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

If you have sold or transferred all your shares in Sichuan Energy Investment Development Co., Ltd.* (四川能投發展股份有限公司), you should at once hand this circular together with the accompanying form of proxy and the reply slip, to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

(1) PROPOSED APPOINTMENT OF SUPERVISOR (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND (3) NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

Unless the context requires otherwise, capitalised terms used on this cover page have the same meanings as defined in the section headed "Definitions" in this circular.

Notice convening the EGM to be held at the Conference Room, 10th Floor, No. 778, Yiman Road, Baixi Street, Xuzhou District, Yibin City, Sichuan Province, the PRC at 9:30 a.m. on Monday, 15 August 2022 are set out on pages EGM-1 to EGM-3 of this circular. If you intend to attend the EGM 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 EGM (i.e. before 9:30 a.m. on Sunday, 14 August 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

29 July 2022

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DEFINITIONS

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

“Articles of Association” or “Articles”	the articles of association of the Company adopted by the written resolution of the Shareholders on 17 June 2022 and as amended, supplemented and otherwise modified from time to time
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Regions of the PRC and Taiwan
“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
“Domestic Share(s)”	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
“EGM”	the 2022 second extraordinary general meeting (or any adjournment thereof) of the Company to be convened at 9:30 a.m. on Monday, 15 August 2022 for purpose of considering and approving, if thought fit, (1) the proposed appointment of Mr. Huang Yao as a Supervisor and (2) the proposed amendments to the Articles of Association
“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 Stock Exchange
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	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)”	shareholder(s) of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“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)

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

Ms. Liang Hong

Ms. Lv Yan

Independent Non-executive Directors:

Mr. Kin Kwong Kwok Gary

Ms. He Zhen

Mr. Wang Peng

Prof. Li Jian

Registered office:

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

Principal place of business in Hong Kong

40th Floor, Dah Sing Financial Centre,
No.248 Queen's Road East,
Wanchai, Hong Kong

29 July 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED APPOINTMENT OF SUPERVISOR
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

References are made to the announcement of the Company dated 17 June 2022 in relation to, inter alia, the proposed appointment of a Supervisor, and the announcement of the Company dated 30 June 2022 in relation to, inter alia, the proposed amendments to the Articles of Association.

The purpose of this circular is to provide you with details of the above matters to enable the Shareholders to make an informed decision on whether to vote for or against or abstain from voting on the resolutions proposed at the EGM.

ORDINARY RESOLUTION

(1) PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the Company's announcement dated 17 June 2022. An ordinary resolution will be proposed at the EGM to consider and approve the appointment of Mr. Huang Yao ("Mr. Huang") as a Supervisor to fill the vacancy arising from resignation of Mr. Tang Hong as a Supervisor.

The biographical details of Mr. Huang are set out below:

Mr. Huang Yao (黃耀), aged 36, obtained a bachelor's degree by correspondence study from Sichuan University of Science & Engineering, majoring in law in June 2019.

Mr. Huang was an assistant officer of Yunhe Village, Jiale Town, Gao County (高縣嘉樂鎮雲鶴村村主任助理) between September 2008 and September 2013. Mr. Huang then worked in Anti-corruption Education and Training Centre for Party Member and Cadre of Junlian County (筠連縣黨員幹部廉政教育培訓中心) between September 2013 and January 2022 as an officer and deputy officer. He was also the vice secretary of party committee of disciplinary inspection and supervision organs of Junlian County (筠連縣紀檢監察機關黨委副書記) between June 2019 and 1 January 2022. Since January 2022, Mr. Huang has been the secretary of disciplinary committee (紀委書記) and the chairman of the supervisory committee of Junlian Development Holding Group Co., Ltd* (筠連發展控股集團有限公司).

The proposed appointment of Mr. Huang as a Supervisor will be subject to approval by the Shareholders at the EGM and shall take effect from the date of the EGM and end at the expiry of the term of the fourth session of the Supervisory Committee. Mr. Huang will not receive any Supervisor's remuneration for his service as a Supervisor.

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

LETTER FROM THE BOARD

To the best knowledge of the Board and the Supervisory Committee, saved as disclosed above, Mr. Huang 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. Huang 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. Huang 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)(h) to (v) of the Listing Rules.

SPECIAL RESOLUTION

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 June 2022 in relation to the proposed amendments to the Articles of Association. A special resolution will be proposed at the EGM to consider and approve such proposed amendments to the Articles of Association.

The proposed amendments to the Articles of Association are made with reference to the recent amendments of the Company Law of the People's Republic of China and combined with the actual situation of the Company and the needs of improving the governance system. The details of the proposed amendments to the Articles of Association are set out in the Appendix I to this circular.

Save for the proposed amendments as set out in this circular, other sections and articles in the Articles of Association remain unchanged.

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

THE EGM

The EGM will be held at the Conference Room, 10th Floor, No. 778, Yiman Road, Baixi Street, Xuzhou District, Yibin City, Sichuan Province, the PRC at 9:30 a.m. on Monday, 15 August 2022 to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. A form of proxy and a reply slip will be dispatched to the Shareholders in accordance with the Listing Rules on 29 July 2022.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon. If you intend to attend the EGM, 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 Sunday, 7 August 2022.

LETTER FROM THE BOARD

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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 EGM.

RECOMMENDATION

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

* *For identification purpose only*

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 16 Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Foreign shares listed in foreign countries and territories are referred to as overseas listed foreign shares.</p>	<p>Article 16 Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Foreign shares listed in foreign countries and territories are referred to as overseas listed foreign shares; <u>foreign shares which are not listed overseas are referred to as unlisted foreign shares. Domestic shares and unlisted foreign shares are collectively referred to as unlisted shares. Holders of unlisted shares and holders of overseas listed foreign shares are both ordinary shareholders and have the same obligations and rights.</u></p> <p><u>With the approval of the securities regulatory authorities of the State Council, holders of domestic shares and unlisted foreign shares may list all or part of their unlisted shares for trading overseas. Unless otherwise required by applicable overseas and domestic laws and regulations or the place where the shares are listed, the listing and trading of all or part of the unlisted shares held by holders of unlisted shares overseas are not subject to voting at a general meeting or a class meeting of shareholders, but shall be subject to approval by the securities regulatory authorities of the State Council and compliance with the regulatory procedures, rules and requirements of the overseas securities market.</u></p> <p><u>If unlisted shares are approved to be listed and traded overseas, they shall be converted to overseas listed shares on the date of overseas listing and shall be of the same class of shares as the existing overseas listed foreign shares.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 17 Foreign shares issued by the Company and listed in Hong Kong are referred to as H shares. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.</p>	<p>Article 17 <u>Overseas listed</u> Foreign shares issued by the Company and listed <u>on the</u> in Hong Kong Stock Exchange are referred to as H shares. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.</p>
<p>Article 28 The Company may, according to provisions of laws, administrative regulations, Main Board Listing Rules the Articles of Association and subject to the approval of the relevant governing authority of the PRC, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> (1) cancellation of shares for the reduction of its registered capital; (2) merging with another company that holds shares in the Company; (3) granting shares as an incentive to its employees; (4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a shareholders' general meeting requests the Company to purchase that shareholder's shares; 	<p>Article 28 The Company <u>shall not acquire its own shares but</u> may, according to provisions of laws, administrative regulations, Main Board Listing Rules the Articles of Association and subject to the approval of the relevant governing authority of the PRC, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> (1) cancellation of shares for the reduction of its registered capital; (2) merging with another company that holds shares in the Company; (3) granting shares as an incentive to its employees <u>use of shares for employee stock ownership plan or equity incentives;</u> (4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a shareholders' general meeting requests the Company to purchase that shareholder's shares; (5) <u>use of shares for conversion of corporate bonds issued by the listed company which are convertible into shares;</u> (6) <u>where necessary for the listed company to safeguard the value of the Company and the interests of its shareholders;</u>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>(5) other circumstances permitted by laws and administrative regulations.</p>	<p>(5) other circumstances permitted by laws and administrative regulations.</p> <p><u>If the Company acquires its own shares, it shall perform its information disclosure obligations in accordance with the Securities Law and the regulations of the place where the shares are listed.</u></p>
<p>Article 30 Where the Company repurchases its shares for any reason mentioned in (1) to (3) of Article 28 above of the Articles of Association or by an off-market agreement, the prior approval of shareholders at a general meeting shall be obtained in accordance with the Articles of Association. The Company may release, vary or waive its rights under a contract so entered into by the Company with the prior approval of shareholders at a general meeting obtained in the same manner.</p> <p>“Contract to repurchase shares” referred to in the preceding paragraph includes (but not limited to) an agreement to become obliged to repurchase or an acquisition of the right to repurchase shares of the Company. The Company shall not assign a contract to repurchase its shares or any of its right thereunder.</p>	<p>Article 30 Where the Company repurchases its shares for any reason mentioned in (1) to (3) <u>or (2)</u> of Article 28 above of the Articles of Association or by an off-market agreement, the prior approval of shareholders at a general meeting shall be obtained in accordance with the Articles of Association. <u>Where the Company repurchases its shares for any reason mentioned in (3), (5) or (6) of Article 28 above of the Articles of Association, it may do so in accordance with the provisions of the Articles of Association or with the authorization of the general meeting of shareholders and by resolution of a meeting of the Board at which two-thirds of the Directors are present.</u> The Company may release, vary or waive its rights under a contract so entered into by the Company with the prior approval of shareholders at a general meeting obtained in the same manner.</p> <p>“Contract to repurchase shares” referred to in the preceding paragraph includes (but not limited to) an agreement to become obliged to repurchase or an acquisition of the right to repurchase shares of the Company. The Company shall not assign a contract to repurchase its shares or any of its right thereunder.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 32 Where shares are repurchased lawfully pursuant to sub-paragraph (1) of Article 28 of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; in case of repurchase pursuant to sub- paragraphs (2) and (4) of Article 28 of the Articles of Association, such shares shall be transferred or cancelled within 6 months thereafter; in case of repurchase pursuant to sub-paragraph (3) of Article 28 of the Articles of Association, such shares shall not be more than 5% of the total issued share capital of the Company; funds used for repurchase shall be financed out of profits after tax of the Company; repurchased shares shall be transferred to the employees within one year.</p> <p>After cancelling repurchased shares according to the laws, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue relevant announcement.</p> <p>The amount of the Company’s registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p>Article 32 Where shares are repurchased lawfully pursuant to sub-paragraph (1) of Article 28 of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; in case of repurchase pursuant to sub- paragraphs (2) and (4) of Article 28 of the Articles of Association, such shares shall be transferred or cancelled within 6 months thereafter; in case of repurchase pursuant to sub-paragraphs (3), (5) or (6) of Article 28 of the Articles of Association, <u>the shares held by the Company in total</u> such shares shall not be more than <u>105%</u> of the total issued share capital of the Company, <u>and shall be transferred or cancelled within three years</u>; funds used for repurchase shall be financed out of profits after tax of the Company; repurchased shares shall be transferred to the employees within one year.</p> <p>After cancelling repurchased shares according to the laws, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue relevant announcement.</p> <p>The amount of the Company’s registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 42 Subject to compliance with the Articles of Association and other applicable requirements and upon transfer of the Company’s shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>All acts or transfer of overseas listed foreign shares will be record in the register of shareholders of overseas listed foreign shares which is kept in the place where such shares are listed pursuant to Article 43 of the Articles of Association.</p> <p>Where two or more persons are registered as joint shareholders of any share, they shall be deemed to be joint holders of such shares and subject to constraints of the following terms……</p>	<p>Article 42 Subject to compliance with the Articles of Association and other applicable requirements and upon transfer of the Company’s shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>All acts or transfer of overseas listed foreign shares will be record in the register of shareholders of overseas listed foreign shares which is kept in the place where such shares are listed pursuant to Article 43 of the Articles of Association.</p> <p>Where two or more persons are registered as joint shareholders of any share, they shall be deemed to be joint holders of such shares and subject to constraints of the following terms……</p>
<p>Article 43 The Company may, in accordance with the mutual understanding and agreements made between the competent securities regulatory authorities of the State Council and overseas securities regulatory authorities, keep its original register of holders of overseas listed foreign shares outside of the PRC and appoint overseas agent(s) to manage such register. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at its place of domicile. The appointed overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of holders of overseas listed foreign shares, the original version shall prevail.</p>	<p>Article 43 The Company may, in accordance with the mutual understanding and agreements made between the competent securities regulatory authorities of the State Council and overseas securities regulatory authorities, keep its original register of holders of overseas listed foreign shares outside of the PRC and appoint overseas agent(s) to manage such register. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at its place of domicile. The appointed overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of holders of overseas listed foreign shares, the original version shall prevail.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 44 The Company shall maintain a complete register of members. The register of members shall include the following parts:</p> <p>(1) the register of members which is maintained at the Company's place of domicile (other than those share registers which are described in paragraphs (2) and (3) of this Article);</p> <p>(2) the register of members in respect of the holders of overseas listed foreign shares of the Company which is maintained at the place where the overseas stock exchange on which the shares are listed is located;</p> <p>(3) the register of members which is maintained in such other place as the Board may consider necessary for the purpose of listing of the Company's shares.</p>	<p>Article 44 The Company shall maintain a complete register of members. The register of members shall include the following parts:</p> <p>(1) the register of members which is maintained at the Company's place of domicile (other than those share registers which are described in paragraphs (2) and (3) of this Article);</p> <p>(2) the register of members in respect of the holders of overseas listed foreign shares of the Company which is maintained at the place where the overseas stock exchange on which the shares are listed is located;</p> <p>(3) the register of members which is maintained in such other place as the Board may consider necessary for the purpose of listing of the Company's shares.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 46 All transfers of overseas listed foreign shares shall adopt written transfer documents of ordinary or common forms or any other forms acceptable to the Board of Directors, which documents may be executed in manuscript without seal. If the transferor or transferee of any shares in the Company is a recognized clearing house (“Recognized Clearing House”) (or its nominee) within the meaning of the laws of Hong Kong, it may use machine imprinted signatures on written transfer documents.</p> <p>All fully paid-up share capital of overseas listed foreign shares listed in Hong Kong is freely transferable pursuant to the Articles of Association subject to other restrictions of the Hong Kong Stock Exchange. The Board may refuse to recognize any instrument of transfer without explanation, unless such transfer is in compliance with the following conditions:</p> <p>(1) a fee (for each instrument of transfer) of HK\$ 2.5 or any higher fee as agreed by the Board has been paid to the Company to register the instrument of transfer of shares and other documents relating to or which may affect the ownership of such shares, provided that it shall not exceed such highest fees as required from time to time in the Main Board Listing Rules;</p> <p>(2) the instrument of transfer solely involves the overseas listed foreign shares listed in Hong Kong;</p>	<p>Article 46 All transfers of overseas listed foreign shares shall adopt written transfer documents of ordinary or common forms or any other forms acceptable to the Board of Directors, which documents may be executed in manuscript without seal. If the transferor or transferee of any shares in the Company is a recognized clearing house (“Recognized Clearing House”) (or its nominee) within the meaning of the laws of Hong Kong, it may use machine imprinted signatures on written transfer documents.</p> <p>All fully paid-up share capital of overseas listed foreign shares listed in Hong Kong is freely transferable pursuant to the Articles of Association subject to other restrictions of the Hong Kong Stock Exchange. The Board may refuse to recognize any instrument of transfer without explanation, unless such transfer is in compliance with the following conditions:</p> <p>(1) a fee (for each instrument of transfer) of HK\$ 2.5 or any higher fee as agreed by the Board has been paid to the Company to register the instrument of transfer of shares and other documents relating to or which may affect the ownership of such shares, provided that it shall not exceed such highest fees as required from time to time in the Main Board Listing Rules;</p> <p>(2) the instrument of transfer solely involves the overseas listed foreign shares listed in Hong Kong;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>(3) the stamp duty payable on the instrument of transfer has been paid;</p> <p>(4) the relevant share certificates and other evidences reasonably required by the Board showing that the transferor has the right to transfer such shares have been furnished;</p> <p>(5) if the shares are intended to be transferred to joint holders, the number of such joint holders shall not exceed 4;</p> <p>(6) the Company has not created any lien over the relevant shares.</p> <p>If the Company refuses to register any transfer of shares, the Company shall, within two (2) months from formal application for the transfer, provide the transferor and transferee with a notice of refusal to register such transfer.</p>	<p>(3) the stamp duty payable on the instrument of transfer has been paid;</p> <p>(4) the relevant share certificates and other evidences reasonably required by the Board showing that the transferor has the right to transfer such shares have been furnished;</p> <p>(5) if the shares are intended to be transferred to joint holders, the number of such joint holders shall not exceed 4;</p> <p>(6) the Company has not created any lien over the relevant shares.</p> <p>If the Company refuses to register any transfer of shares, the Company shall, within two (2) months from formal application for the transfer, provide the transferor and transferee with a notice of refusal to register such transfer.</p>
<p>Article 49 No changes in the shareholders' register due to the transfer of shares may be made within 30 days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividends.</p>	<p>Article 49 No changes in the shareholders' register due to the transfer of shares may be made within 30 days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividends.</p> <p><u>Where otherwise required by laws and regulations or the securities regulatory authorities of the place where the Company's shares are listed, such requirements shall apply.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 52 Any shareholder who is registered in, or any person requests to include his/her name entered into, the register of members may, if his/ her share certificate (the “Original Certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic shares loses his/her share certificate and applies for a replacement share certificate, it shall be dealt with in accordance with the requirement of Article 143 of the Company Law.</p> <p>If a holder of overseas listed foreign shares loses his/her share certificate and applies for a replacement share certificate, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas listed foreign shares is maintained.</p> <p>If a holder of H shares loses his/her share certificate and applies for a replacement share certificate, such share certificate shall be issued in compliance with the following requirements……</p>	<p>Article 52 Any shareholder who is registered in, or any person requests to include his/her name entered into, the register of members may, if his/ her share certificate (the “Original Certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic unlisted shares loses his/her share certificate and applies for a replacement share certificate, i t shall be dealt with in accordance with the requirement of Article 143 of the Company Law.</p> <p>If a holder of overseas listed foreign shares loses his/her share certificate and applies for a replacement share certificate, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas listed foreign shares is maintained.</p> <p>If a holder of H shares loses his/her share certificate and applies for a replacement share certificate, such share certificate shall be issued in compliance with the following requirements……</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 67 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. 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>Article 67 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. 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>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<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. 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 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>	<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 unlisted shares shall be deemed to have received notice of the relevant shareholders' meeting. 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 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>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 92 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders’ general meeting and by the affected class shareholders at a separate shareholders’ meeting convened in accordance with Articles 94 to 98 hereof.</p> <p>.....</p>	<p>Article 92 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders’ general meeting and by the affected class shareholders at a separate shareholders’ meeting convened in accordance with Articles 94 to 98 hereof, <u>except for the conversion of unlisted shares into overseas listed shares and their listing and trading overseas in accordance with Article 16 hereof.</u></p> <p>.....</p>
<p>Article 98 In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. The special voting procedures for class meetings shall not apply to the following circumstances:</p> <p>(1) Where the Company issues, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently every 12 months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares;</p> <p>(2) Where the Company’s plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council;</p> <p>(3) Where holders of domestic shares of the Company transfer the shares held by them to overseas investors, and such transferred shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council.</p>	<p>Article 98 In addition to holders of other classes of shares, holders of domestic <u>unlisted</u> shares and overseas-listed foreign shares are deemed to be different classes of shareholders, <u>but holders of domestic shares and holders of unlisted foreign shares are deemed as the same class of shareholders.</u> The special voting procedures for class meetings shall not apply to the following circumstances:</p> <p>(1) Where the Company issues, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently every 12 months, not more than 20% of each of the existing issued domestic shares, <u>unlisted foreign shares</u> and overseas-listed foreign shares;</p> <p>(2) Where the Company’s plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council;</p> <p>(3) Where holders of domestic shares <u>or unlisted foreign shares</u> of the Company transfer<u>convert</u> the shares held by them to overseas investors<u>overseas listed shares</u>, and such transferred shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 171 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting to be convened. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred herein this Chapter.</p> <p>A copy of either the aforementioned financial report or the Directors’ report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account or income and expenditure account, or the summary financial report shall, at least 21 days before the date of the general meeting, be sent by prepaid post to the address of the shareholder as registered in the register of members. In compliance with the laws and regulations in the jurisdiction in which the Company’s shares are listed and the Main Board Listing Rules, the Company may deliver or send the same to the shareholders by posting the same on the websites of the stock exchange and the Company’s website or by electronic means, and the Company may not be required to deliver or send the same through the means stated in this Article.</p>	<p>Article 171 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting to be convened. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred herein this Chapter.</p> <p>A copy of either the aforementioned financial report or the Directors’ report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account or income and expenditure account, or the summary financial report shall, at least 21 days before the date of the general meeting, be sent by prepaid post to the address of the shareholder <u>of overseas listed shares</u> as registered in the register of members. In compliance with the laws and regulations in the jurisdiction in which the Company’s shares are listed and the Main Board Listing Rules, the Company may deliver or send the same to the shareholders by posting the same on the websites of the stock exchange and the Company’s website or by electronic means, and the Company may not be required to deliver or send the same through the means stated in this Article.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 178 The Company shall appoint receiving agents on behalf of shareholders holding overseas listed Foreign Shares. The receiving agents shall on behalf of such shareholders receive dividends distributed by the Company in respect of the overseas listed Foreign Shares and other proceeds, and proceeds from which shall be managed by the receiving agents on such shareholders' behalf to be paid to them. The receiving agents appointed by the Company shall comply with the relevant requirements of the law of the place and relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agents appointed on behalf of holders of overseas listed Foreign Shares listed in the Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p>Subject to compliance with the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which are not claimed by anyone but such right can only be exercised in or after the sixth year after the date of declaring dividends.</p>	<p>Article 178 The Company shall appoint receiving agents on behalf of shareholders holding overseas listed Foreign Shares<u>shares</u>. The receiving agents shall on behalf of such shareholders receive dividends distributed by the Company in respect of the overseas listed Foreign Shares<u>shares</u> and other proceeds, and proceeds from which shall be managed by the receiving agents on such shareholders' behalf to be paid to them. The receiving agents appointed by the Company shall comply with the relevant requirements of the law of the place and relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agents appointed on behalf of holders of overseas listed Foreign Shares<u>shares</u> listed in the Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p>Subject to compliance with the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which are not claimed by anyone but such right can only be exercised in or after the sixth year after the date of declaring dividends.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>The Company may exercise power to cease sending dividend warrants by post to a holder of foreign shares listed overseas when such warrants have not been cashed twice in a row. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>The Company shall have the power to sell, in such manner as the Board of Directors thinks fit, any shares of a Shareholder of overseas-listed foreign- invested shares who is untraceable, but is subject to the following conditions:</p> <p>(I) the Company has distributed dividends for at least 3 times in respect of such shares within 12 years, but none of such dividends was claimed;</p> <p>(II) the Company, after the expiration of a period of 12 years, made an advertisement on one or more newspapers of the place which the Company is listed, stating its intention to sell such shares, and notified the Hong Kong Stock Exchange.</p>	<p>The Company may exercise power to cease sending dividend warrants by post to a holder of foreign shares listed overseas when such warrants have not been cashed twice in a row. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>The Company shall have the power to sell, in such manner as the Board of Directors thinks fit, any shares of a Shareholder of overseas-listed foreign- invested shares who is untraceable, but is subject to the following conditions:</p> <p>(I) the Company has distributed dividends for at least 3 times in respect of such shares within 12 years, but none of such dividends was claimed;</p> <p>(II) the Company, after the expiration of a period of 12 years, made an advertisement on one or more newspapers of the place which the Company is listed, stating its intention to sell such shares, and notified the Hong Kong Stock Exchange.</p>
<p>Article 179 Cash dividends and other payments payable by the Company to holders of Domestic Shares shall be declared in Renminbi. Cash dividends and other payments payable by the Company to holders of overseas listed Foreign Shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The Company shall arrange the foreign currency for payment of cash dividends and other payments payable to holders of overseas listed Foreign Shares in accordance with foreign exchange management related regulations of the State.</p>	<p>Article 179 Cash dividends and other payments payable by the Company to holders of Domestic Shares shall be declared in Renminbi. Cash dividends and other payments payable by the Company to holders of overseas listed Foreign Shares<u>shares</u> shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The Company shall arrange the foreign currency for payment of cash dividends and other payments payable to holders of overseas listed Foreign Shares<u>foreign shares</u> in accordance with foreign exchange management related regulations of the State.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 188 Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall have the right to make representations at the general meeting of shareholders. Where the accounting firm resigns its post, it shall make clear to the shareholders’ general meeting whether there is any impropriety on the part of the Company.</p> <p>(I) The accounting firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <ol style="list-style-type: none"> 1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or 2. a statement of any such circumstances. 	<p>Article 188 Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall have the right to make representations at the general meeting of shareholders. Where the accounting firm resigns its post, it shall make clear to the shareholders’ general meeting whether there is any impropriety on the part of the Company.</p> <p>(I) The accounting firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <ol style="list-style-type: none"> 1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or 2. a statement of any such circumstances.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>(II) Where a notice is deposited under Clause (I) of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Clause (I) 2 of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of shareholders, or the Company may publish its report on the website of the Hong Kong Stock Exchange or in one or more newspapers specified by it within foregoing deadline. Once an announcement is made, all shareholders are deemed to have received the aforementioned copies.</p>	<p>(II) Where a notice is deposited under Clause (I) of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Clause (I) 2 of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of shareholders, or the Company may publish its report on the website of the Hong Kong Stock Exchange or in one or more newspapers specified by it within foregoing deadline. Once an announcement is made, all shareholders are deemed to have received the aforementioned copies. <u>However, the notice may also be sent or made available to holders of overseas listed shares through the Company's website and in the manner as prescribed in the Listing Rules from time to time, subject to compliance with laws, administrative regulations and the listing rules of the stock exchange on which the Company's shares are listed.</u></p>
<p>(III) If the resignation notice of an accounting firm contains any statement mentioned in Clause (I) 2 of this Article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>	<p>(III) If the resignation notice of an accounting firm contains any statement mentioned in Clause (I) 2 of this Article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 189 Notices of the Company can be issued via the following methods:</p> <p>(I) by courier;</p> <p>(II) by mail;</p> <p>(III) by facsimile or email;</p> <p>(IV) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;</p> <p>(V) by an announcement;</p> <p>(VI) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received; or</p> <p>(VII) any other methods approved by the relevant regulatory bodies of the place of listing of the Company's shares or required by the Articles of Association.</p>	<p>Article 189 Notices of the Company can be issued via the following methods:</p> <p>(I) by courier;</p> <p>(II) by mail;</p> <p>(III) by facsimile or email;</p> <p>(IV) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;</p> <p>(V) by an announcement;</p> <p>(VI) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received; or</p> <p>(VII) any other methods approved by the relevant regulatory bodies of the place of listing of the Company's shares or required by the Articles of Association.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Unless otherwise stated, the “announcement” referred to in the Articles of Association shall mean, as to the announcements published to the holder of Domestic Shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; in respect of announcements made to the holders of overseas listed foreign shares or announcements that are required to be made within Hong Kong in accordance with relevant regulations and the Articles of Association, such announcements must be published and issued on the website of the Hong Kong Stock Exchange as stipulated under the Main Board Listing Rules. These Articles shall not prohibit the Company to deliver notice to shareholders whose registered addresses are outside Hong Kong.</p>	<p>Unless otherwise stated, the “announcement” referred to in the Articles of Association shall mean, as to the announcements published to the holder of Domestic Shares and holders of <u>unlisted foreign shares</u> or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; in respect of announcements made to the holders of overseas listed foreign shares or announcements that are required to be made within Hong Kong in accordance with relevant regulations and the Articles of Association, such announcements must be published and issued on the website of the Hong Kong Stock Exchange as stipulated under the Main Board Listing Rules. These Articles shall not prohibit the Company to deliver notice to shareholders whose registered addresses are outside Hong Kong.</p>
<p>Article 192 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in the Articles of Association. Shareholders who oppose the Company’s merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders to inspect.</p> <p>With regard to holders of overseas listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</p>	<p>Article 192 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in the Articles of Association. Shareholders who oppose the Company’s merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders to inspect.</p> <p>With regard to holders of overseas listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>Article 207 The Company shall observe the following rules to settle disputes:</p> <p>(I) If any dispute or claim on the affairs of the Company in performing the rights and obligations provided for in the Articles of Association, the Company Law or other relevant laws and administrative regulations arises between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and a director, supervisor or senior management officers of the Company or between a holder of overseas listed foreign shares and a holder of domestic shares, the parties concerned shall submit the dispute or claim to arbitration.</p> <p>Where a dispute or claim involves the above parties, the entire claim or dispute must be referred to arbitration and all persons (being the Company or shareholders, directors, supervisors or senior management officers of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by arbitration. Disputes regarding definition of shareholders and registration of members may be resolved other than by way of arbitration.</p>	<p>Article 207 The Company shall observe the following rules to settle disputes:</p> <p>(I) If any dispute or claim on the affairs of the Company in performing the rights and obligations provided for in the Articles of Association, the Company Law or other relevant laws and administrative regulations arises between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and a director, supervisor or senior management officers of the Company or between a holder of overseas listed foreign shares and a holder of domestic shares and unlisted foreign shares, the parties concerned shall submit the dispute or claim to arbitration.</p> <p>Where a dispute or claim involves the above parties, the entire claim or dispute must be referred to arbitration and all persons (being the Company or shareholders, directors, supervisors or senior management officers of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by arbitration. Disputes regarding definition of shareholders and registration of members may be resolved other than by way of arbitration.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Proposed Amendments to the Articles
<p>(II) The claimant may refer the arbitration to either the China International Economic Centre in accordance with its arbitration rules, and may also refer the arbitration to the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If the claimant refers the arbitration to the Hong Kong International Arbitration Centre, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) Unless otherwise provided in the laws and administrative regulations, any disputes or claims arising out of item (I) above shall be resolved in accordance with the laws of the People’s Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan).</p> <p>(IV) The decision made by the arbitral body shall be final and conclusive, and shall be binding on the parties.</p>	<p>(II) The claimant may refer the arbitration to either the China International Economic Centre in accordance with its arbitration rules, and may also refer the arbitration to the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If the claimant refers the arbitration to the Hong Kong International Arbitration Centre, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) Unless otherwise provided in the laws and administrative regulations, any disputes or claims arising out of item (I) above shall be resolved in accordance with the laws of the People’s Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan).</p> <p>(IV) The decision made by the arbitral body shall be final and conclusive, and shall be binding on the parties.</p>

NOTICE OF THE 2022 SECOND EXTRAORDINARY 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)

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting (the “EGM”) of the Company for the year 2022 will be held at the Conference Room, 10th Floor, No. 778, Yiman Road, Baixi Street, Xuzhou District, Yibin City, Sichuan Province, the PRC at 9:30 a.m. on Monday, 15 August 2022 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Huang Yao as a supervisor of the Company;
and

SPECIAL RESOLUTION

2. To consider and approve the proposed amendments to the articles of association of the Company.

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

Chengdu, Sichuan Province, the PRC
29 July 2022

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 29 July 2022.
2. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 15 July 2022 to Monday, 15 August 2022 (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 EGM, 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 Thursday, 14 July 2022.
3. Shareholder(s) of the Company (the “**Shareholder(s)**”) who are entitled to attend and vote at the EGM 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 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.
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, 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 EGM (i.e. before 9:30 a.m. on Sunday, 14 August 2022). 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 EGM or any adjourned meetings should you so wish.
6. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the EGM. If corporate Shareholders appoints authorised representative to attend the EGM, 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 EGM.
7. Shareholders who intend to attend the EGM 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 7 August 2022.
8. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, 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 EGM 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 the registered form.
10. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

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

12. 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 announcement, 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, Ms. Liang Hong and Ms. Lv Yan; and the independent non-executive Directors are Mr. Kin Kwong Kwok Gary, Ms. He Zhen, Mr. Wang Peng and Prof. Li Jian.

* *For identification purposes only*