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四川能投發展股份有限公司

Sichuan Energy Investment Development Co., Ltd.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 01713)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE
GENERAL MEETINGS,
AND
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE
BOARD MEETINGS**

The board of directors (the “**Board**”) of Sichuan Energy Investment Development Co., Ltd.* (the “**Company**”) announces that the resolutions in relation to the proposed amendments to the Articles of Association, the Rules of Procedure of the General Meetings and the Rules of Procedure of the Board Meetings were considered and approved at the meeting of the Board held on 29 November 2019.

In accordance with the Approval of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Holding of Shareholders Meeting for Overseas Listed Companies (Guo Han[2019] No.17) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項的批覆》(國函[2019]97號)), and in order to further optimize the Company’s internal management, the amendments are proposed to be made to the corresponding provisions in the Articles of Association and the Rules of Procedure of General Meetings. For consistency purpose, the amendments are proposed to be made to the provisions in the Rules of Procedure of Board Meetings accordingly. The aforementioned proposed amendments are as follow (the “**Proposed Amendments**”):

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Article	Proposed Amendments
<p>Article 67</p> <p>To convene a general meeting, the Company shall give written notices 45 days before the date of the meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who will attend the meeting shall return the written replies of attendance to the Company 20 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded;</p> <p>The notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public notice.</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 45 days to 50 days before the date of the meeting. Upon the publication of such notice, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders' meeting.</p>	<p>Article 67</p> <p>To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded;</p> <p>The notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public notice.</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 20 business days to 25 business days before the date of the annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders' meeting.</p>

Original Article	Proposed Amendments
<p>The notice, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas listed foreign shares in any of the following manners, 45 days prior to the holding of said meeting:</p> <p>(I) Such notice, material or announcement should be delivered to every shareholder of overseas listed foreign shares by person or by mail to the registered address of the shareholders, and the notice to shareholder of overseas listed foreign shares shall be sent from Hong Kong to the best effort of the Company;</p> <p>(II) Publish the announcement at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with applicable laws, regulations and relevant Main Board Listing Rules;</p> <p>(III) Other manners required by the local stock exchange where shares of the Company are listed and the listing rules into force unless they are signed by independent non-executive directors.</p>	<p>The notice, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas listed foreign shares in any of the following manners, 20 business days prior to the holding of such annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the such extraordinary general meeting:</p> <p>(I) Such notice, material or announcement should be delivered to every shareholder of overseas listed foreign shares by person or by mail to the registered address of the shareholders, and the notice to shareholder of overseas listed foreign shares shall be sent from Hong Kong to the best effort of the Company;</p> <p>(II) Publish the announcement at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with applicable laws, regulations and relevant Main Board Listing Rules;</p> <p>(III) Other manners required by the local stock exchange where shares of the Company are listed and the listing rules into force unless they are signed by independent non-executive directors.</p>

Original Article	Proposed Amendments
<p>Article 68</p> <p>The Company shall calculate, according to the written replies received 20 days before the date of the meeting, the number of shares carry voting rights that the shareholders attending the meeting represent. The Company can convene a general meeting if the number of shares carrying voting rights represented by shareholders intending to attend attain more than one half of total number of shares carrying voting rights. If not, the Company shall make an announcement, within 5 days, once again notifying the shareholders of the matters proposed to be considered and the date and place of the meeting. Once an announcement has been so made, the Company may convene the general meeting.</p> <p>An extraordinary general meeting may not decide on matters not specified in the abovementioned notice.</p>	<p>Article 68</p> <p>The Company shall calculate, according to the written replies received 20 days before the date of the meeting, the number of shares carry voting rights that the shareholders attending the meeting represent. The Company can convene a general meeting if the number of shares carrying voting rights represented by shareholders intending to attend attain more than one half of total number of shares carrying voting rights. If not, the Company shall make an announcement, within 5 days, once again notifying the shareholders of the matters proposed to be considered and the date and place of the meeting. Once an announcement has been so made, the Company may convene the general meeting.</p> <p>An extraordinary general meeting may not decide on matters not specified in the abovementioned notice.</p>
<p>Article 96</p> <p>In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 45 days before the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve the written replies to the Company 20 days prior to the date of the meeting. The quorum for a class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the number of holders of at least one third of the issued shares of that class.</p>	<p>Article 96</p> <p>In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 20 business days before the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve the written replies to the Company 10 days prior to the date of the meeting. The quorum for a class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the number of holders of at least one third of the issued shares of that class.</p>

Original Article	Proposed Amendments
<p>Article 107</p> <p>The Board of Directors is responsible for the shareholders’ general meeting and shall exercise the following functions and powers:</p> <p>(I) to convene the shareholders’ general meeting, submit relevant matters to the shareholders’ general meeting for passing and report to the shareholders’ general meeting;</p> <p>(II) to implement the resolutions adopted at shareholders’ general meetings;</p> <p>(III) to decide on the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and accounts;</p> <p>(V) to formulate the Company’s proposals on profit distribution and plan for recovery of losses;</p> <p>(VI) to formulate proposals for increases or reductions of the Company’s registered capital and proposals for the issue and listing of corporate debentures or other securities;</p> <p>(VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company’s shares, or merger, demerger, dissolution and change of corporate formation of the Company;</p> <p>(VIII) to decide on the establishment of the Company’s internal management structure;</p> <p>(IX) to appoint or dismiss the Company’s general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;</p>	<p>Article 107</p> <p>The Board of Directors is responsible for the shareholders’ general meeting and shall exercise the following functions and powers:</p> <p>(I) to convene the shareholders’ general meeting, submit relevant matters to the shareholders’ general meeting for passing and report to the shareholders’ general meeting;</p> <p>(II) to implement the resolutions adopted at shareholders’ general meetings;</p> <p>(III) to decide on the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and accounts;</p> <p>(V) to formulate the Company’s proposals on profit distribution and plan for recovery of losses;</p> <p>(VI) to formulate proposals for increases or reductions of the Company’s registered capital and proposals for the issue and listing of corporate debentures or other securities;</p> <p>(VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company’s shares, or merger, demerger, dissolution and change of corporate formation of the Company;</p> <p>(VIII) to decide on the establishment of the Company’s internal management structure;</p> <p>(IX) to appoint or dismiss the Company’s general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;</p>

Original Article	Proposed Amendments
(X) to decide on the wages, welfare and reward and punishment system of employees of the Company;	(X) to decide on the wages, welfare and reward and punishment system of employees of the Company;
(XI) to approve the Company to appoint or replace the executive directors, (candidates for) directors, (candidates for) supervisors and (candidates for) the chairman of the supervisory committee of its wholly-owned subsidiaries, controlled subsidiaries and holding subsidiaries;	(XI) to approve the Company to appoint or replace the executive directors, (candidates for) directors, (candidates for) supervisors and (candidates for) the chairman of the supervisory committee of its wholly-owned subsidiaries, controlled subsidiaries and holding subsidiaries;
(XII) to formulate the Company's basic management system;	(XII) to formulate the Company's basic management system;
(XIII) to formulate proposals for amendment to the Articles of Association;	(XIII) to formulate proposals for amendment to the Articles of Association;
(XIV) to determine the establishment of the Company's domestic and overseas branch offices;	(XIV) to determine the establishment of the Company's domestic and overseas branch offices;
(XV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;	(XV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;
(XVI) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;	(XVI) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;
(XVII)to propose at general meetings a resolution in respect of candidates for independent non-executive directors and replacement of independent non-executive directors;	(XVII)to propose at general meetings a resolution in respect of candidates for independent non-executive directors and replacement of independent non-executive directors;
(XVIII)to propose at shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;	(XVIII)to propose at shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;
(XIX) to hear the work report and inspect the work of the general manager;	(XIX) to hear the work report and inspect the work of the general manager;

Original Article	Proposed Amendments
(XX) to manage information disclosure of the Company;	(XX) to manage information disclosure of the Company;
(XXI) to formulate the equity incentives plan;	(XXI) to formulate the equity incentives plan;
(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;	(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;
(XXIII) to formulate and review the corporate governance policy and practices of the Company;	(XXIII) to formulate and review the corporate governance policy and practices of the Company;
(XXIV) to review and supervise the training and continuing professional development of directors, supervisors and senior management;	(XXIV) to review and supervise the training and continuing professional development of directors, supervisors and senior management;
(XXV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;	(XXV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;
(XXVI) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;	(XXVI) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;
(XXVII)to review the Company’s compliance with the Code on Corporate Governance Practices and disclosure in the Corporate Governance Report as set out in the Listing Rules of the Main Board;	(XXVII)to review the Company’s compliance with the Code on Corporate Governance Practices and disclosure in the Corporate Governance Report as set out in the Listing Rules of the Main Board;
(XXVIII)to decide on other major affairs of the Company, save for matters required to be resolved at shareholders’ general meetings as specified under the Company Law and the Articles of Association;	(XXVIII)to decide on other major affairs of the Company, save for matters required to be resolved at shareholders’ general meetings as specified under the Company Law and the Articles of Association;

Original Article	Proposed Amendments
<p>(XXIX) to exercise other functions and powers conferred by the Articles of Association or the shareholders' general meetings;</p> <p>(XXX) other matters as required by the PRC laws and regulations.</p> <p>With the exception of matters specified in sub-paragraphs (VI), (VII) and (XIII) which shall be passed by two-thirds or more of the directors, the resolutions of the Board of Directors in respect to any other aforesaid matters may be passed by more than half of all directors.</p> <p>Resolutions made by the Board of Directors with respect to connected transactions shall not come into force unless they are signed by independent non-executive directors.</p>	<p>(XXIX) to exercise other functions and powers conferred by the Articles of Association or the shareholders' general meetings;</p> <p>(XXX) other matters as required by the PRC laws and regulations.</p> <p>With the exception of matters specified in sub-paragraphs (VI), (VII) and (XIII) which shall be passed by two-thirds or more of the directors, the resolutions of the Board of Directors in respect to any other aforesaid matters may be passed by more than half of all directors.</p> <p>Resolutions made by the Board of Directors with respect to connected transactions shall not come into force unless they are signed by independent non-executive directors.</p>
<p>Article 116</p> <p>The meeting notice shall be deemed to be delivered to such director if he/she presents at the meeting and does not raise the issue of the non-receipt of such notice prior to his/her arrival at the meeting or the commencement of the meeting.</p> <p>The regular or interim meetings of the Board can be held by conference call or other similar communication equipment, for so long as the attending directors are able to hear clearly other directors' speech at the meeting and to communicate among themselves. All attending directors shall be considered as being present at the meetings.</p>	<p>Article 116</p> <p>The meeting notice shall be deemed to be delivered to such director if he/she presents at the meeting and does not raise the issue of the non-receipt of such notice prior to his/her arrival at the meeting or the commencement of the meeting.</p> <p>The regular or interim meetings of the Board can be held by conference call or other similar communication equipment, the interim meetings of the Board can be held by e-mail circulation or other written resolution for so long as the attending directors are able to fully express their views and learn about the subject and related information of the meeting. All attending directors shall be considered as being present at the meetings.</p>

(2) **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETINGS**

Original Article	Proposed Amendments
<p>Article 17</p> <p>To convene a general meeting, the Company shall give written notices 45 days before the date of the meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who will attend the meeting shall return the written replies of attendance to the Company 20 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded.</p>	<p>Article 17</p> <p>To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded.</p>

Original Article	Proposed Amendments
<p>Article 18</p> <p>The Company shall calculate, according to the written replies received 20 days before the date of the meeting, the number of shares carry voting rights that the shareholders attending the meeting represent The Company can convene a general meeting if the number of shares carrying voting rights represented by shareholders intending to attend attain more than one half of total number of shares carrying voting rights If not, the Company shall make an announcement, within 5 days, once again notifying the shareholders of the matters proposed to be considered and the date and place of the meeting Once an announcement has been so made, the Company may convene the general meeting.</p> <p>An extraordinary general meeting may not decide on matters not specified in the abovementioned notice.</p>	<p>Article 18</p> <p>The Company shall calculate, according to the written replies received 20 days before the date of the meeting, the number of shares carry voting rights that the shareholders attending the meeting represent The Company can convene a general meeting if the number of shares carrying voting rights represented by shareholders intending to attend attain more than one half of total number of shares carrying voting rights If not, the Company shall make an announcement, within 5 days, once again notifying the shareholders of the matters proposed to be considered and the date and place of the meeting Once an announcement has been so made, the Company may convene the general meeting.</p> <p>An extraordinary general meeting may not decide on matters not specified in the abovementioned notice.</p>

Original Article	Proposed Amendments
<p>Article 20</p> <p>The notice, materials or written announcement of the shareholders’ general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery, prepaid airmail, published on the Company’s website, or other ways conferred by the Articles of Association, to their addresses as shown in the register of shareholders, unless otherwise provided for by law, the listing rules of the stock exchange on which the Company’s shares are listed and the Articles of Association. For the holders of domestic shares, notice of the meeting may be issued by way of public notice.</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 45 days to 50 days before the date of the meeting. Upon the publication of such notice, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders’ meeting.</p> <p>In compliance with the laws, administrative regulations, provisions of the securities regulatory authorities at the place where the shares of the Company are listed and the relevant procedure, the Company shall give the notice of the general meeting to the Shareholders of overseas listed foreign shares through publishing at the website of the Company, or websites designated by the local stock exchange where shares of the Company are listed, or other manners required by the local stock exchange where shares of the Company are listed and the listing rules.</p>	<p>Article 20</p> <p>The notice, materials or written announcement of the shareholders’ general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery, prepaid airmail, published on the Company’s website, or other ways conferred by the Articles of Association, to their addresses as shown in the register of shareholders, unless otherwise provided for by law, the listing rules of the stock exchange on which the Company’s shares are listed and the Articles of Association. For the holders of domestic shares, notice of the meeting may be issued by way of public notice.</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 20 business days to 25 business days before the date of the annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders’ meeting.</p> <p>In compliance with the laws, administrative regulations, provisions of the securities regulatory authorities at the place where the shares of the Company are listed and the relevant procedure, the Company shall give the notice of the general meeting to the Shareholders of overseas listed foreign shares through publishing at the website of the Company, or websites designated by the local stock exchange where shares of the Company are listed, or other manners required by the local stock exchange where shares of the Company are listed and the listing rules.</p>

Original Article	Proposed Amendments
<p data-bbox="204 193 347 221">Article 66</p> <p data-bbox="204 268 823 672">In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 45 days before the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve the written replies to the Company 20 days prior to the date of the meeting.</p> <p data-bbox="204 719 823 1236">The Company may convene the class meeting when the number of shares carrying rights to vote at the meeting held by the shareholders intending to attend the meeting reaches half or more of the total number of shares of such class carrying rights to vote at the meeting. If it does not reach that proportion, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered, and the place and date of the meeting. Upon the publication of the announcement, the Company may convene the class meeting.</p>	<p data-bbox="849 193 992 221">Article 66</p> <p data-bbox="849 268 1468 672">In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 20 business days before the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve the written replies to the Company 10 days prior to the date of the meeting.</p> <p data-bbox="849 719 1468 1236">The Company may convene the class meeting when the number of shares carrying rights to vote at the meeting held by the shareholders intending to attend the meeting reaches half or more of the total number of shares of such class carrying rights to vote at the meeting. If it does not reach that proportion, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered, and the place and date of the meeting. Upon the publication of the announcement, the Company may convene the class meeting.</p>

(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD MEETINGS

Original Article	Proposed Amendments
<p>Article 4</p> <p>The Board of Directors is responsible for the operation and management of the Company and shall perform the following duties according to law:</p> <p>(I) to convene the shareholders’ general meeting, submit relevant matters to the shareholders’ general meeting for passing and report to the shareholders’ general meeting;</p> <p>(II) to implement the resolutions adopted at shareholders’ general meetings;</p> <p>(III) to decide on the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and accounts;</p> <p>(V) to formulate the Company’s proposals on profit distribution and plan for recovery of losses;</p> <p>(VI) to formulate proposals for increases or reductions of the Company’s registered capital and proposals for the issue and listing of corporate debentures or other securities;</p> <p>(VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company’s shares, or merger, demerger, dissolution and change of corporate formation of the Company;</p> <p>(VIII) to decide on the establishment of the Company’s internal management structure;</p>	<p>Article 4</p> <p>The Board of Directors is responsible for the operation and management of the Company and shall perform the following duties according to law:</p> <p>(I) to convene the shareholders’ general meeting, submit relevant matters to the shareholders’ general meeting for passing and report to the shareholders’ general meeting;</p> <p>(II) to implement the resolutions adopted at shareholders’ general meetings;</p> <p>(III) to decide on the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and accounts;</p> <p>(V) to formulate the Company’s proposals on profit distribution and plan for recovery of losses;</p> <p>(VI) to formulate proposals for increases or reductions of the Company’s registered capital and proposals for the issue and listing of corporate debentures or other securities;</p> <p>(VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company’s shares, or merger, demerger, dissolution and change of corporate formation of the Company;</p> <p>(VIII) to decide on the establishment of the Company’s internal management structure;</p>

Original Article	Proposed Amendments
(IX) to appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;	(IX) to appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;
(X) to decide on the wages, welfare and reward and punishment system of employees of the Company;	(X) to decide on the wages, welfare and reward and punishment system of employees of the Company;
(XI) to formulate the Company's basic management system and discuss and approve the working rules for the general manager;	(XI) to formulate the Company's basic management system and discuss and approve the working rules for the general manager;
(XII) to formulate proposals for amendment to the Articles of Association;	(XII) to formulate proposals for amendment to the Articles of Association;
(XIII) to determine the establishment of the Company's domestic and overseas branch offices;	(XIII) to determine the establishment of the Company's domestic and overseas branch offices;
(XIV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;	(XIV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;
(XV) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;	(XV) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;
(XVI) to propose at general meetings a resolution in respect of candidates for independent non-executive directors and replacement of independent non-executive directors;	(XVI) to propose at general meetings a resolution in respect of candidates for independent non-executive directors and replacement of independent non-executive directors;
(XVII) to propose at shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;	(XVII) to propose at shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;
(XVIII) to hear the work report and inspect the work of the general manager;	(XVIII) to hear the work report and inspect the work of the general manager;

Original Article	Proposed Amendments
(XIX) to manage information disclosure of the Company and take ultimate responsibility for the authenticity, accuracy, integrity and timeliness of the accounting report and financial report;	(XIX) to manage information disclosure of the Company and take ultimate responsibility for the authenticity, accuracy, integrity and timeliness of the accounting report and financial report;
(XX) to formulate the equity incentives plan;	(XX) to formulate the equity incentives plan;
(XXI) to review and approve the articles of association of the subsidiaries; to delegate the executive directors, supervisors, general manager, financial manager of the subsidiaries;	(XXI) to review and approve the articles of association of the Company;
(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;	(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;
(XXIII) to formulate and review the corporate governance policy and practices of the Company;	(XXIII) to formulate and review the corporate governance policy and practices of the Company;
(XXIV) to review and supervise the training and continuing professional development of directors, supervisors and senior management;	(XXIV) to review and supervise the training and continuing professional development of directors, supervisors and senior management;
(XXV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;	(XXV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;
(XXVI) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;	(XXVI) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;

Original Article	Proposed Amendments
<p>(XXVII) to review the Company’s compliance with the Code on Corporate Governance Practices and disclosure in the Corporate Governance Report as set out in the Listing Rules of the Main Board;</p> <p>(XXVIII) to decide on other major affairs of the Company, save for matters required to be resolved at shareholders’ general meetings as specified under the Company Law and the Articles of Association;</p> <p>(XXIX) to exercise other functions and powers conferred by the Articles of Association or the shareholders’ general meetings;</p> <p>Matters that exceed the scope of authorisation of the shareholders’ general meeting shall be submitted to the shareholders’ general meeting for review and discussion.</p>	<p>(XXVII) to review the Company’s compliance with the Code on Corporate Governance Practices and disclosure in the Corporate Governance Report as set out in the Listing Rules of the Main Board;</p> <p>(XXVIII) to decide on other major affairs of the Company, save for matters required to be resolved at shareholders’ general meetings as specified under the Company Law and the Articles of Association;</p> <p>(XXIX) to exercise other functions and powers conferred by the Articles of Association or the shareholders’ general meetings;</p> <p>Matters that exceed the scope of authorisation of the shareholders’ general meeting shall be submitted to the shareholders’ general meeting for review and discussion.</p>
<p>Article 30</p> <p>Directors shall attend board meetings in person. The regular or interim meetings of the Board can be held by conference call or other similar communication equipment, for so long as the attending directors are able to hear clearly other directors’ speech at the meeting and to communicate among themselves. All attending directors shall be considered as being present at the meetings. In the event that a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. The Independent Non-executive Director may appoint other Independent Non-executive Director to attend the meeting on his/her behalf.</p>	<p>Article 30</p> <p>The regular or interim meetings of the Board can be held by conference call or other similar communication equipment, the interim meetings of the Board can be held by e-mail circulation or other written resolution for so long as the attending directors are able to fully express their views and learn about the subject and related information of the meeting, all attending directors shall be considered as being present at the meetings. In the event that a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. The Independent Non-executive Director may appoint other Independent Non-executive Director to attend the meeting on his/her behalf.</p>

Original Article	Proposed Amendments
<p>The power of attorney shall state the name and the identity card number of the proxy, the reasons why the principal may not attend, the proxy matters, the scope of authorisation and the period of validity, the brief comments of the principal on each proposal, and the instructions of the principal to vote on the proposals, and shall be signed or sealed by the principal.</p>	<p>The power of attorney shall state the name and the identity card number of the proxy, the reasons why the principal may not attend, the proxy matters, the scope of authorisation and the period of validity, the brief comments of the principal on each proposal, and the instructions of the principal to vote on the proposals, and shall be signed or sealed by the principal.</p>
<p>The director attending the meeting as proxy shall exercise such director's right within the scope of authorisation. Where a director is unable to attend the board meeting in person and fails to authorise a proxy to act on his/her behalf, the said director shall be deemed to abstain from voting at such meeting.</p>	<p>The director attending the meeting as proxy shall exercise such director's right within the scope of authorisation. Where a director is unable to attend the board meeting in person and fails to authorise a proxy to act on his/her behalf, the said director shall be deemed to abstain from voting at such meeting.</p>

Save for the Proposed Amendments set out above, other provisions in the Articles of Association, the Rules of Procedure of General Meetings, and the Rules of Procedure of Board Meetings remain unchanged. After deletion of the current articles, the articles will be renumbered accordingly.

The English version of the Articles of Association, the Rules of Procedure of General Meetings, and the Rules of Procedure of Board Meeting are unofficial translation of their Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The Proposed Amendments are subject to consideration and approval at the general meeting and the approval of, and registration or filing with, the relevant regulatory authorities in the PRC. Resolutions will be put to the Shareholders at the forthcoming general meeting for approving the Proposed Amendments.

A circular containing details of the above Proposed Amendments will be despatched to the Shareholders in due course.

DEFINITION

In this announcement, unless the context otherwise requires, the following expressions have the following meanings when used herein:

“Articles of Association” or “Articles”	the articles of association of the Company adopted by the written resolution of the Shareholders on 16 May 2017 and as amended, supplemented and otherwise modified from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Company”	means Sichuan Energy Investment Development Co., Ltd.* (四川能投發展股份有限公司) (stock code: 1713), a company established in the PRC as a joint stock company with limited liability on 29 September 2011
“Director(s)”	the director(s) of the Company
“Domestic Shares”	domestic invested ordinary shares in the Company’s registered capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and held by PRC nationals or PRC incorporated entities, and are not listed or traded on any stock exchange
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“H Share(s)”	means the ordinary share(s) in issue in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“HK\$” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure of the Board Meetings”	the Rules of Procedure of the Board Meetings of Sichuan Energy Investment Development Co., Ltd.* (《四川能投發展股份有限公司董事會議事規則》), as amended from time to time

“Rules of Procedure of the General Meetings”	the Rules of Procedure of the General Meetings of Sichuan Energy Investment Development Co., Ltd.* (《四川能投發展股份有限公司股東大會議事規則》), as amended from time to time
“Shares”	the ordinary share(s) of RMB1.00 each in the share capital of the Company, including H Shares and Domestic Shares
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Foreign Shares”	ordinary shares issued by the Company that are not listed on any stock exchange, with a nominal value of RMB1.00 each

By order of the Board
Sichuan Energy Investment Development Co., Ltd.
Zeng Yong
Chairman

Chengdu, Sichuan Province, the PRC
29 November 2019

As at the date of this announcement, the executive Directors are Mr. Zeng Yong, Mr. Li Hui and Ms. Xie Peixi; the non-executive Directors are Ms. Han Chunhong, Ms. Li Yu, Mr. Wang Chengke and Mr. Zhou Yanbin; and the independent non-executive Directors are Mr. Kin Kwong Kwok Gary, Mr. Fan Wei, Ms. He Zhen and Mr. Wang Peng.

* *For identification purposes only*