



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)

Proxy Form for General Meeting – Proposed Asset Restructuring

Form of proxy for the general meeting to be held on Tuesday, 24 June 2025 at 10:30 a.m. by way of virtual meeting via online platform (the “GM”).

I/We, being the registered holder(s) of ordinary shares (the “Shares”) of China Power International Development Limited (the “Company”), hereby appoint the proxy⁽¹⁾ as specified below or failing him, the chairman of the GM⁽¹⁾ to attend on my/our behalf at the GM (and at any adjournment thereof) and to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the GM (with or without amendments) as hereunder indicated.

| | | | |
|--|--|-----------------------------|--|
| Registered Holder(s) (Complete in BLOCK CAPITALS . The names of all joint holders should be stated.) | | | |
| Registered Name | | | |
| Registered Address | | | |
| Registered Holding ⁽²⁾ | | Signature ⁽³⁾⁽⁴⁾ | |
| Date | | | |

| | | |
|---|--|------------------------------|
| Proxy⁽¹⁾ (Complete in BLOCK CAPITALS) | | |
| Name | | No. of Shares ⁽⁵⁾ |
| Address | | |
| Email | | |

| Ordinary Resolutions | | For ⁽⁶⁾ | Against ⁽⁶⁾ |
|----------------------|--|--------------------|------------------------|
| 1. | <p>a. The Proposed Asset Restructuring, Equity Transfer Agreement I, Equity Transfer Agreement II, Wu Ling Power Compensation Agreement, Changzhou Hydropower Compensation Agreement, the China Power Non-Compete Undertaking and the SPIC Non-Compete Undertaking dated 16 April 2025 (collectively the “Formal Restructuring Agreements” as defined in the Company’s circular dated 20 May 2025) (copies of which have been produced to the meeting marked “A”, “B”, “C”, “D”, “E”, and “F” respectively and have been initialled by the chairman of this meeting for the purpose of identification) and all the transactions contemplated thereunder, including the China Power Lock-up Undertaking, SPIC Letter of Undertaking, Related Transactions Undertakings, Yuanda Environmental Independence Undertakings and Undertakings on Remedial Measures on Returns (collectively the “Formal Restructuring Ancillary Undertakings” as defined in the Company’s circular dated 20 May 2025) (copies of which have been produced to the meeting marked “G”, “H”, “I”, “J” and “K” respectively and have been initialled by the chairman of this meeting for the purpose of identification), be and are hereby generally and unconditionally approved, confirmed and ratified; and</p> <p>b. 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 the Proposed Asset Restructuring, the Formal Restructuring Agreements and the transactions contemplated thereunder (including the Formal Restructuring Ancillary Undertakings) and (ii) any amendment, variation or modification of the Proposed Asset Restructuring, the Formal Restructuring Agreements and the transactions contemplated thereunder (including the Formal Restructuring Ancillary Undertakings).</p> | | |

* The full text of the resolutions are set out in the notice of the GM dated 20 May 2025.

Notes:

- If any proxy other than the chairman of the GM is preferred, please insert the name, address and email of the proxy desired in the space provided above, otherwise the proxy will be the chairman of the GM. The email so provided will be SOLELY used by the Company or its agents for sending the login details for accessing the online platform and voting at the GM, so you and your proxy should ensure that the email provided will be appropriately secure and valid for this purpose. If no email address is provided, your proxy cannot participate and vote at the GM. The proxy need not be a shareholder of the Company.
- Please insert the number of Shares of the Company registered in the name of holder(s).
- In case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorized.
- In order to be valid, this form of proxy, together with the power of attorney or other authority, if any, under which is signed, or a notarially certified copy of that power or authority must be deposited (i) at the share registrar of the Company, 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 assigned for holding the GM or any adjourned meeting.
- Please insert the number of Shares for this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in the name of the holder(s).
- IMPORTANT: If you wish to vote for any resolution, tick in the box marked “For” beside the appropriate resolution. If you wish to vote against any resolution, tick in the box marked “Against” beside the appropriate resolution.** In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting at the GM or any adjourned meeting thereof if you so wish and in such event, this form of proxy will be deemed to be revoked.
- In the case of joint holders of any Shares, only **ONE PAIR** of login details and password for the online platform will be provided to the joint holders. Any one of such joint holders may attend the meeting or vote in respect of such Shares as if he/she/it was solely entitled thereto.
- If you or your proxy cast votes through the online platform, such votes cast are irrevocable once the voting session of the meeting ends.
- If your proxy **has not received the login details by email by 10:30 a.m. on Monday, 23 June 2025**, your proxy should reach out to the Company’s share registrar, Computershare Hong Kong Investor Services Limited for assistance.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.