



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
Strategic and Sustainable Development Committee
(Adopted on 12 April 2023)**

Foreword

On 23 March 2023, the board of directors (the “**Board**”) of China Power International Development Limited (the “**Company**”) resolved to establish the Strategic and Sustainable Development Committee (the “**SSDC**”) under the Board with terms of reference. The SSDC shall be accountable to the Board and shall assist the Board on formulating plans, policies and practices, and reviewing and assessing opportunities and risks related to the strategic and sustainable development of the Company and its subsidiaries (the “**Group**”).

Authority

The SSDC is authorized by the Board:

- (a) to investigate any activity within its terms of reference;
- (b) to seek any information it requires from any director or employee of the Group, and that directors and all employees are directed to cooperate with any request made by the SSDC; and
- (c) to obtain independent third party professional advice and if necessary to invite the external advisors with relevant experience and expertise to attend meetings of the SSDC, and to delegate any of its duties as is appropriate to such person or persons as it thinks fit.

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

Responsibilities

Responsibilities of the SSDC include:

- (a) to consider and formulate the medium and long-term plans and goals in relation to the strategic development of the Company for the Board’s approval, and to review and supervise the implementation of the Company’s strategic plans from time to time;

- (b) to consider, review and make recommendations to the Board on the environment, social and governance (“ESG”) objectives, strategies, targets and management policies for the sustainable development of the Group;
- (c) to review and assess the adequacy and effectiveness of the management framework for ESG-related matters;
- (d) to identify, determine, prioritize and assess ESG-related risks and opportunities, and advise on issues that will significantly affect the operations of the Group;
- (e) to review and monitor the Group’s ESG-related work and assess the Group’s ESG performance against performance targets;
- (f) to adopt and update the Group’s ESG policies to ensure compliance with applicable legal and regulatory requirements;
- (g) to supervise the Sustainability Working Committee and monitor its works;
- (h) to review any reports prepared by the Sustainability Working Committee and make recommendations to the Board;
- (i) to ensure the annual ESG report of the Company complies with the relevant requirements of the statutory or mandatory rules and regulations where the Group operates;
- (j) to review the annual ESG report of the Company and make recommendations to the Board for approval; and
- (k) to consider other matters, as defined or assigned by the Board from time to time.

Membership

The members of the SSDC shall be appointed by the Board. The SSDC shall consist of not less than three members.

The chairman of the SSDC shall be appointed by the Board, responsible for leading the SSDC to ensure the SSDC operates and discharges its duties effectively.

Meetings

SSDC meetings are divided into regular meetings and ad hoc meetings. There are at least two regular meetings each year. Ad hoc meetings are convened as and when necessary by SSDC members or the Board.

The quorum of the SSDC shall be two members, one of whom must be an independent non-executive director of the Company. SSDC meetings are presided over by the chairman of the SSDC. If the chairman is unable to attend, he/she may appoint another SSDC member to preside over the meeting. The SSDC meeting should be held only when no less than two-thirds of the members are present, each SSDC member has one vote. The resolution adopted in a meeting must be passed by a simple majority of all SSDC members present.

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

Meetings of the SSDC may be held either in person or through electronic means of communication or in such other manner as the SSDC members may agree.

The chairman of the SSDC shall be responsible for reporting to the Board. The minutes of all meetings and resolutions of the SSDC shall be circulated to all the members of the SSDC and to the Board.

The company secretary of the Company, or in his/her absence, his/her delegate, shall act as the secretary to the SSDC and must ensure that full minutes are kept of the meetings.