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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, Company manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the Company, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(the “Company”)

(Stock Code: 1713)

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019,
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019,
REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2019,
REMUNERATION FOR THE DIRECTORS OF THE COMPANY FOR THE YEAR 2019,
FINAL ACCOUNTS REPORT FOR THE YEAR 2019,
PROPOSED DECLARATION AND PAYMENT OF 2019 FINAL DIVIDEND,
ANNUAL REPORT FOR THE YEAR 2019,
ANNUAL BUDGET PLAN REPORT FOR THE YEAR 2020,
ANNUAL INVESTMENT PLAN FOR THE YEAR 2020,
ANNUAL PRODUCTION AND OPERATION PLAN FOR THE YEAR 2020,
PROPOSED RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2020,
PROPOSED CHANGE OF A NON-EXECUTIVE DIRECTOR,
PROPOSED CHANGE OF A SUPERVISOR,
PROPOSED AMENDMENTS TO THE ADMINISTRATION AUTHORITY MANUAL,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD
MEETINGS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL
MEETINGS,
AND
NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

Notices convening the AGM and the Class Meetings to be held at the meeting room of 6th floor of the Company, No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Wednesday, 17 June 2020 are set out on pages 42 to 51 of this circular. If you intend to attend the AGM and the Class Meetings by proxy, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H share registrar of the Company, namely Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares and Unlisted Foreign Shares as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM (i.e. before 10:00 a.m. on Tuesday, 16 June 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or the Class Meetings or any adjourned meeting should you so wish.

28 April 2020

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“2019 Annual Report”	the annual report of the Company for the financial year ended 31 December 2019 that has been despatched to the Shareholders
“Annual General Meeting” or “AGM”	the annual general meeting to be convened by the Company at 10:00 a.m. on Wednesday, 17 June 2020, or any adjournment thereof, the notice of which or any adjournment thereof set out on pages 42 to 45 of this circular
“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
“Class Meetings”	The class meeting for holders of H Shares to be held immediately after the conclusion of the Annual General Meeting, the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting for holders of H Shares, and the class meeting for holders of Unlisted Foreign Shares to be held immediately after the conclusion of the said class meeting for holders of Domestic Shares, the respective notices of which or any adjournment thereof respectively are set out on pages 46 to 51 of this circular
“Company”	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

DEFINITIONS

“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 RMB 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
“H Share(s)”	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
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“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, Domestic Shares and Unlisted Foreign Shares
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company

DEFINITIONS

“Supervisory Committee”	the supervisory committee of the Company
“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, and held by China Power International Development Limited (a company incorporated in Hong Kong), as defined in the prospectus
“%”	per cent.

LETTER FROM THE BOARD



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)

(the "Company")

(Stock Code: 1713)

Executive Directors:

Mr. Zeng Yong (*Chairman*)
Mr. Li Hui
Ms. Xie Peixi

Non-executive Directors:

Ms. Han Chunhong
Ms. Li Yu
Mr. Wang Chengke
Mr. Zhou Yanbin

Independent non-executive Directors:

Mr. Kin Kwong Kwok Gary
Mr. Fan Wei
Ms. He Zhen
Mr. Wang Peng

Registered address:

No. 789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC

Head office:

No. 789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC

Place of business in Hong Kong:

40th Floor, Sunlight Tower,
No. 248 Queen's Road East,
Wanchai, Hong Kong

28 April 2020

To the Shareholders,

Dear Sir/Madam,

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019,
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019,
REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2019,
REMUNERATION FOR THE DIRECTORS OF THE COMPANY FOR THE YEAR 2019,
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ANNUAL PRODUCTION AND OPERATION PLAN FOR THE YEAR 2020,
PROPOSED RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2020,
PROPOSED CHANGE OF A NON-EXECUTIVE DIRECTOR,
PROPOSED CHANGE OF A SUPERVISOR,
PROPOSED AMENDMENTS TO THE ADMINISTRATION AUTHORITY MANUAL,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD
MEETINGS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL
MEETINGS,
AND
NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

INTRODUCTION

The purpose of this circular is to give you the notices of the AGM and the Class Meetings, and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the AGM and the Class Meetings for the following matters:

LETTER FROM THE BOARD

Ordinary Resolutions

(1) Report of the Board of Directors for the Year 2019

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Board of Directors for the year 2019. Please refer to the Board of Directors' report as set out in the 2019 Annual Report.

(2) Report of the Supervisory Committee for the Year 2019

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Supervisory Committee for the year 2019. Please refer to the Supervisory Committee's report as set out in the 2019 Annual Report.

(3) Report of the Independent Directors for the Year 2019

An ordinary resolution will be proposed at the AGM to consider and approve the report of the independent Directors for the year 2019, the details of which are set out in Appendix V to this circular.

(4) Remuneration for the Directors of the Company for the Year 2019

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration for the Directors for the year 2019, formulated in accordance with the Company's internal policies and relevant regulatory requirements. Please refer to the details of the remuneration for the Directors for the year 2019 as set out in the 2019 Annual Report.

(5) Final Accounts Report for the Year 2019

An ordinary resolution will be proposed at the AGM to consider and approve the final accounts report for the year 2019. Please refer to the audited financial statements as set out in the 2019 Annual Report.

(6) Proposed Declaration and Payment of 2019 Final Dividend

An ordinary resolution will be proposed at the AGM to consider and approve the declaration and payment of a final dividend for the year 2019, the text of which is as follows:

According to the announcement of annual results of the Company for the year ended 31 December 2019 dated Tuesday, 24 March 2020, the Board proposed to declare a final dividend of RMB0.1 per Share (tax inclusive) in cash for the year ended 31 December 2019 to the Shareholders, whose names appeared on the register of members on Sunday, 28 June 2020, with the total amount of dividend amounting to approximately RMB107,435,770. Subject to approval of the Shareholders at the Annual General Meeting, the final dividend will be paid on or before Friday, 17 July 2020.

LETTER FROM THE BOARD

For the distribution of dividends, dividends for holders of Domestic Shares and Unlisted Foreign Shares will be distributed and paid in RMB, while dividends for H Shares will be declared in RMB but paid in HK\$. The exchange rate adopted for conversion was the average of the medium conversion price between RMB and HK\$ as announced by China Foreign Exchange Trading Center for the calendar week immediately prior to 24 March 2020, being the date of proposed declaration of dividend (i.e. 17 March 2020 to 23 March 2020) (HK\$1.0 to RMB0.9092). Accordingly, the amount of the final dividends payable in HK\$ will be approximately HK\$0.10999 per Share.

(7) Annual Report for the Year 2019

An ordinary resolution will be proposed at the AGM to consider and approve the annual report for the year ended 31 December 2019 dispatched to the Shareholders.

(8) Annual Budget Plan Report for the Year 2020

An ordinary resolution will be proposed at the AGM to approve the annual budget plan for the year 2020. The annual budget for the year 2020 includes the estimated operating cost, estimated investment plan budget, and estimated financing expenses, among which the estimated operating cost will be controlled within RMB2.1 billion.

(9) Annual Investment Plan for the Year 2020

An ordinary resolution will be proposed at the AGM to approve the annual investment plan for the year 2020.

The proposed annual investment plan will have a total budget for investments of RMB610 million, covering the (i) infrastructure construction investments of approximately RMB201 million; (ii) the fixed asset restructuring investments of approximately RMB212 million; (iii) acquisition of fixed asset investments of approximately RMB36 million; (iv) informatization construction investment of approximately RMB5 million; and (v) equity investment of approximately RMB156 million.

(10) Annual Production and Operation Plan for the Year 2020

An ordinary resolution will be proposed at the AGM to approve the annual production and operation plan for the year 2020. The annual production and operation plan includes: (i) the planned total amount of the power generation of 579 million kWh, and (ii) the planned total amount of the sales of the electricity of 3.852 billion kWh.

LETTER FROM THE BOARD

(11) Proposed Re-Appointment of Auditor for the Year 2020

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of KPMG, Certified Public Accountants, as the external auditor of the Company for the year 2020 for a term until the conclusion of the next annual general meeting of the Company, to provide relevant audit services, as well as other professional services in accordance with regulatory requirements and needs arising from the Company's actual business development. It is also proposed that the AGM authorises the Board to determine the remuneration of the auditor.

(12) Proposed Change of a Non-executive Director

Reference is made to the Company's announcement dated 22 April 2020. An ordinary resolution will be proposed at the AGM to consider and approve the appointment of Mr. Xu Zhenhua as a non-executive Director to fill the vacancy arising from resignation of Mr. Wang Chengke as a non-executive Director.

Biographical details of Mr. Xu Zhenhua are set out below:

Mr. Xu Zhenhua, aged 38, graduated from Sichuan University*(四川大學) with a college degree, majoring in law, in July 2002. Mr. Xu is currently the general manager of Gao County State-owned Assets Operation and Management Co., Ltd.* (高縣國有資產經營管理有限責任公司). He served as the judicial assistant and the deputy director of the integrated governance office (綜治辦), the deputy director of the party and government office (黨政辦) and secretary of the communist youth league, director of the party and government office and officer of Shuanghe Township, Gao County from December 2002 to January 2009, the officer and deputy director of economic development office (經發辦) of Wenjiang Town, Gao County from January 2009 to November 2013, the head of the secretary unit (文祕股) of Gao County Government Office from November 2013 to January 2015, the deputy director of Gao County Public Resources Trading Service Center* (高縣公共資源交易服務中心) from January 2015 to July 2016, the deputy director of Gao County Government office from July 2016 to July 2017, the deputy secretary of the party committee and the mayor of Jiaocun Town from July 2017 to March 2019, and the chairman of the board of director of Gao County Public Resources Trading Service Co., Ltd.* (高縣公共資源交易服務管理有限責任公司) from March 2019 to September 2019.

The proposed appointment of Mr. Xu as a non-executive Director will be subject to approval by the Shareholders at the AGM. The Company will also enter into a service contract with Mr. Xu with a term of service commencing from the date of the AGM and shall end at the expiry of the term of the third session of the Board. Mr. Xu will not receive any Director's fee or bonuses for his service as a non-executive Director.

Upon the appointment of Mr. Xu as a non-executive Director being approved by the Shareholders, he will mainly be responsible for supervision of compliance, corporate governance and business development of the Company.

LETTER FROM THE BOARD

Saved as disclosed above, Mr. Xu did not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Xu does not have any relationship with any Director, Supervisors, senior management or substantial Shareholders of the Company, nor does he have or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

As the date of this circular, save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Xu that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirement of Rules 13.51(2) of the Rules Governing the Listing of Securities of the Stock Exchange.

(13) Proposed Change of a Supervisor

Reference is made to the Company's announcement dated 22 April 2020. An ordinary resolution will be proposed at the AGM to consider and approve the appointment of Mr. Xie Jun as a Supervisor to fill the vacancy arising from resignation of Mr. Ouyang Yu as a Supervisor.

The biographical details of Mr. Xie Jun are set out below:

Mr. Xie Jun, aged 43, graduated from File School of Sichuan* (四川省檔案學校) with a secondary technical school degree, majoring in secretary and files, in June 1997. Mr. Xie obtained a college degree with a major in law through correspondence courses in the Central Radio and TV University (中央廣播電視大學, currently known as Open University of China (國家開放大學)) in July 2004. He also obtained a bachelor degree with a major in civil engineering from Sichuan Institute of Science & Engineering* (四川理工學院, currently known as Sichuan University of Light Industry and Chemical Technology (四川輕化工大學)) through on-the-job education in June 2013. Mr. Xie is currently the chairman of the board of Junlian County State-Owned Capital Investment and Operation Co., Ltd.* (筠連縣國有資本投資運營有限責任公司). He served as the clerk of the Government of Leyi Village* (樂義鄉人民政府) from September 1997 to November 1999, the officer of the Government of Tangba Village of JunLian County* (筠連縣塘壩鄉人民政府) and the head of the finance office (財政所) of the Government of Tangba Village, JunLian County from November 1999 to August 2007, the clerk (temporary position) (掛職) of Bureau of Finance of Junlian County* (筠連縣財政局) from August 2005 to August 2006, the officer of the Government of Zhenzhou Township* (鎮舟鎮人民政府) from August 2007 to April 2011, the officer and the chief of budget and national treasury unit* (預算國庫股) of Bureau of Finance of Junlian County from May 2011 to June 2016, the deputy director (temporary position) (掛職) of budget office of Sichuan Provincial Department of Finance* (四川省財政廳預算處) from November 2015 to June 2016, the committee member and the committee member in charge of organisation of the party committee of Tengda Township, Junlian County* (筠連縣騰達鎮黨委) from July 2016 to July 2017, the deputy director (temporary position) (掛職) of budget office of Sichuan Provincial Department of Finance from October 2016 to April 2017, the deputy director

LETTER FROM THE BOARD

(temporary position) (掛職) of agriculture office (農業處) of Sichuan Provincial Department of Finance from May 2017 to July 2017, the member of the leading party member group and deputy director of Bureau of Finance of Junlian County from August 2017 to October 2019, the deputy director (temporary position) (掛職) of agriculture office of Sichuan Provincial Department of Finance from August 2017 to November 2017.

The proposed appointment of Mr. Xie as a Supervisor will be subject to approval by the Shareholders at the AGM. The Company will also enter into a service contract with Mr. Xie with a term of service commencing from the date of the AGM and shall end at the expiry of the term of the third session of the Supervisory Committee. Mr. Xie will not receive any Supervisor's fee or bonuses for his service as a Supervisor.

Upon the appointment of Mr. Xie as a Supervisor being approved by the Shareholders, he will mainly be responsible for monitoring and supervising our operational and financial activities of the Company.

Saved as disclosed above, Mr. Xie did not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Xie does not have any relationship with any Director, Supervisor, senior management or substantial Shareholders of the Company, nor does he have or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

As the date of this circular, save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Xie that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirement of Rules 13.51(2) of the Rules Governing the Listing of Securities of the Stock Exchange.

(14) Proposed Amendments to the Administration Authority Manual

Referring to the relevant contents of party committee building in the Articles, the Rules of Procedure of the Party Committee of the Company, and the Three Major and One Significant Decision-making System (《三重一大決策制度》) of the Company, the amendments are proposed to be made to the corresponding provisions in the Administration Authority Manual of the Company. The details of the proposed amendments to the Administration Authority Manual of the Company are set out in the Appendix IV to this circular.

Save for the proposed amendments set out in the Appendix IV in this circular, other provisions in the Administration Authority Manual of the Company remain unchanged. After deletion of the current articles and adding of the new articles, the articles will be renumbered accordingly.

LETTER FROM THE BOARD

The English version of Administration Authority Manual of the Company is unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

(15) Proposed Amendments to the Rules of Procedure of the Board Meetings

Reference is made to the announcements of the Company dated 29 November 2019 and 9 December 2019 in relation to the 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. An ordinary resolution will be proposed at the AGM respectively to consider and approve such proposed amendments to the Rules of Procedure of Board Meetings.

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.97) (《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 the General Meetings. For consistency purpose, the amendments are proposed to be made to the provisions in the Rules of Procedure of the Board Meetings accordingly.

The details of proposed amendments to Rules of Procedure for the Board Meetings are set out in the Appendix III to this circular.

Save for the proposed amendments as set out in this circular, other provisions in the Rules of Procedure of the Board Meetings remain unchanged. After deletion of the current articles, the articles will be renumbered accordingly.

The English version of the Rules of Procedure of the Board Meetings is unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

Special Resolution

(16) Proposed Amendments to the Articles of Association and Proposed Amendments to the Rules of Procedure of the General Meetings

Reference is made to the announcements of the Company dated 29 November 2019 and 9 December 2019 in relation to the 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. A special resolution will be proposed at the AGM and Class Meetings respectively to consider and approve such proposed amendments to the Articles of Association and the Rules of Procedure of the General Meetings.

LETTER FROM THE BOARD

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.97) (《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 the General Meetings.

The details of the proposed amendments to the Articles of Association are set out in the Appendix I to this circular. The details of proposed amendments to Rules of Procedure of the General Meetings are set out in the Appendix II to this circular.

Save for the proposed amendments as set out in this circular, other provisions in the Articles of Association and the Rules of Procedure of the General Meetings remain unchanged. After deletion of the current articles, the articles will be renumbered accordingly.

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

THE AGM AND THE CLASS MEETINGS

The AGM will be held at the meeting room of 6th floor of the Company, No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Wednesday, 17 June 2020, to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notices of the AGM and the Class Meetings. A form of proxy and a reply slip will be dispatched to the Shareholders in accordance with the Listing Rules on Tuesday, 28 April 2020.

Whether or not you intend to attend and/or vote at the AGM and the Class Meetings, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon. If you intend to attend the AGM, you are required to complete and return the reply slip to the H share registrar of the Company, namely Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares and Unlisted Foreign Shares on or before Thursday, 28 May 2020.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or the Class Meetings or at any adjourned meeting, should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at such meeting.

LETTER FROM THE BOARD

VOTING BY POLL

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Results of the poll voting will be published on the Company's website at www.scntgf.com and the website of the Stock Exchange at www.hkexnews.hk after the AGM and the Class Meetings.

RECOMMENDATION

The Board considers that all resolutions to be proposed at the AGM and the Class Meetings are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the AGM and the Class Meetings.

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

* *For identification purpose only*

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>

Original Article	Proposed Amendments
<p data-bbox="240 283 373 304">Article 17</p> <p data-bbox="240 363 785 868">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 data-bbox="809 283 941 304">Article 17</p> <p data-bbox="809 363 1353 1225">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="240 283 373 304">Article 66</p> <p data-bbox="240 363 785 789">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="240 846 785 1387">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="809 283 941 304">Article 66</p> <p data-bbox="809 363 1353 789">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="809 846 1353 1387">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>

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>

**APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD MEETINGS**

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 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 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>

I. The following articles in the Administration Authority Manual of the Company are proposed to be deleted:

Business Digest	Operational Level			Party Committee			Management Level		Shareholders
	Functional Department	Head in Charge	General Manager	General Manager Office Meeting	Secretary of the Party Committee	Party Committee	Board Committee	Chairman Directors	
I. Company policies and important agreements									
3: Handle exceptions to the Company's major policies and basic management systems	-	Proposed	Deliberated	Deliberated	Deliberated	Deliberated	-	Review and signed	Approved
8: Engraving, usage and borrowing of Company seat	Proposed	Deliberated	Deliberated	-	-	-	-	Approved	-
9: Contract claims and penalties for the breach of contract	-	-	-	-	-	-	-	-	-
10: Engagement and dismissing other intermediaries	Proposed	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	-	Approved	-
II. Expense reimbursement and fund payments									
1: Expense management Less than RMB5,000	① Proposed	② Approved	-	-	-	-	-	-	-

II. The following articles are proposed to be added in the Administration Authority Manual of the Company:

Business Digest	Operational Level			Party Committee			Management Level			Shareholders
	Functional Department	Head in Charge	General Manager Office Meeting	Secretary of the Party Committee	Party Committee	Board Committee	Chairman	Board of Directors	General Meeting	
1. Corporate Governance										
1. Articles of association										
1.2. Articles of association of subsidiaries	① Reviewed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated		② Reviewed	⑤ Approved		
2. Rules of procedure										
2.4. Rules of procedure of the party committee	① Proposed	② Reviewed		③ Reviewed	④ Approved					
3. Management Rules										
3.2. Specific rules and regulations for party building	① Proposed	② Reviewed		④ Approved	③ Deliberated					
4. Change of company form										
4.2. Form of company Internal Control and Compliance Management Manual	① Proposed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated		② Reviewed	⑤ Approved		
II. Management Authority Manual										
1.1. Joint stock company	① Proposed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated		② Reviewed	⑤ Approved		
1.2. Affiliated company	① Proposed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated		⑤ Approved			

Business Digest	Operational Level		Party Committee		Management Level		Shareholders
	Functional Department	Head in Charge	General Manager Office Meeting	Secretary of the Party Committee	Board Committee	Chairman	
III. Development Strategy and Operation Management							
3. Project changes							
3.1. The total amount of change exceeds 30% of the contract price, or is no less than RMB1 million	① Proposed	② Reviewed	② Reviewed	③ Approved			
3.2. The total investment amount exceeds the investment planning amount following the change							
3.2.1. Less than RMB300,000	① Proposed	② Reviewed	② Reviewed	③ Deliberated		④ Approved	
3.2.2. No less than RMB300,000 but less than RMB5 million	① Proposed	② Reviewed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated	⑤ Approved

	Operational Level			Party Committee		Management Level		Shareholders
	Functional Department	Head in Charge	General Manager	General Manager Office Meeting	Secretary of the Party Committee	Party Committee	Board of Directors	
Business Digest								
3.2.3. No less than RMB5 million but less than 30% of the latest audited total asset of the company	① Proposed	② Reviewed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated	② Reviewed	⑤ Approved
3.2.4. Exceed the said amount	① Proposed	② Reviewed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated	② Reviewed	⑤ Deliberated
IV. Institutional and Personnel Management								
3. Recruitment scheme and plan	① Proposed	② Reviewed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated	⑤ Approved	
5. Cadre appointment and removal								
5.3. Middle-level management of the party-group	① Proposed	② Reviewed	② Reviewed		② Reviewed	③ Approved	② Reviewed	
VI. Capital and Asset Management								
8. Profit distribution and recovery plan								
8.2. Affiliated company	① Reviewed	② Reviewed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated	⑤ Approved	
10. Large amount fund management of affiliated company	① Proposed	② Reviewed	③ Approved					

III. Certain articles in the administration authority manual of the Company are proposed to be amended as following:

Original Articles	Operational Level			Party Committee			Management Level			Shareholders
	Functional Department	Head in Charge	General Manager	General Manager Office Meeting	Secretary of the Party Committee	Party Committee	Board Committee	Chairman	Board of Directors	
II. Internal Control and Compliance Management										
6. Connected transaction										
6.1. less than RMB300,000	Proposed	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Approved	Approved	
6.2. No less than RMB300,000 and less than RMB5 million and less than 0.5% of the latest audited net asset of the company	Proposed	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Approved	Approved	
6.3. No less than RMB5 million or no less than 0.5% of the latest audited net asset of the company; less than RMB50 million and less than 0.5% of the latest audited net asset of the company	Proposed	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Approved
6.4. Exceed the said amount	Proposed	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Deliberated	Approved

	Operational Level		General Manager Office Meeting	Party Committee		Management Level		Shareholders
	Functional Department Head in Charge	General Manager		Secretary of the Party Committee	Party Committee	Chairman	Board of Directors	
Proposed								
Amendments								
4.								
II. Internal Control and Compliance Management								
4.1. <u>Transaction amount is</u> less than RMB300,000	① Proposed	② <u>Reviewed</u>	② <u>Reviewed</u>				③ <u>Approved</u>	
4.2. <u>Each ratio of the</u> <u>percentage ratios</u> <u>(except profit ratio)</u> <u>(i) is less than 0.1%;</u> <u>(ii) the ratio of each</u> <u>percentage ratios is</u> <u>less than 1% if the</u> <u>connected relationship</u> <u>is only at the</u> <u>subsidiary level; or</u> <u>(iii) each ratio of</u> <u>percentage ratios</u> <u>(except profit ratio) is</u> <u>less than 5%, and the</u> <u>consideration is less</u> <u>than HK\$3 million;</u>	① <u>Proposed</u>	② <u>Reviewed</u>	④ <u>Deliberated</u>	② <u>Reviewed</u>	③ <u>Deliberated</u>		⑤ <u>Approved</u>	

Business Digest	Operational Level			Party Committee		Management Level		Shareholders	
	Functional Department	Head in Charge	General Manager	General Manager Office Meeting	Secretary of the Party Committee	Party Committee	Board of Directors		Chairman
4.3. <u>Each ratio of the percentage ratios (except profit ratio) (i) is less than 5%; or (ii) each ratio of the percentage ratios (except profit ratio) is less than 25%, and the consideration is less than HK\$10 million</u>	① Proposed	② Reviewed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated	Deliberated by audit committee	② Reviewed	⑤ Approved
4.4. Exceed the said amount	① Proposed	② Reviewed	② Reviewed	④ Deliberated	② Reviewed	③ Deliberated	Deliberated by audit committee	② Reviewed	⑤ Deliberated
3. Institutional and Personnel Management									
3. Formulate and revise the company's training plan	Proposed	Deliberated	Approved					Deliberated	
3.1. Less than RMB50,000	Proposed	Deliberated	Reviewed	Deliberated				Approved	
3.2. No less than RMB50,000									

Proposed Amendments	Operational Level			Party Committee		Management Level		Shareholders
	Functional Department	Head in Charge	General Manager	Secretary of the Party Committee	Party Committee	Chairman	Board of Directors	
Business Digest								
IV. Institutional and Personnel Management								
2. Training management								
2.1. Less than RMB50,000 or training in the province	① Proposed	② <u>Reviewed</u>	③ <u>Approved</u>					
2.2. No less than RMB50,000 or training outside the province	① Proposed	② <u>Reviewed</u>	③ <u>Reviewed</u>				③ <u>Approved</u>	
Origin Articles								
VI. Capital and Asset Management								
1. Fund management								
1.1. Less than RMB5,000	Proposed	Approved	-	-	-	-	-	-
1.2. No less than RMB5,000 but less than RMB50,000	Proposed	Deliberated	Approved					
1.3. No less than RMB50,000	Proposed	Deliberated	Deliberated				Approved	

Proposed Amendments	Operational Level		Party Committee	Management Level		Shareholders
	Functional Department	Head in Charge		General Manager Office Meeting	Secretary of the Party Committee	
Business Digest VI. Capital and Asset Management 11. Expense management (including personal borrowing funds, expense reimbursement and fund payment) 11.1. Less than RMB50,000 11.2. No less than RMB50,000	① Proposed ② <u>Reviewed</u> ③ <u>Reviewed</u>	General Manager ② <u>Reviewed</u> ③ <u>Reviewed</u>	Party Committee Secretary of the Party Committee Board Committee	Chairman ③ Approved	Board of Directors General Meeting	

In 2019, as independent directors of Sichuan Energy Investment Development Co., Ltd.* (the “Company”), we strictly follow the Company Law, the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association of the Company (the “Articles of Association”) and other provisions and requirements including the Working Rules of Independent Directors, and perform our duties diligently in accordance with the law. We actively give full play to the independent role of independent directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of shareholders as a whole, especially those of minority shareholders. At the same time, we have received training on inside information and Equity Securities Notifiable Transactions of Chapter 14 under the Listing Rules, and have expressed independent, objective and impartial opinions on relevant matters considered by the Company’s board of directors (the “Board of Directors”) according to their respective professional knowledge and capabilities, thus promoting the implementation of the Company’s major strategic planning and making positive contributions to the Company’s development. Our work report for 2019 is as follows:

I. BASIC INFORMATION OF INDEPENDENT DIRECTORS

The Board of Directors has a reasonable structure and adopts a diversified policy. The Board of Directors has established a nomination committee, a remuneration committee, an audit committee and a risk control committee, with the majority of independent directors. Independent directors include Mr. Kin Kwong Kwok Gary, Mr. Fan Wei, Ms. He Zhen and Mr. Wang Peng.

II. ANNUAL PERFORMANCE OF INDEPENDENT DIRECTORS

During the reporting period, the Company held thirteen board meetings and one general meeting; six meetings of audit committee, four meetings of remuneration committee, three meetings of nomination committee and one risk control committee. We actively participated in the meeting through on-site communication and telephone talks, carefully considered the resolutions of the board meeting and other meetings, independently and responsibly expressed our opinions, and voted in favor of them, without any objection or abstention.

Name	Attendance (in-person attendances/meetings in 2019)					
	General meeting	Board meeting	Remuneration committee	Risk control committee	Audit committee	Nomination committee
Kin Kwong Kwok Gary	1/1	13/13	–	1/1	6/6	–
Fan Wei	1/1	13/13	–	1/1	6/6	–
Wang Peng	1/1	13/13	4/4	–	–	3/3
He Zhen	1/1	13/13	4/4	–	–	3/3

Note: the “in-person attendances” of meetings include on-site attendance and participation in the meetings by electronic communication means such as telephone and mail by circulation of written resolutions. Independent directors who fail to attend the board meetings and each special committee in person have entrusted other independent directors to attend and exercise voting rights on their behalf.

III. KEY CONCERNS FOR THE INDEPENDENT DIRECTORS' ANNUAL PERFORMANCE

During the year of 2019, we actively understood the industry development and the Company's operation in strict accordance with the requirements of relevant laws and regulations and regulatory authorities, focusing on the management of the Company's connected transactions, the nomination of senior management, the implementation of information disclosure, and the operation of the Board of Directors and each special committee, and made clear judgments or specifications on the relevant major issues to ensure the standardized operation of the Company.

(I) Connected Transactions

The Company actively fulfills the obligations of connected transaction management of listed companies under the regulatory rules, and steadily advances all aspects of connected transaction management. We considered the all proposals for the connected transactions of the Company, and analyzed that those connected transactions are normal production and operation activities of the Company, which is conducive to improving the reliability and operation flexibility of the Company's grid.

During the year of 2019, the Company's connected transactions were legal and effective, the procedures were legal, and no behaviors that harmed the interests of the Company and minority shareholders were found.

(II) External Guarantees and Capital Occupation

We have carefully investigated the relevant information provided by the Company and found to our best knowledge, that the Company's controlling shareholders and other related parties do not occupy the Company's funds, and the Company does not provide guarantees for the controlling shareholders and other related parties, nor does it provide guarantees for the controlling subsidiaries; there is no risk arising therefrom.

(III) Use of Proceeds

The Company's proceeds are used in accordance with the purposes disclosed in the prospectus of the Company, that is, used for power grid construction and optimization, information dispatch center and power grid system intelligence and liquidity to support future business development. As of 31 December 2019, total proceeds of RMB100.71 million have been used.

(IV) Nomination and Remuneration of Directors and Senior Management

According to the Rules of Procedure of the Nomination Committee of the Board of Directors, we have carefully considered the resolutions on the appointment of the director and senior management of the Company, and reviewed the candidates' educational background, service experience, and professional qualities. It is agreed that the nomination method and the appointment procedure are legal and effective.

We have reviewed the remuneration of the directors and senior management of the Company and agreed that the disclosed remuneration of the directors and senior management is in line with the Company's remuneration management system, and there is no violation of the Company's remuneration management system or inconsistent therewith.

(V) Results Announcement

We have carefully considered the relevant results announcements, focusing on the trueness, accuracy and completeness of the report to ensure that there are no false records, misleading statements or major omissions.

(VI) Appointment of Accounting Firms

After being considered and approved by the Company's 2018 annual general meeting, KPMG was re-appointed as the Company's external auditor for the year 2019. The decision-making process of the Company's appointment of an accounting firm is legal and effective.

(VII) Cash Dividends and Other Investor Returns

The seventh meeting of the third session of the Board of Directors considered and approved the Resolution on the 2018 Dividends Distribution Plan and submitted it to the 2018 annual general meeting for approval. The Company's 2018 dividends distribution plan is based on the Company's total share capital of 1,074,357,700 shares, and dividends are distributed at RMB0.085 per share (including tax), with total dividends of about RMB91,320,404.50 (including tax), accounting for 54% of the net profit attributed to the shareholders of the parent company that year.

(VIII) Implementation of Information Disclosure

The Company has completed the preparation and disclosure of periodic reports and various temporary announcements in accordance with the law, strengthened the trueness, accuracy, completeness and timeliness of information disclosure, continuously improved the information disclosure system and optimized the work flow of information disclosure. There are no situations such as significant correction of accounting errors in 2019.

(IX) Implementation of Internal Control

The Company actively promoted the internal control system construction in accordance with the Company Law and other relevant regulations, and established the Internal Control Management System to strengthen daily supervision and special inspections and audits to promote the effective implementation of the Company's internal control activities. During the reporting period, the Company conducted a self-assessment on the effectiveness of internal control and formed the 2019 Risk Internal Control Work Summary.

(X) Operation of Board Meetings and Board Committee Meetings

The Company's board of directors and each special committee conscientiously perform their duties in accordance with the powers and obligations conferred by the Code of Corporate Governance for Listed Companies, Articles of Association, Rules of Procedure of the Board Meetings and the rules of procedure of each special committee, and have an in-depth understanding of the operation and management, and carefully study and consider matters in their respective fields. All work is progressing smoothly, the operation is legal and compliant, and decision-making is scientific and efficient. The operation of the board of directors and each special committee is as follows:

The Company held 13 board meetings, and mainly considered 56 resolutions.

The audit committee held 6 meetings, and mainly considered 15 resolutions.

The remuneration committee held four meetings, and mainly considered seven resolutions.

The nomination committee held three meetings, and mainly considered seven resolutions.

The risk control committee held one meeting, and mainly considered one resolution.

IV. OVERALL EVALUATION AND RECOMMENDATIONS

In 2019, the Company strictly abides by the Company Law, Securities Law, Articles of Association and other relevant regulations and requirements to standardize operation and scientific decision-making, and establish a relatively complete corporate governance structure. As independent directors of the Company, we will continue to strengthen the study of relevant laws and regulations, perform our duties cautiously, diligently and in good faith, express independent and objective opinions on the resolutions of the board meeting to promote the continuous improvement of the scientific decision-making level of the board meeting and corporate governance, and safeguard the legitimate rights and interests of the Company's shareholders, especially those of the minority shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)
(the “Company”)
(Stock Code: 1713)

NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of the Company for the year 2019 will be held at the meeting room of 6th floor of the Company, No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Wednesday, 17 June 2020 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the report of the board of directors (the “**Directors**”) of the Company (the “**Board**”) for the year ended 31 December 2019;
2. To receive, consider and approve the report of Supervisory Committee of the Company for the year ended 31 December 2019;
3. To receive, consider and approve the report of the independent Directors of the Company for the year ended 31 December 2019;
4. To receive, consider and approve the remuneration for the Directors of the Company for the year ended 31 December 2019;
5. To receive, consider and approve the Company’s final accounts report for the year ended 31 December 2019;
6. To consider and approve the proposed declaration and payment of a final dividend of RMB0.1 per share of the Company for the year 2019;
7. To receive, consider and approve the annual report of the Company for year ended 31 December 2019;
8. To receive, consider and approve the annual budget plan report of the Company for the year 2020;

NOTICE OF ANNUAL GENERAL MEETING

9. To receive, consider and approve the annual investment plan of the Company for the year 2020;
10. To receive, consider and approve the annual production and operation plan of the Company for the year 2020;
11. To consider and approve the re-appointment of KPMG, Certified Public Accountants as the Company's external auditor for the year 2020 for a term until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine its remuneration;
12. To consider and approve the appointment of Mr. Xu Zhenhua as a non-executive Director of the Company;
13. To consider and approve the appointment of Mr. Xie Jun as a supervisor of the Company;
14. To consider and approve the proposed amendments to the administration authority manual of the Company;
15. To consider and approve the proposed amendments to the Rules of Procedure of the Board Meeting of the Company; and

SPECIAL RESOLUTION

16. To consider and approve the proposed amendments to the articles of association of the Company and proposed amendments to the Rules of Procedure of the General Meetings of the Company.

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

Chengdu, Sichuan Province, the PRC
28 April 2020

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 28 April 2020.
2. In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 18 May 2020 to Wednesday, 17 June 2020 (both days inclusive), during which period no transfer of the shares of the Company (the "Shares") will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of domestic Shares and unlisted foreign Shares no later than 4:30 p.m. on Friday, 15 May 2020.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to determine the entitlement of Shareholders for the final dividend, subject to the approval of the shareholders of the Company (the “Shareholders”) at the AGM, the register of members of the Company will be closed from Tuesday, 23 June 2020 to Sunday, 28 June 2020 (both days inclusive), during which period no transfer of the Shares will be effected. The Company will distribute final dividends to Shareholders which are on the register of members of the Company on 28 June 2020. In order to be qualified to obtain final dividends, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for H shareholders) for registration by holders of H Shares, or to the Company’s registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC (for domestic and unlisted foreign shareholders) for registration by holders of domestic Shares and unlisted foreign Shares no later than 4:30 p.m. on Monday, 22 June 2020.
4. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not to be a Shareholder.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
6. In order to be valid, the proxy form must be deposited to the H share registrar of the Company, namely Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration by holders of H Shares, or to the Company’s registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of domestic Shares and unlisted foreign Shares not less than 24 hours before the time for holding the AGM (i.e. before 10:00 a.m. on Tuesday, 16 June 2020). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
7. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the AGM. If corporate Shareholders appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
8. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the Company’s H shares registrar (for holders of H Shares), or to the Company’s registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC (for holders of domestic Shares and unlisted foreign Shares) before 28 May 2020.
9. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the general meeting will also demand that all the resolutions proposed at the general meeting will be voted on by way of poll in registered form.
11. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.

NOTICE OF ANNUAL GENERAL MEETING

12. The name and address of the Company's H Shares registrar is as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre,
183 Queen's Road East,
Hong Kong
Tel: +852 29801333
Fax: +852 28108185

13. The address of registered office of the Company in the PRC is as follows:

No. 789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC
Tel: +86 (28) 86299666
Fax: +86 (28) 86299666

As at the date of this notice, 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*

NOTICE OF H SHAREHOLDERS CLASS MEETING



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)
(the “Company”)
(Stock Code: 1713)

NOTICE OF H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the H shareholders class meeting (the “**H Shareholders Class Meeting**”) of the Company will be held at the meeting room of 6th floor of the Company, No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC on Wednesday, 17 June 2020 immediately after the conclusion of the annual general meeting of the Company held on the same date or any adjournment thereof to consider and, if thought fit, to pass, with or without modifications, the following resolution of the Company:

SPECIAL RESOLUTION

- 1 To consider and approve the proposed amendments to the articles of association of the Company and proposed amendments to the Rules of Procedure of the General Meetings of the Company.

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

Chengdu, Sichuan Province, the PRC
28 April 2020

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 28 April 2020.
2. In order to determine the entitlement to attend and vote at the H Shareholders Class Meeting, the register of members of the Company will be closed from Monday, 18 May 2020 to Wednesday, 17 June 2020 (both days inclusive), during which period no transfer of the shares of the Company (the “Shares”) will be effected. In order to be qualified to attend and vote at the H Shareholders Class Meeting, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration by holders of H Shares, no later than 4:30 p.m. on Friday, 15 May 2020.

NOTICE OF H SHAREHOLDERS CLASS MEETING

3. Holders of H Shares (the “H Shareholders”) who are entitled to attend and vote at the H Shareholders Class Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not to be a Shareholder.
4. The instrument appointing a proxy must be in writing under the hand of a H Shareholder or his attorney duly authorised in writing. If the H Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
5. In order to be valid, the proxy form must be deposited to the H share registrar of the Company, namely Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration by holders of H Shares not less than 24 hours before the time for holding the H Shareholders Class Meeting (i.e. before 10:00 a.m. on Tuesday, 16 June 2020). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude H Shareholders from attending and voting in person at the H Shareholders Class Meeting or any adjourned meetings should you so wish.
6. H Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the H Shareholders Class Meeting. If corporate H Shareholders appoints authorised representative to attend the H Shareholders Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate H Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the H Shareholders or their attorney when attending the H Shareholders Class Meeting.
7. H Shareholders who intend to attend the H Shareholders Class Meeting should complete and return the reply slip in writing by hand or by post to the Company’s H shares registrar before 28 May 2020.
8. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the H Shareholders Class Meeting, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the H Shareholders Class Meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the general meeting will also demand that all the resolutions proposed at the general meeting will be voted on by way of poll in registered form.
10. The H Shareholders Class Meeting is expected to be held for less than half a day. H Shareholders who intend to attend the H Shareholders Class Meeting shall arrange and bear their own transportation and accommodation expenses.
11. The name and address of the Company’s H Shares registrar is as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre,
183 Queen’s Road East,
Hong Kong
Tel: +852 29801333
Fax: +852 28108185

As at the date of this notice, 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*

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING



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)
(the “Company”)
(Stock Code: 1713)

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the domestic shareholders class meeting (the “**Domestic Shareholders Class Meeting**”) of the Company will be held at the meeting room of 6th floor of the Company, No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC on Wednesday, 17 June 2020 immediately after the conclusion of the class meeting for holders of H shares of the Company held on the same date or any adjournment thereof to consider and, if thought fit, to pass, with or without modifications, the following resolution of the Company:

SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the articles of association of the Company and proposed amendments to the Rules of Procedure of the General Meetings of the Company.

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

Chengdu, Sichuan Province, the PRC
28 April 2020

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 28 April 2020.
2. In order to determine the entitlement to attend and vote at the Domestic Shareholders Class Meeting, the register of members of the Company will be closed from Monday, 18 May 2020 to Wednesday, 17 June 2020 (both days inclusive), during which period no transfer of the shares of the Company (the “Shares”) will be effected. In order to be qualified to attend and vote at the Domestic Shareholders Class Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of domestic Shares no later than 4:30 p.m. on Friday, 15 May 2020.

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

3. Holders of domestic Shares (the “Domestic Shareholders”) who are entitled to attend and vote at the Domestic Shareholders Class Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not to be a Shareholder.
4. The instrument appointing a proxy must be in writing under the hand of a Domestic Shareholder or his attorney duly authorised in writing. If the Domestic Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
5. In order to be valid, the proxy form must be deposited to the Company’s registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of domestic Shares not less than 24 hours before the time for holding the Domestic Shareholders Class Meeting (i.e. before 10:00 a.m. on Tuesday, 16 June 2020). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Domestic Shareholders from attending and voting in person at the Domestic Shareholders Class Meeting or any adjourned meetings should you so wish.
6. Domestic Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the Domestic Shareholders Class Meeting. If corporate Shareholders appoints authorised representative to attend the Domestic Shareholders Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Domestic Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Domestic Shareholders or their attorney when attending the Domestic Shareholders Class Meeting.
7. Domestic Shareholders who intend to attend the Domestic Shareholders Class Meeting should complete and return the reply slip in writing by hand or by post to the Company’s registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC before 28 May 2020.
8. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the Domestic Shareholders Class Meeting, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Domestic Shareholders Class Meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the general meeting will also demand that all the resolutions proposed at the general meeting will be voted on by way of poll in registered form.
10. The Domestic Shareholders Class Meeting is expected to be held for less than half a day. Domestic Shareholders who intend to attend the Domestic Shareholders Class Meeting shall arrange and bear their own transportation and accommodation expenses.
11. The address of registered office of the Company in the PRC is as follows:

No. 789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC
Tel: +86 (28) 86299666
Fax: +86 (28) 86299666

As at the date of this notice, 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*



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)
(the “Company”)
(Stock Code: 1713)

NOTICE OF UNLISTED FOREIGN SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the unlisted foreign shareholders class meeting (the “**Unlisted Foreign Shareholders Class Meeting**”) of the Company will be held at the meeting room of 6th floor of the Company, No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC on Wednesday, 17 June 2020 immediately after the conclusion of the class meeting for holders of domestic shares of the Company held on the same date or any adjournment thereof to consider and, if thought fit, to pass, with or without modifications, the following resolution of the Company:

SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the articles of association of the Company and proposed amendments to the Rules of Procedure of the General Meetings of the Company.

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

Chengdu, Sichuan Province, the PRC
28 April 2020

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 28 April 2020.
2. In order to determine the entitlement to attend and vote at the Unlisted Foreign Shareholders Class Meeting, the register of members of the Company will be closed from Monday, 18 May 2020 to Wednesday, 17 June 2020 (both days inclusive), during which period no transfer of the shares of the Company (the “Shares”) will be effected. In order to be qualified to attend and vote at the Unlisted Foreign Shareholders Class Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of unlisted foreign Shares no later than 4:30 p.m. on Friday, 15 May 2020.
3. Holders of unlisted foreign shares (the “Unlisted Foreign Shareholder”) who are entitled to attend and vote at the Unlisted Foreign Shareholders Class Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not to be a Shareholder.

NOTICE OF UNLISTED FOREIGN SHAREHOLDERS CLASS MEETING

4. The instrument appointing a proxy must be in writing under the hand of a Unlisted Foreign Shareholder or his attorney duly authorised in writing. If the Unlisted Foreign Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
5. In order to be valid, the proxy form must be deposited to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of unlisted foreign Shares not less than 24 hours before the time for holding the Unlisted Foreign Shareholders Class Meeting (i.e. before 10:00 a.m. on Tuesday, 16 June 2020). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Unlisted Foreign Shareholders from attending and voting in person at the Unlisted Foreign Shareholders Class Meeting or any adjourned meetings should you so wish.
6. Unlisted Foreign Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the Unlisted Foreign Shareholders Class Meeting. If corporate Unlisted Foreign Shareholders appoints authorised representative to attend the Unlisted Foreign Shareholders Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Unlisted Foreign Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Unlisted Foreign Shareholders or their attorney when attending the Unlisted Foreign Shareholders Class Meeting.
7. Unlisted Foreign Shareholders who intend to attend the Unlisted Foreign Shareholders Class Meeting should complete and return the reply slip in writing by hand or by post to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC before 28 May 2020.
8. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the Unlisted Foreign Shareholders Class Meeting, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Unlisted Foreign Shareholders Class Meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the general meeting will also demand that all the resolutions proposed at the general meeting will be voted on by way of poll in registered form.
10. The Unlisted Foreign Shareholders Class Meeting is expected to be held for less than half a day. Unlisted Foreign Shareholders who intend to attend the Unlisted Foreign Shareholders Class Meeting shall arrange and bear their own transportation and accommodation expenses.
11. The address of registered office of the Company in the PRC is as follows:

No. 789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC
Tel: +86 (28) 86299666
Fax: +86 (28) 86299666

As at the date of this notice, 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*