



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)

Terms of Reference of Sustainability Working Committee

Foreword

On 27 August 2020, the board of directors (the “**Board**”) of China Power International Development Limited (the “**Company**”) resolved to establish a Sustainability Working Committee (the “**Working Committee**”), being a sub-committee of Risk Management Committee (the “**RMC**”) under the Board with written terms of reference. The Working Committee shall report directly to the RMC and shall assist the RMC in providing leadership, direction and oversight with regard to policies formulation and practices implementation of sustainability-related matters of the Company and its subsidiaries (the “**Group**”).

Authority

The Working Committee is authorized by the Board:

- (a) to investigate any activity within its terms of reference;
- (b) to seek any information, record or report it requires from any employee and all employees are directed to cooperate with any request made by the Working Committee; and
- (c) to engage, at the Company’s expense, external professional advisors, including corporate sustainability consultants and legal advisors or other independent professionals in providing advice and support and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Working Committee shall be provided with sufficient resources to discharge its duties.

Responsibilities

The Working Committee is to assist the RMC in carrying out its responsibilities that include:

- (a) to lead and maintain sustainable growth and manage the sustainability risks and opportunities of the Group. To review and identify the sustainable and sustainability elements affecting or relevant to the Group’s business or operations and make recommendations to the Board through the RMC for approval, including but not limited to:

- environmental;
 - social;
 - health and safety;
 - relationships with employees, suppliers, customers, communities and other stakeholders; and
 - ethical;
- (b) to assist formulating the Group's sustainable development strategies, objectives and standards and provide them to the Board through the RMC for approval ;
- (c) to monitor and review the Group's sustainable development policies and practices to ensure that they remain relevant and fit for purpose and compliant with relevant laws, rules, regulations and regulatory requirements and guidelines applicable to the Group;
- (d) to oversee the Group's implementation of policies, measures, duties and activities on sustainability matters to attain those goals and standards and to review and evaluate their effectiveness and provide the Board through the RMC with confirmations and recommendations for improvement;
- (e) to ensure the adequacy of resources, staff qualifications and experience, training programs and budget for internal implementation of sustainable development function;
- (f) to report on the Group's sustainability performance for each financial year, prepare an annual report and make recommendations to the Board through the RMC for approval; and
- (g) to undertake other duties as required by the RMC and/or the Board.

Membership

The Working Committee members shall be appointed by the Board which shall include but not limited to the general manager or the head of all the business and functional departments of the Company.

The chairman of the Working Committee shall be a vice president of the Company appointed by the Board to lead and ensure the Working Committee operates and discharges its duties effectively.

Reporting and Meetings

The Working Committee shall report to the RMC at least once a year, and at such additional times as the chairman of the Working Committee shall decide as needed in order to fulfill its duties.

The Working Committee shall meet whenever necessary as determined by the chairman of the Working Committee. The meetings are presided over by the chairman of the Working Committee. If the chairman is unable to attend, he/she may appoint another Working Committee member to preside over the meeting.

The Working Committee may invite any other director, executive, or other person to attend any meeting(s) of the committee as it may from time to time consider desirable to assist the committee in the fulfilment of its duties.