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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 Extraordinary General Meeting Proposed Adoption of New Share Incentive Scheme

SPECIAL ARRANGEMENTS FOR THE EXTRAORDINARY GENERAL MEETING

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

NOTICE IS HEREBY GIVEN that a general meeting of China Power International Development Limited (the “**Company**”) will be held on **Wednesday, 15 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 “**EGM**”), for the purposes of considering and, if thought fit, passing with or without amendments the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the approval from the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the listing of, and permission to deal in, the ordinary shares (the “**Share(s)**”) to be allotted and issued by the Company pursuant to the exercise of any share options (“**Share Options**”) which may be granted under the Share Options Incentive Scheme (the “**Share Incentive Scheme**”, the terms of which are contained in a document marked “A” which has been produced to the EGM and signed by the chairman of the EGM for the purpose of identification), the Share Incentive Scheme be and is hereby approved and adopted; and the directors of the Company be and are hereby authorized to take all steps and actions and execute all transactions, arrangements and agreements which are necessary or expedient in order to give full effect to the Share Incentive Scheme, including but not limited to:

- (a) granting Share Options during the term of the Share Incentive Scheme and cancelling Share Options in accordance with the terms of the Share Incentive Scheme;
- (b) allotting, issuing and dealing with the Share(s) which is/are required to be issued pursuant to the exercise of any Share Options granted thereof;
- (c) modifying and/or amending the Share Incentive Scheme and the terms of any Share Option granted from time to time provided that such modification and/or amendment is effected in accordance with the terms of the Share Incentive Scheme relating to the modification and/or amendment thereof and is subject to the requirements of the Rules Governing the Listing of Securities on the Stock Exchange; and
- (d) acting as the executive body of the Share Incentive Scheme, and being responsible for its implementation and administration.”

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

Hong Kong, 27 May 2022

Registered Office:

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

Notes:

1. With regard to the resolution set out in this notice, a circular dated 27 May 2022 giving details of the proposed adoption of new Share Incentive Scheme 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 Extraordinary General Meeting**” (on pages 1 to 2 of the Circular which this notice forms part), **Shareholders will NOT be permitted to attend the EGM in person, but may view and listen to the EGM by online live webcast. Shareholders who wish to vote at the EGM should complete and return the form of proxy, appointing the chairman of the EGM 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 not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). This email address is provided solely for receiving proxy forms relating to the EGM and shall not be used for any other purposes.**
3. **Closure of register of members of the Company for the EGM:** The register of members of the Company will be closed from Thursday, 9 June 2022 to Wednesday, 15 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 EGM**, 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.**

4. 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 following special arrangements for the EGM:
- (a) As required under the Articles of Association of the Company to form a quorate meeting, the EGM will be held with the minimum number of attendees to ensure the proper conduct of the EGM at the principal meeting place. The quorum will be formed by the directors of the Company or other senior staff who are Shareholders or proxies. **NO other Shareholder, proxy or corporate representative should attend the EGM in person, and NO any other person will be permitted entry to the venue of the EGM.**
 - (b) The voting of the resolution at the EGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the EGM by proxy. If Shareholders wish to vote on any resolution at the EGM, **they must appoint the chairman of the EGM as their proxies to exercise their vote at the EGM in accordance with their instructions.** If they appoint a person who is not the chairman of the EGM 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 EGM proceedings through www.chinapower.hk/webcast/2022/20220615.php. The live webcast will be open for registered Shareholders to log in approximately 30 minutes prior to the commencement of the EGM 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 EGM.**
 - (e) Non-registered Shareholders whose Shares 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 to view and listen to the EGM via the 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 EGM will be able to raise questions relevant to the proposed resolution during the live webcast. Prior to the EGM, Shareholders are also welcome to send such questions or matters in writing to the Company’s email at ir@chinapower.hk before Friday, 10 June 2022 at 7:00 p.m. The Company will endeavor to address relevant questions in relation to the proposed resolution. The Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the EGM.
 - (g) **There will be NO distribution of gifts, souvenirs or bakery vouchers at the EGM.**
5. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, all directors of the Company will attend the EGM by means of video conference or similar electronic means.
6. 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 11:00 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 General Meeting arrangements at short notice and may announce further updates on the websites of the Company (www.chinapower.hk) and/or the Stock Exchange (www.hkexnews.hk) as and when appropriate. Shareholders should check the latest announcements published by the Company for further updates on the General Meeting 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.