

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 the General Meeting**

**NOTICE IS HEREBY GIVEN** that a general meeting of China Power International Development Limited (the “**Company**”) will be held on Wednesday, 6 September 2023 at 10:30 a.m. at Salon 5, JW Marriott Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong (the “**General Meeting**” or “**GM**”), for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- a. the conditional sale and purchase agreement (the “**Agreement I**”) dated 26 July 2023 between the Company and State Power Investment Corporation Limited\* (國家電力投資集團有限公司) (“**SPIC**”), pursuant to which the Company has conditionally agreed to acquire, and SPIC has conditionally agreed to sell, 55.15% equity interest in SPIC Beijing Power Co., Ltd.\* (國家電投集團北京電力有限公司), 100% equity interest in SPIC Fujian Electric Power Co., Ltd.\* (國家電投集團福建電力有限公司), SPIC Heilongjiang Power Co., Ltd.\* (國家電投集團黑龍江電力有限公司) and SPIC Shanxi Power Co., Ltd.\* (國家電投集團山西電力有限公司) at a total consideration of RMB8,811,044,100 (equivalent to approximately HK\$9,682,466,000), 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 26 July 2023 between the Company and SPIC Guangdong Electric Power Co., Ltd.\* (國家電投集團廣東電力有限公司) (“**SPIC Guangdong**”), China Power Complete Equipment Co., Ltd.\* (中國電能成套設備有限公司) (“**CPCEC**”), pursuant to which the Company has conditionally agreed to acquire, and SPIC Guangdong and CPCEC has conditionally agreed to sell 100% equity interest in Jieyang Qianzhan Wind Power Co., Ltd.\* (揭陽前詹風電有限公司) at a total consideration of RMB1,974,016,700 (equivalent to approximately HK\$2,169,249,000), 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; and

- c. 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.”

**2. “THAT:**

- a. the entering into of the financial services framework agreement supplemental agreement (the “**FS Framework Agreement Supplemental Agreement**”) between the Company and SPIC Financial Company Limited\* (國家電投集團財務有限公司) (“**SPIC Financial**”) dated 17 August 2023 (a copy of the FS Framework Agreement Supplemental Agreement has been produced to the meeting marked “C” and has been initialled by the chairman of this meeting for the purpose of identification) and all other matters of and incidental thereto or in connection therewith be and are hereby approved and confirmed;
- b. the annual cap of the deposit services contemplated under the FS Framework Agreement Supplemental Agreement, being the proposed revised maximum daily balance of deposits (including accrued interests) placed by the Company and its subsidiaries from time to time with SPIC Financial during the term of the FS Framework Agreement as more particularly set out in the circular of the Company dated 18 August 2023 (a copy of which has been produced to the meeting marked “D” and has been initialled by the chairman of this meeting for the purpose of identification), be and is hereby approved and confirmed; and
- c. any director(s) of the Company be and is/are hereby authorized for and on behalf of the Company, amongst other matters, to sign, seal, execute, perfect, deliver, do or to authorize signing, executing, perfecting and delivering and doing all such documents, deeds, acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the terms of the FS Framework Agreement Supplemental Agreement and to make and agree such variations of a non-material nature in or to the terms of the FS Framework Agreement Supplemental Agreement as he/she may in his discretion consider to be desirable and in the interests of the Company.”

\* *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, 18 August 2023

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

*Notes:*

1. Each of the resolutions set out in this notice will be voted by way of a poll. A member of the Company entitled to vote at the GM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited (i) at 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.
3. **Closure of register of members of the Company for the GM:** The register of members of the Company will be closed from Friday, 1 September 2023 to Wednesday, 6 September 2023, 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, 31 August 2023**.
4. 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.

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

***Please note that there will be NO serving of any refreshments or beverages and NO distribution of gifts, souvenirs or bakery vouchers at the GM.***