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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**

#### **SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING**

In light of the risks posed by the ongoing COVID-19 pandemic, the Company is adopting special arrangements for the AGM. For health and safety purpose, **Shareholders will NOT be able to attend in person, but may view and listen to the AGM by online live webcast. Shareholders who wish to vote at the AGM should complete and return the form of proxy by appointing the chairman of the AGM as their proxies.**

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the HKSAR Government and/or regulatory authorities, the Company may implement changes and further precautionary measures for the AGM arrangements and may issue further announcement as and when appropriate.

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Power International Development Limited (the “**Company**”) will be held on **Thursday, 2 June 2022 at 10:30 a.m.**, with the principal meeting place at Suite 6301, 63/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong and with an online live webcast simultaneously (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 2021.
2. To consider and declare a final dividend of RMB0.05 (equivalent to HK\$0.0616) per ordinary share for the year ended 31 December 2021.
3. To re-elect Mr. GAO Ping as director of the Company.

4. To re-elect Mr. XU Zuyong as director of the Company.
5. To re-elect Mr. YAU Ka Chi as director of the Company.
6. To authorize the board of directors of the Company to fix the directors' remuneration.
7. 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.
8. 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 8A and 8B 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 8A 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 8B 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, 22 April 2022

***Registered Office:***

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

*Notes:*

1. With regard to Resolutions Nos. 3 to 5 and 8A to 8C set out in this notice, a circular dated 22 April 2022 giving details of the proposed re-election of directors of the Company, and the proposed general mandates to issue and to buy back shares incorporating this notice (the “**Circular**”) will be despatched to the shareholders of the Company (the “**Shareholders**”).
2. As set out in the “**Special Arrangements for the Annual General Meeting**” (on pages 1 to 2 of the Circular which this notice forms part), **Shareholders will NOT be permitted to attend the AGM in person, but may view and listen to the AGM by online live webcast. Shareholders who wish to vote at the AGM should complete and return the form of proxy, appointing the chairman of the AGM as their proxies, (i) to the Company’s share registrar, Computershare Hong Kong Investor Services Limited 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](mailto:eproxy@chinapower.hk) not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). This email address is provided solely for receiving proxy forms relating to the AGM and shall not be used for any other purposes.**
3. **Closure of register of members of the Company for the AGM:** The register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to **qualify to 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, 27 May 2022.**
4. **Closure of register of members of the Company for the final dividend:** The register of members of the Company will be also closed from Thursday, 9 June 2022 to Monday, 13 June 2022, 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 Wednesday, 8 June 2022.**

5. In light of the risks posed by the ongoing COVID-19 pandemic and for the purpose of public health and safety, the Company is adopting the following special arrangements for the AGM:
- (a) As required under the articles of association of the Company to form a quorate meeting, the AGM will be held with the minimum number of attendees to ensure the proper conduct of the AGM at the principal meeting place. The quorum will be formed by the directors of the Company or other senior staff members who are Shareholders or proxies. **NO other Shareholder, proxy or corporate representative should attend the AGM in person, and NO any other person will be permitted entry to the venue of the AGM.**
  - (b) All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If Shareholders wish to vote on any resolution at the AGM, **they must appoint the chairman of the AGM as their proxies to exercise their vote at the AGM in accordance with their instructions.** If they appoint a person who is not the chairman of the AGM as their proxies, that person will not be permitted entry to the meeting and therefore will not be able to exercise their vote.
  - (c) Registered Shareholders may view and listen to the live webcast of the AGM proceedings through [www.chinapower.hk/webcast/2022/20220602.php](http://www.chinapower.hk/webcast/2022/20220602.php). The live 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 live webcast will not be counted towards a quorum nor will they be able to cast their vote online.
  - (d) **Details regarding the live webcast including the login details will be sent to the registered Shareholders before the AGM.**
  - (e) Non-registered Shareholders whose shares of the Company are held through banks, brokers, custodians or HKSCC Nominees Limited (collectively the “Intermediary”) should instruct their Intermediary to appoint themselves as proxies or corporate representatives in order to view and listen to the AGM via live webcast and in doing so, they will be asked to provide their email address. Details regarding the live webcast including the login details will be emailed to them by the Company.
  - (f) Shareholders joining the online AGM will be able to raise questions relevant to the proposed resolutions during the live webcast. Prior to the AGM, Shareholders are also welcome to send such questions or matters in writing to the Company’s email at [ir@chinapower.hk](mailto:ir@chinapower.hk) before Monday, 30 May 2022 at 7:00 p.m. The Company will endeavor to address relevant questions in relation to the proposed resolutions. The Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the AGM.
  - (g) **There will be NO distribution of gifts, souvenirs or bakery vouchers at the AGM.**
6. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, all director(s) of the Company will attend the AGM by means of video conference or similar electronic means.

7. 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 8555 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.

*Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the HKSAR Government and/or regulatory authorities, the Company may implement further precautionary measures and change the AGM arrangements at short notice and may announce further updates on the websites of the Company ([www.chinapower.hk](http://www.chinapower.hk)) and/or the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) as and when appropriate. Shareholders should check the latest announcements published by the Company for further updates on the AGM arrangements.*

*As at the date of this announcement, the directors of the Company are: executive directors HE Xi and GAO Ping, non-executive directors ZHOU Jie and XU Zuyong, and independent non-executive directors LI Fang, YAU Ka Chi and HUI Hon Chung, Stanley.*