
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 supplemental circular, together with the accompanying revised 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)

(Stock Code: 01713)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 18 May 2021 (the “**Original Circular**”).

Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those set out in the section headed “Definitions” of this supplemental circular.

A letter from the Board is set out on pages 3 to 5 of this supplemental circular.

A supplemental notice dated 3 June 2021, supplemental to the notice dated 18 May 2021 (the “**Original Notice**”) convening the AGM to be held at Yongquan Hall, 4th floor, No. 619 Fenghuang North Street, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Friday, 18 June 2021 is set out on pages 6 to 9 of this supplemental circular. A revised form of proxy containing the originally proposed resolutions and the additional proposed resolution is also enclosed herewith.

If you intend to attend the AGM by proxy, you are required to complete and return the accompanying revised 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 Thursday, 17 June 2021) or any adjournment thereof. Completion and return of the revised form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

3 June 2021

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DEFINITIONS

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

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| “Annual General Meeting” or “AGM” | the annual general meeting to be convened by the Company at 10:00 a.m. Friday, 18 June 2021, or any adjournment thereof |
| “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 supplemental circular, excluding Hong Kong, Macau and Taiwan |
| “Company” | Sichuan Energy Investment Development Co., Ltd.* (四川能投發展股份有限公司) (stock code: 01713), a company established in the PRC as a joint stock company with limited liability on 29 September 2011 |
| “Director(s)” | the director(s) of the Company |
| “Domestic Shares” | domestic invested ordinary shares in the Company’s registered capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in 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 |

DEFINITIONS

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|---------------------------|--|
| “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 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 Stock Exchange as amended from time to time |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “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 |
| “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)

(Stock Code: 01713)

Executive Directors:

Mr. Xiong Lin (Chairman)

Mr. Li Hui

Ms. Xie Peixi

Non-executive Directors:

Ms. Han Chunhong

Ms. Li Yu

Mr. Xu Zhenhua

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, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wanchai, Hong Kong

3 June 2021

To the Shareholders,

Dear Sir/Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

I. INTRODUCTION

This supplemental circular is to provide you with details on the proposed amendments to the Articles of Association which are set out below.

LETTER FROM THE BOARD

II. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to Article 66 of the Articles of Association of the Company, shareholders individually or jointly holding more than 3% of the Company's shares may propose a provisional motion in writing to the Company and submit the same to the Board 10 days before the date of general meeting. The Board shall issue a supplemental notice of Shareholders' general meeting within 2 days after the receipt of such provisional motion and submit such provisional motion to the Shareholders' general meeting for consideration and approval.

The Board recently received a letter from Jinneng Holding (Hongkong) Limited* (金能集團控股(香港)有限公司), a Shareholder holding approximately 5.78% of the issued Shares, requesting for the inclusion of a special resolution at the AGM. According to Article 66 of the Articles of Association, the Board agreed to put forward a new special resolution at the AGM for the Shareholders' consideration and approval.

Details of the proposed amendments to the Articles of Association are as follows:

| Current Articles | Proposed Amendments to the Articles |
|---|--|
| Article 126 The Company shall have one general manager, who shall be nominated by the chairman of the Board and engaged or dismissed by the Board; The Company shall have four deputy general managers, one chief financial officer (chief accountant), one chief engineer and one chief economist, who shall be nominated by the general manager and engaged or dismissed by the Board. A director may serve concurrently as the general manager or other senior officers. | Article 126 The Company shall have one general manager, who shall be nominated by the chairman of the Board and engaged or dismissed by the Board; The Company shall have <u>five</u> deputy general managers, one chief financial officer (chief accountant), one chief engineer and one chief economist, who shall be nominated by the general manager and engaged or dismissed by the Board. A director may serve concurrently as the general manager or other senior officers. |

Save for the above proposed amendments and the proposed amendments as disclosed in the Original Circular dated 18 May 2021, the other provisions of the Articles of Association shall remain unchanged.

THE AGM

The Original Notice for convening the AGM to be held at Yongquan Hall, 4th floor, No. 619 Fenghuang North Street, Wenjiang District, Chengdu City, Sichuan Province, the PRC, at 10:00 a.m. on Friday, 18 June 2021 was despatched on 18 May 2021, and a supplemental notice of AGM is set out on pages 6 to 9 of this supplemental circular. The AGM will be held to seek the Shareholders' approval for, among other things, the above resolution on the proposed amendments to the Articles of Association. Please refer to the Original Notice for details of the other resolutions to be proposed at the AGM, and an announcement of the Company dated 27 May 2021 for details on change of venue of convening the AGM.

LETTER FROM THE BOARD

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 Tuesday, 8 June 2021.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying revised form of proxy in accordance with the instructions printed thereon. The accompanying revised form of proxy shall be lodged with the Company's branch share namely Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or at the registered address of the Company at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC, as soon as possible and in any event not less than 24 hours before the time scheduled for holding the AGM or any adjourned meeting thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the AGM 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.

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.

RECOMMENDATION

The Board considers that all resolutions to be proposed at the AGM 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.

Yours faithfully,

By order of the Board

Sichuan Energy Investment Development Co., Ltd.*

Xiong Lin

Chairman

* For identification purpose only

SUPPLEMENTAL 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)

(Stock Code: 01713)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice dated 18 May 2021 (the “**Original Notice**”) of the 2020 annual general meeting (the “**AGM**”) of Sichuan Energy Investment Development Co., Ltd.* (the “**Company**”) to be held at 10:00 a.m., on Friday, 18 June 2021 at Yongquan Hall, 4th floor, No. 619 Fenghuang North Street, Wenjiang District, Chengdu City, Sichuan Province, the PRC.

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the supplemental circular of the Company dated 3 June 2021.

According to Article 66 of the Articles of Association of the Company, Shareholders individually or jointly holding more than 3% of the Company’s Shares may propose a provisional motion in writing to the Company and submit the same to the Board 10 days before the date of general meeting. The Board shall issue a supplemental notice of Shareholders’ general meeting within 2 days after the receipt of such provisional motion and submit such provisional motion to the Shareholders’ general meeting for consideration and approval.

The Board recently received a letter from Jinneng Holding (Hongkong) Limited* (金能集團控股(香港)有限公司), a Shareholder holding approximately 5.78% of the issued Shares, requesting for the inclusion of a special resolution at the AGM. According to Article 66 of the Articles of Association, the Board agreed to put forward a new special resolution at the AGM for the Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

The following special resolution is proposed to the AGM as special resolution numbered 14 (*Note 1*):

AS SPECIAL RESOLUTIONS:

- “14. To consider and approve the amendments to the Articles of Association with respect to the increase of number of deputy general managers of the Company”

By order of the Board
Sichuan Energy Investment Development Co., Ltd.*
Xiong Lin
Chairman

Chengdu, Sichuan Province, the PRC
3 June 2021

Notes:

1. Please refer to the Original Notice for details in respect of other resolutions to be proposed at the AGM.
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 Wednesday, 19 May 2021 to Friday, 18 June 2021 (both days inclusive), during which period no transfer of 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 Tuesday, 18 May 2021.
3. **PROXY FORM**

Since the proxy form despatched on 18 May 2021 (the “**First Proxy Form**”) does not contain the additional resolution set out in this supplemental notice, a revised proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplemental notice.

- (a) 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.
- (b) The instrument appointing a proxy must be in writing (i.e. by using the Second Proxy Form enclosed) under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, the Second Proxy Form must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
- (c) In order to be valid, the Second Proxy Form must be deposited to the H share registrar of the Company (the “**H Share Registrar**”), 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 Thursday, 17 June 2021). If the Second 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 Second Proxy form. Completion and return of the Second Proxy Form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (d) Shareholders who have lodged the First Proxy Form with the Company should note that:
- (i) If no Second Proxy Form is lodged with the Company's H Share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
 - (ii) If the Second Proxy Form is lodged with the Company's H Share registrar not less than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof (the "**Closing Time**"), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - (iii) If the Second Proxy Form is lodged with Company's H Share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's H Share registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's H Share registrar before the Closing Time.
- (e) Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
- (f) Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the H Share 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 Tuesday, 8 June 2021.
4. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the AGM. If a corporate Shareholder appoints an 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 Shareholder 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.
5. 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.
6. Pursuant to rule 13.39(4) of the Listing Rules, 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.
7. 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.
8. The name and address of the Company's H Share 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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

9. 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 supplemental notice, the executive Directors are Mr. Xiong Lin, Mr. Li Hui, and Ms. Xie Peixi; the non-executive Directors are Ms. Han Chunhong, Ms. Li Yu, Mr. Xu Zhenhua 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*