of the Buy-back Mandate and the extension of the Issuance Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
HE Xi
Chairman

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Pursuant to Rule 13.74 of the Listing Rules, the details of the retiring Directors proposed to be re-elected at the AGM are as set out below:

Mr. HE Xi, an executive Director

Experience

HE Xi, born in 1965, is the Chairman of the Board, an executive Director, the President of the Company, the chairman of the Risk Management Committee and the Executive Committee. Mr. HE is a senior engineer at professor level and has a master degree in engineering from North China Electric Power University. Mr. HE is currently the chief engineer of new energy of SPIC (“**Mr. HE’s other position**”). He joined the Group in July 2020. He previously served as an executive director and the general manager of CPI Guangxi Nuclear Power Co., Ltd., the deputy general manager and the chief engineer of CPI Power Engineering Co., Ltd., and the chief engineer of Macun Power Plant of Hainan Zhonghai Energy Co., Ltd. Save as disclosed above, Mr. HE has not held any directorship in other listed public companies in the past three years.

Length of Service

Mr. HE has been appointed for a term of three years. Subject to the Shareholders’ approval at the forthcoming AGM, Mr. HE will continue to serve on the Board until the expiry of his appointed term and he shall retire from office by rotation and re-election in accordance with the Articles.

Relationships

Other than in his capacity as the Chairman of the Board, an executive Director, the President of the Company and Mr. HE’s other position, Mr. HE does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. HE does not have any interest in the Shares (within the meaning of Part XV of the SFO).

Director’s emoluments

Mr. HE does not have a service contract with any member of the Group. His emoluments for the financial year ended 31 December 2020 (calculated from the date of his appointment effective 28 July 2020) amounted to RMB267,000 which was determined with reference to the remuneration system of the parent companies and his performance, qualifications and competence displayed. His emoluments for the financial year ending 31 December 2021 will continue to be determined by the RNC and the Board with reference to the remuneration system of the parent companies, his experience, performance, duties as well as the prevailing market conditions.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. ZHOU Jie, a non-executive Director

Experience

ZHOU Jie, born in 1969, is a non-executive Director. Mr. ZHOU is a senior accountant and has a bachelor degree in economics majoring in accountancy from Changsha Water Conservancy and Electric Power Normal College (now known as Changsha University of Science & Technology). Mr. ZHOU is currently a special duty director of SPIC (“**Mr. ZHOU’s other position**”). He joined the Group in April 2021. He previously served as a director and the general manager of Wu Ling Power Corporation, the deputy general manager of the Hunan Branch of SPIC and Yellow River Upstream Hydropower Development Co., Ltd., and the financial controller of CPI Xinjiang Energy and Chemical Group Co., Ltd. Save as the above, Mr. ZHOU has not held any directorship in any other listed companies in the past three years.

Length of Service

Mr. ZHOU has been appointed for a term of three years. Subject to the Shareholders’ approval at the forthcoming AGM, Mr. ZHOU will continue to serve on the Board until the expiry of his appointed term and he shall retire from office by rotation and re-election in accordance with the Articles.

Relationships

Other than in his capacity as a non-executive Director and Mr. ZHOU’s other position, Mr. ZHOU does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. ZHOU does not have any interest in the Shares (within the meaning of Part XV of the SFO).

Director’s emoluments

Mr. ZHOU does not have a service contract with any member of the Group. He has declined from receiving any emolument from the Company.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. LI Fang, an independent non-executive Director

Experience

LI Fang, born in 1962, is an independent non-executive Director, the chairman of the RNC, a member of the Audit Committee and the Risk Management Committee. Mr. LI has a bachelor degree in mechanical engineering from University of Science and Technology Beijing and a juris doctoral degree from the College of Law of Arizona State University in the United States in 1995. Mr. LI has extensive experience in business management and corporate finance. He joined the Group in October 2004. He previously served as an independent non-executive director of China Power Clean Energy Development Company Limited, a director of Qinhuangdao Chincell-Town Foods Co., Ltd., an executive director of Goldman Sachs (Asia) L.L.C. and a lawyer with Davis Polk and Wardwell LLP in the United States. Save as disclosed above, Mr. LI has not held any directorship in other listed public companies in the past three years.

Length of Service

Mr. LI has been appointed for a term of three years. Subject to the Shareholders' approval at the forthcoming AGM, Mr. LI will continue to serve on the Board until the expiry of his appointed term and he shall retire from office by rotation in accordance with the Articles.

Relationships

Other than in his capacity as an independent non-executive Director, Mr. LI does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. LI does not have any interest in the Shares (within the meaning of Part XV of the SFO).

Director's emoluments

Mr. LI does not have a service contract with any member of the Group. His emoluments for the financial year ended 31 December 2020 amounted to RMB266,000 which was determined based on his performance, qualifications and competence displayed. His emoluments for the financial year ending 31 December 2021 will continue to be determined by the RNC and the Board with reference to his experience, performance and duties as well as the prevailing market conditions.

In the opinion of the Directors, other than the aforesaid matters, there is no information which is discloseable nor any of the aforesaid Directors proposed to be re-elected at the AGM is/was involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2) of the Listing Rules, and there is no any other matters need to be brought to the attention of the Shareholders.

Pursuant to Rule 13.74 of the Listing Rules, the details of a new independent non-executive Director proposed for appointment at the AGM are as set out below:

Mr. HUI Hon Chung, Stanley

Experience

HUI Hon Chung, Stanley, JP, born in 1950, has a bachelor's degree in science from the Chinese University of Hong Kong. He has more than 40 years of management experience in the aviation industry, including holding various senior management positions in Cathay Pacific Airways Limited, AHK Air Hong Kong Limited, Hong Kong Dragon Airlines Limited and the Hong Kong Airport Authority.

Mr. HUI is currently an independent non-executive director of Air China Limited and Beijing Capital International Airport Co., Ltd. which are both listed on the Main Board of the Stock Exchange, and Guangzhou Baiyun International Airport Co., Ltd. which is listed on the Shanghai Stock Exchange. At present, he is also a member of the 13th session of National Committee of the Chinese People's Political Consultative Conference, the President of the Hong Kong Aircraft Leasing and Aviation Finance Association and a member of the General Committee of the Hong Kong General Chamber of Commerce.

Mr. HUI has been active in serving the community. He was previously appointed by the HKSAR Government as a member of the Greater Pearl River Delta Business Council (for two terms), a member of the Commission on Strategic Development, a member of the Aviation Development Advisory Committee, a council member of Vocational Training Council and a member of the Hong Kong Tourism Board. In July 2006, Mr. Hui was appointed as a Justice of the Peace by the Chief Executive of the HKSAR Government. Save as disclosed above, Mr. HUI has not held any directorship in other listed public companies in the past three years.

Length of Service

Subject to the Shareholders' approval at the AGM, Mr. HUI will be appointed for a term of three years and shall retire from office by rotation and re-election in accordance with the Articles.

Relationships

Mr. HUI does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. HUI does not have any interest in the Shares (within the meaning of Part XV of the SFO).

Director's emoluments

Subject to the appointment of Mr. HUI as an independent non-executive Director being approved by the Shareholders at the AGM, the Company will enter into a letter of appointment with Mr. HUI, he will be entitled to a director's fee of HK\$200,000 per annum and an attendance fee of HK\$10,000 per meeting, which is determined by the RNC and the Board with reference to his experience, duties and responsibilities, the prevailing market rate, the emoluments of the existing independent non-executive Directors and the remuneration policy of the Company.

In the opinion of the Directors, other than the aforesaid matters, there is no information which is discloseable nor any of the aforesaid Director proposed to be appointed at the AGM is/was involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2) of the Listing Rules, and there is no any other matters need to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement required to be sent to Shareholders under the Listing Rules to be given to the Shareholders in connection with the proposed Buy-back Mandate to be granted to the Board.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue of the Company was 9,806,886,321.

Subject to the passing of the proposed resolution in respect of the granting of the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 980,688,632 Shares (representing 10% of the Shares in issue as at the date of granting of the Buy-back Mandate).

2. REASON FOR BUY-BACKS

The Board believes that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Board believes that such buy-back will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to buy-back any Shares.

3. FUNDING OF BUY-BACKS

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with Articles, the laws of Hong Kong and the Listing Rules. Buy-backs pursuant to the Buy-back Mandate will be made out of funds of the Company legally permitted to be utilized in this connection, including funds otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2020 in the event that the Buy-back Mandate is exercised in full at any time during the proposed buy-back period. However, the Board does not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Board, are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the following months up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	1.57	1.40
May	1.72	1.51
June	1.77	1.42
July	1.61	1.40
August	1.61	1.43
September	1.55	1.41
October	1.58	1.43
November	1.62	1.50
December	1.68	1.52
2021		
January	1.80	1.62
February	2.00	1.66
March	1.85	1.51
April (up to the Latest Practicable Date)	1.83	1.75

5. UNDERTAKING

The Board has undertaken to the Stock Exchange that, so far as the same may be applicable, it will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate if such resolution is approved by the Shareholders.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, SPIC through its direct and indirect interests in CPDL, CPI Holding and SPIC Finance HK held 5,887,793,513 Shares representing approximately 60.04% of the total number of Shares in issue. On the basis that no Shares are issued or bought back prior to the date of the AGM, in the event that the Board exercises in full the power to buy back Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the interests of SPIC in the Shares would be increased to approximately 66.71% of the total number of Shares in issue. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Board is not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs made under the Buy-back Mandate.

7. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

“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.”

NOTICE OF ANNUAL GENERAL MEETING

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.
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 of the Company (the "**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.

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

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.
17. As at the date of this notice, 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 and YAU Ka Chi.

If Shareholders have any questions relating to the AGM, please contact the share registrar of the Company as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

Tel: (852) 2862 8688

Fax: (852) 2865 0990

Website: www.computershare.com/hk/en/online_feedback