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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 General Meeting Acquisitions of the Equity Interests in the Target Companies involving issue of Consideration Shares under Special Mandate**

#### **SPECIAL ARRANGEMENTS FOR THE 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 General Meeting. For health and safety purpose, **Shareholders will NOT be able to attend in person, but may view and listen to the General Meeting by online live webcast. Shareholders who wish to vote at the General Meeting should complete and return the form of proxy by appointing the chairman of the General Meeting 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 General Meeting 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, 24 August 2022 at 10:00 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 “**General Meeting**” or “**GM**”), for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- a. the conditional sale and purchase agreement (the “**Agreement I**”) dated 30 June 2022 between China Power (New Energy) Holdings Limited (“**CPNE**”) and the Company, pursuant to which the Company has conditionally agreed to acquire, and CPNE has conditionally agreed to sell, the equity interests of 73.3049% in Gansu China Power Jiuquan Third Wind Power Generation Company Limited\* (甘肅中電酒泉第三風力發電有限公司), 46.0877% in Gansu China Power Guazhou Wind Power Generation Company Limited\* (甘肅中電瓜州風力發電有限公司) (“**Guazhou Wind Power**”), 51% in Gansu China Power Wuwei Photovoltaic Power

Generation Company Limited\* (甘肅中電武威光伏發電有限公司) (“**Wuwei Photovoltaic**”), 30.8397% in Gansu China Power Baiyin Photovoltaic Power Generation Company Limited\* (甘肅中電白銀光伏發電有限公司) (“**Baiyin Photovoltaic**”), 70% in Deyang He Xin Environmental Power Generation Company Limited\* (德陽和新環保發電有限責任公司), 85% in Shangqiu China Power Environmental Power Generation Company Limited\* (商丘中電環保發電有限公司), and 100% in China Power Dafeng Wind Power Generation Company Limited\* (中電大豐風力發電有限公司), Hubei China Power Chunyang Mountain Wind Power Company Limited\* (湖北中電純陽山風電有限公司), Panzihua China Power Photovoltaic Power Generation Company Limited\* (攀枝花中電光伏發電有限公司), Yuanjiang China Power Photovoltaic Power Generation Company Limited\* (元江中電光伏發電有限公司), Haikou China Power Second Environmental Power Generation Company Limited\* (海口中電第二環保發電有限公司), Wenchang China Power Environmental Power Generation Company Limited\* (文昌中電環保發電有限公司), Haikou China Power Environmental Power Generation Company Limited\* (海口中電環保發電有限公司), Bazhou China Power Environmental Power Generation Company Limited\* (霸州中電環保發電有限公司), China Power International New Energy Hainan Company Limited\* (中電國際新能源海南有限公司) and Qionghai China Power Environmental Power Generation Company Limited\* (瓊海中電環保發電有限公司) at an aggregate consideration of RMB5,782,593,419.82 (equivalent to approximately HK\$6,761,764,543.34), a copy of which has been produced to the meeting marked “A” and has been initialled by the chairman of this meeting for the purpose of identification, and all the transactions contemplated thereunder, be and are hereby generally and unconditionally approved, confirmed and ratified;

- b. the conditional sale and purchase agreement (the “**Agreement II**”) dated 30 June 2022 between China Power International New Energy Holding Limited\* (中電國際新能源控股有限公司) (“**CPINE**”), and the Company, pursuant to which the Company has conditionally agreed to acquire and CPINE has conditionally agreed sell the equity interests of 53.9123% in Guazhou Wind Power, 49% in Wuwei Photovoltaic, 29.6303% in Baiyin Photovoltaic, 70% in Jiangxi China Power Yineng Decentralized Energy Company Limited\* (江西中電儀能分散式能源有限公司), and 100% in China Power Inner Mongolia Wind Power Generation Company Limited\* (中電內蒙古風力發電有限公司), Hailin China Power Hongqi Wind Power Generation Company Limited\* (海林中電紅旗風力發電有限公司), Hailin China Power Sea Wave Wind Power Generation Company Limited\* (海林中電海浪風力發電有限公司), Gansu China Power Qiaowan Wind Power Generation Company Limited\* (甘肅中電橋灣風力發電有限公司), Zhao’an China Power Photovoltaic Power Generation Company Limited\* (詔安中電光伏發電有限公司) and China Power International Energy Investment Hainan Company Limited\* (中電國際能源投資海南有限公司) at an aggregate consideration of RMB1,670,098,862.61 (equivalent to approximately HK\$1,952,898,025.71), a copy of which has been produced to the meeting marked “B” and has been initialled by the chairman of this meeting for the purpose of identification, and all the transactions contemplated thereunder, be and are hereby generally and unconditionally approved, confirmed and ratified;
- c. the allotment and issue of 1,536,764,662 shares of the Company (“**Consideration Shares**”) at the issue price of HK\$4.40 per Consideration Share (the “**Issue Price**”) pursuant and subject to the terms and conditions of the Agreement I being hereby approved; the directors of the Company be and are hereby granted a special

mandate (“**Special Mandate**”) to allot and issue the Consideration Shares accordingly, provided that this Special Mandate shall be in addition to, and shall not prejudice or revoke any existing or such other general or special mandates which may from time to time be granted to the directors of the Company prior to the passing of this resolution; and

- d. any director(s) of the Company be and is/are hereby authorised to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementation and completion of Agreement I and Agreement II and transactions contemplated thereunder and (ii) any amendment, variation or modification of Agreement I and Agreement II and the transactions contemplated thereunder.”

\* *English or Chinese translation, as the case may be, is for identification only*

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

Hong Kong, 28 July 2022

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

*Notes:*

1. Set out in the “**Special Arrangements for the General Meeting**” below, **Shareholders of the Company (the “Shareholders”) will NOT be permitted to attend the GM in person, but may view and listen to the GM by online live webcast. Shareholders who wish to vote at the GM should complete and return the form of proxy, appointing the chairman of the GM 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 GM or any adjournment thereof (as the case may be). This email address is provided solely for receiving proxy forms relating to the GM and shall not be used for any other purposes.
2. **Closure of register of members of the Company for the GM:** The register of members of the Company will be closed from Friday, 19 August 2022 to Wednesday, 24 August 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 GM, 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 Thursday, 18 August 2022.**
3. 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 General Meeting:**
  - (a) As required under the articles of association of the Company to form a quorate meeting, the GM will be held with the minimum number of attendees to ensure the proper conduct of the GM 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 GM in person, and NO any other person will be permitted entry to the venue of the GM.**

- (b) The voting of the resolution at the GM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the GM by proxy. **If Shareholders wish to vote on any resolution at the GM, they must appoint the chairman of the GM as their proxies to exercise their vote at the GM in accordance with their instructions. If they appoint a person who is not the chairman of the GM as their proxies, that person will not be permitted entry to the venue of 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 GM proceedings through <http://www.chinapower.hk/webcast/2022/20220824.php>. The live webcast will be open for registered Shareholders to log in approximately 30 minutes prior to the commencement of the GM 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 GM.**
- (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 GM 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) **Questions at or prior to the GM:** Shareholders joining the online GM will be able to raise questions relevant to the proposed resolution during the live webcast. Prior to the GM, 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 Friday, 19 August 2022 at 7:00 p.m. The Company will endeavour 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 GM.
- (g) **There will be NO distribution of gifts, souvenirs or bakery vouchers at the GM.**
4. 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 GM by means of video conference or similar electronic means.
5. 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 10:00 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 of Hong Kong Limited (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 GM 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 GM 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.*