
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
 - (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS**
 - (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS**
 - (4) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**
 - (5) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS**
 - (6) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND**
 - (7) NOTICE OF THE 2023 FIRST 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 Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu, Sichuan Province, the PRC at 10:00 a.m. on Thursday, 6 April 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 10:00 a.m. on Wednesday, 5 April 2023) 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.

17 March 2023

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DEFINITIONS

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

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| “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” | 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 2023 First extraordinary general meeting (or any adjournment thereof) of the Company to be convened at 10:00 a.m. on Thursday, 6 April 2023 for purpose of considering and approving, if thought fit, (1) the proposed amendments to the Articles of Association; (2) the proposed amendments to the Rules of Procedure of Board Meetings; (3) the proposed amendments to the Rules of Procedure of General Meetings; (4) the proposed appointment of Mr. He Jing as executive Director; (5) the proposed appointments of Mr. Tao Xueqing and Mr. Kong Ce as non-executive Directors; and (6) the proposed appointment of Ms. He Yin as independent non-executive Director |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | the ordinary share(s) in issue in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

DEFINITIONS

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| “Rules of Procedure of Board Meetings” | the Rules of Procedure of the Board Meetings of Sichuan Energy Investment Development Co., Ltd.* (《四川能投發展股份有限公司董事會議事規則》), as amended from time to time |
| “Rules of Procedure of General Meetings” | the Rules of Procedure of the General Meetings of Sichuan Energy Investment Development Co., Ltd.* (《四川能投發展股份有限公司股東大會議事規則》), as amended from time to time |
| “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 |
| “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) |

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

17 March 2023

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
BOARD MEETINGS
(3) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF GENERAL MEETINGS
(4) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
(5) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS
(6) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(7) NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

Reference is made to the announcement of the Company dated 14 March 2023 in relation to the proposed amendments to the Articles of Association, the proposed amendments to the Rules of Procedure of Board Meetings, the proposed amendments to the Rules of Procedure of General Meetings, the proposed appointments of Mr. He Jing as executive Director, Mr. Tao Xueqing and Mr. Kong Ce as non-executive Directors and Ms. He Yin as independent non-executive Director.

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.

SPECIAL RESOLUTIONS

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

Reference is made to the announcement of the Company dated 14 March 2023 in relation to the proposed amendments to the Articles of Association, the proposed amendments to the Rules of Procedure of Board Meetings and the proposed amendments to the Rules of Procedure of General Meetings. Special resolutions will be proposed at the EGM to consider and approve such proposed amendments to the Articles of Association, the proposed amendments to the Rules of Procedure of Board Meetings and the proposed amendments to the Rules of Procedure of General Meetings.

The proposed amendments to the Articles of Association, the proposed amendments to the Rules of Procedure of Board Meetings and the proposed amendments to the Rules of Procedure of General Meetings are made to (1) reflect and conform with the changes to Appendix 3 to the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; (2) reflect and conform with the Notice regarding the Publication of the Guidance on Articles of Association of Provincial Enterprises of Sichuan Province (For Trial Implementation) issued by the State-owned Assets Supervision and Administration Commission of the State Council of Sichuan Province (Chuan Guo Zi Fa [2002] No. 5) (《關於印發〈四川省省屬企業公司章程指引(試行)〉的通知》)(川國資發[2022]5號); and/or (3) adjust the composition of the Board according to the actual situation of the Company. The details of the proposed amendments to the Articles of Association are set out in the Appendix I to this circular, the details of the proposed amendments to the Rules of Procedure of Board Meetings are set out in Appendix II to this circular and the details of the proposed amendments to the Rules of Procedure of General Meetings are set out in Appendix III to this circular.

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

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

LETTER FROM THE BOARD

ORDINARY RESOLUTIONS

Proposed Appointment of Executive Director

Reference is made to the announcement of the Company dated 14 March 2023. An ordinary resolution will be proposed at the EGM to consider and approve the appointment of Mr. He Jing (“**Mr. He**”) as an executive Director of the Company to fill in the vacancy arising from the resignation of Mr. Xiong Lin as an executive Director.

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

Mr. He Jing (何京), aged 46, graduated from Southwest University of Political Science & Law in July 1998 and obtained a bachelor’s degree in law. Mr. He served as clerk and assistant judge in Mianyang Intermediate People’s Court (綿陽市中級人民法院) from August 1998 to July 2002. From July 2002 to June 2012, he worked in several positions in the General Office of the Communist Party Committee of Sichuan Province (中共四川省委辦公廳), including deputy chief of the inspection office, chief of the inspection office and secretary of the Communist Youth League under the institution. From June 2012 to July 2012, he served as a member of the gas preparatory team of Sichuan Energy Investment Group Co., Ltd.* (四川省能源投資集團有限責任公司). From July 2012 to January 2021, he worked in several positions in Sichuan Natural Gas Investment Co., Ltd.* (四川省天然氣投資有限責任公司), including director, head of administration department, employee director, member of the Party’s Committee, president of union, chairman and legal representative. From July 2013 to December 2013, he also served as the director, general manager and legal representative of Sichuan Natural Gas Mianyang Gas Co., Ltd.* (四川省天然氣綿陽燃氣有限責任公司). From November 2013 to February 2021, he served as the chairman of Sichuan Hongran Green Energy Co., Ltd.* (四川省虹然綠色能源有限責任公司). From October 2014 to February 2021, he also served as the director of Sichuan Natural Gas Jiangyou Gas Co., Ltd.* (四川省天然氣江油燃氣有限責任公司). From April 2016 to February 2021, he also served as the chairman of Sichuan Natural Gas Fuhui Gas Co., Ltd.* (四川省天然氣富匯燃氣有限責任公司). Since November 2018, he has also served as a supervisor in HSIG Limited (香港天冉國際集團有限公司). From November 2020 to February 2023, he served as Secretary of the Party’s Committee, chairman, legal representative and preparatory team leader in Sichuan Natural Gas Investment Group Co., Ltd. (四川省天然氣投資集團有限責任公司). Mr. He has been serving as Secretary of the Party’s Committee of the Company since February 2023.

LETTER FROM THE BOARD

Proposed Appointment of Non-executive Directors

Reference is made to the announcement of the Company dated 14 March 2023. An ordinary resolution will be proposed at the EGM to consider and approve the appointment of Mr. Tao Xueqing (“**Mr. Tao**”) as a non-executive Director of the Company to fill in the vacancy arising from the resignation of Ms. Li Yu as non-executive Director. Furthermore, conditional upon the special resolutions regarding the proposed amendments of the Articles of Association and the Rules of Procedure of Board Meetings being passed at the EGM, an ordinary resolution will be proposed at the EGM to consider and approve the appointment of Mr. Kong Ce (“**Mr. Kong**”) as a non-executive Director of the Company.

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

Mr. Tao Xueqing (陶學慶), aged 34, graduated from Shandong University in June 2010 and obtained a bachelor’s degree in accounting. Subsequently, he obtained a master’s degree from Central University of Finance and Economics majoring in technical economics and management in June 2012. From July 2012 to June 2015, he served as a trainee and an investment operations associate in Beijing Changdian Innovation Investment Management Co., Ltd.* (北京長電創新投資管理有限公司). Mr. Tao has been working in several positions in Three Gorges Capital Holding Co., Ltd. (三峽資本控股有限責任公司) since June 2015, including investment manager in the research consulting department from June 2015 to October 2018; investment manager and senior investment manager in the investment management department from October 2018 to June 2022. Mr. Tao was seconded to the corporate management department of China Three Gorges Corporation (中國長江三峽集團公司) and the integrated coordination team of the office of the State Council’s State-owned Enterprise Reform Leading Group (國務院國有企業改革領導小組辦公室) from September 2016 to March 2017 and from March 2021 to January 2022, respectively. Mr. Tao has been serving as the vice president of the investment management department of Three Gorges Capital Holding Co., Ltd. since June 2022.

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

Mr. Kong Ce (孔策), aged 41, served as a staff officer in the People’s Liberation Army (中國人民解放軍) in 1997 and was awarded the rank of captain in 2008. Subsequently, he obtained a master’s degree from University of Electronic Science and Technology of China majoring in software engineering in June 2012. Mr. Kong has been serving as the administration and public affairs director of Tianqi Lithium Corporation (a company listed on the Stock Exchange, stock code: 9696, and on the Shenzhen Stock Exchange, stock code: SZ002466) since August 2021.

Before joining Tianqi Lithium Corporation, Mr. Kong served as a captain staff officer in Unit 78051 (78501 部隊) from August 2002 to November 2012. From November 2012 to February 2018, Mr. Kong was a first-level principal staff member in the Sichuan Development and Reform Commission (四川省發展和改革委員會), and served as a deputy director of the major project office from February 2018 to October 2018. From November 2018 to August 2021, he served as the an assistant to the general manager of Sichuan Development in Hengneng Environmental Technology Co., Ltd. (四川發展中恒能環境科技技術有限公司).

LETTER FROM THE BOARD

Proposed Appointment of Independent Non-executive Director

Reference is made to the announcement of the Company dated 14 March 2023. Conditional upon the special resolutions regarding the proposed amendments of the Articles of Association and the Rules of Procedure of Board Meetings being passed at the EGM, an ordinary resolution will be proposed at the EGM to consider and approve the appointment of Ms. He Yin (“**Ms. He**”) as an independent non-executive Director of the Company.

The biographical details of Ms. He are set out below:

Ms. He Yin (何茵), aged 47, graduated from the School of Economics, Peking University in July 1998 and obtained a bachelor’s degree in economics. Subsequently, she obtained a master’s degree and a doctoral degree from University of Colorado Boulder majoring in economics in 2000 and 2004, respectively. Ms. He has been working in several positions in the School of International Trade and Economics, University of International Business and Economics since September 2009, including assistant professor from September 2009 to April 2011; associate professor from April 2011 to December 2017. Ms. He has been serving as a professor in the School of International Trade and Economics, University of International Business and Economics since December 2017.

Before joining the University of International Business and Economics, Ms. He served as a research assistant, from August 1998 to August 2001 and from August 2003 to August 2004; a teaching assistant from August 2000 to August 2001; a graduate part-time instructor from August 2001 to August 2003; and a visiting scholar from January 2008 to February 2009 in the School of Economics, University of Colorado. From October 2003 to February 2004, she served as an assistant analyst in Jack Anthony Group, Inc. From February 2005 to February 2006, she served as a project consultancy researcher in the World Bank. From August 2004 to April 2008, she served as an assistant professor in the National School of Development, Peking University (北京大學國家發展研究院) (previously known as the China Centre for Economic Research, Peking University (北京大學中國經濟研究中心)). From May 2005 to December 2008, she was a researcher of the National Economic Research Institute, China Reform Foundation (中國經濟改革研究基金會國民經濟研究所). From March 2009 to September 2009, she served as an economist in Beijing Finance & Economics Magazine Agency Co., Ltd. (北京《財經》雜誌有限公司).

The proposed appointments of Mr. He as an executive Director, Mr. Tao and Mr. Kong as non-executive Directors and Ms. He as an independent non-executive Director will be subject to approval by the Shareholders at the EGM. A service contract is proposed to be entered into between each of Mr. He, Mr. Tao, Mr. Kong and Ms. He and the Company, with a term of service commencing from the date of the EGM and ending at the expiry of the fourth session of the Board.

Upon the appointments of Mr. He, Mr. Tao, Mr. Kong and Ms. He being approved by the Shareholders, Mr. He as an executive Director will mainly be responsible for overall corporate strategies formulation of the Company and its subsidiaries, while Mr. Tao and Mr. Kong as non-executive Directors will be mainly responsible for providing supervision of matters relating to compliance, corporate governance and business development of the Company and Ms. He as an independent non-executive Director will be mainly responsible for providing independent advice to the Board.

LETTER FROM THE BOARD

The emoluments of the Directors are determined based on the responsibilities and experience, prevailing market conditions and the remuneration policy of the Company as determined by the Board or its delegated committee. The details of which will be disclosed in the annual report of the Company. Mr. He will not receive any director's fee or bonuses for his service as an executive Director. However, he will continue to receive a remuneration package of RMB26,667 per month in his capacity as the secretary of the Party's Committee of the Company. Mr. Tao and Mr. Kong will not receive any remuneration as non-executive Directors. Ms. He as onshore independent non-executive Director will receive a remuneration of RMB100,000 per annum (before tax). Each of the independent non-executive Directors will receive an additional remuneration of RMB30,000 per annum (before tax) serving as the chairman of each committee of the Board, and RMB20,000 per annum (before tax) serving as a member of each committee of the Board.

To the knowledge of the Board, save as disclosed above, each of Mr. He, Mr. Tao, Mr. Kong and Ms. He (i) 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; (ii) does not have any relationship with any directors, supervisors, senior management or substantial Shareholders of the Company; and (iii) does not 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 appointments of Mr. He, Mr. Tao, Mr. Kong and Ms. He that needs 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.

THE EGM

The EGM will be held at Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu, Sichuan Province, the PRC at 10:00 a.m. on Thursday, 6 April 2023 to consider and, if thought fit, to pass resolution 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 Friday, 17 March 2023.

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Wednesday, 29 March 2023.

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.

LETTER FROM THE BOARD

VOTING BY POLL

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

RECOMMENDATION

The Board considers that the resolutions to be proposed at the EGM is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of 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*

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Current Articles | Proposed Amendments to the Articles* |
|---|---|
| <p>Article 1</p> <p>...</p> <p>According to the Constitution of the Communist Party of China, the Company has established an organization of the Communist Party of China to carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization. The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations, the AOA Mandatory Provisions, the AOA Supplemental Amendment Letter, the Main Board Listing Rules, the Constitution of the Communist Party of China and other relevant regulations for the purpose of regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party, refining the corporate governance structure, setting up a modern state-owned enterprise system with Chinese characteristics and safeguarding the legitimate rights and interest of the Company, its shareholders and creditors.</p> | <p>Article 1</p> <p>...</p> <p>According to the Constitution of the Communist Party of China, the Company has established an organization of the Communist Party of China to carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization. The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations, the AOA Mandatory Provisions, the AOA Supplemental Amendment Letter, the Main Board Listing Rules, the Constitution of the Communist Party of China and other relevant regulations for the purpose of regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party, refining the corporate governance structure, setting up a modern state-owned enterprise system with Chinese characteristics and safeguarding the legitimate rights and interest of the <u>Company</u>shareholders, its shareholder<u>the Company</u> and creditors.</p> |

| Current Articles | Proposed Amendments to the Articles* |
|--|--|
| <p>Nil</p> | <p>This article is newly added, and the serial numbers of all other articles are renumbered accordingly:</p> <p><u>Article 6</u></p> <p><u>According to the Constitution of the Communist Party of China and the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (For Trial Implementation), the Company has established an organization of the Communist Party of China to carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization.</u></p> |
| <p>Article 56</p> <p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his behalf at shareholders meeting in proportion to the number of shares held in accordance with the law;</p> <p>.....</p> | <p>Article <u>5657</u></p> <p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(2) the right to request, convene, chair, attend, <u>speak</u> and vote in person or appoint a proxy to attend and vote on his behalf at shareholders meeting in proportion to the number of shares held in accordance with the law;</p> <p>.....</p> |

| Current Articles | Proposed Amendments to the Articles* |
|---|--|
| <p>Article 67</p> <p>To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded;</p> <p>.....</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 unlisted shares shall be deemed to have received notice of the relevant shareholders' meeting.</p> | <p>Article <u>6768</u></p> <p>To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded;</p> <p>.....</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 <u>20</u> 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 unlisted shares shall be deemed to have received notice of the relevant shareholders' meeting.</p> |

| Current Articles | Proposed Amendments to the Articles* |
|--|--|
| <p>The notice, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas listed shares in any of the following manners, 20 business days prior to the holding of such annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the such extraordinary general meeting:</p> <p>.....</p> | <p>The notice, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas listed shares in any of the following manners, 20 business days prior to the holding of such annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the such extraordinary general meeting:</p> <p>.....</p> |
| <p>Article 106</p> <p>The Company shall establish a Board of Directors, which shall comprise 11 directors, including 4 independent non-executive directors</p> <p>.....</p> | <p>Article 106<u>114</u></p> <p>The Company shall establish a Board of Directors, which shall comprise 11<u>13</u> directors, including 4<u>5</u> independent non-executive directors</p> <p>.....</p> |
| <p>Article 123</p> <p>The Company shall have one secretary of the Board, who is a senior officer of the Company.</p> | <p>Article 123<u>131</u></p> <p>The Company shall have one secretary of the Board, who is a senior officer of the Company. <u>The secretary of the Board shall present at the meeting of Party Committee where significant operating management matters are studied and discussed.</u></p> |

| Current Articles | Proposed Amendments to the Articles* |
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| <p>Chapter 15 PARTY ORGANIZATION</p> <p>Article 158</p> <p>In accordance with the Constitution of the Communist Party of China and with the approval of superior Party organizations, the Company has established the Committee of Sichuan Energy Investment Development Co., Ltd. of the Communist Party of China (hereinafter referred to as the “Party Committee”). Meanwhile, the Company has also established the Discipline Inspection Commission of the Party (hereinafter referred to as the “Discipline Inspection Commission”) according to the relevant requirements.</p> | <p>This Chapter is renumbered as Chapter 10, and the Original Chapter 10 to Chapter 11 and the articles are renumbered accordingly:</p> <p><u>Chapter 15 PARTY ORGANIZATION</u> <u>10 PARTY COMMITTEE OF THE COMPANY</u></p> <p>Article 158100</p> <p>In accordance with the Constitution of the Communist Party of China <u>and the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (For Trial Implementation)</u> and with the approval of superior Party organizations, the Company has established the Committee of Sichuan Energy Investment Development Co., Ltd. of the Communist Party of China (hereinafter referred to as the “Party Committee”). Meanwhile, the Company has also established the Discipline Inspection Commission of the Party (hereinafter referred to as the “Discipline Inspection Commission”) according to the relevant requirements.</p> |

| Current Articles | Proposed Amendments to the Articles* |
|--|--|
| <p>Article 161</p> <p>The Party Committee of the Company shall perform the leadership functions, controlling the directions, managing the overall situation and ensuring the implementation, discuss and make decisions on significant matters of the Company in accordance with the regulations. Significant operating management matters shall go through investigation and discussion by the Party Committee before decisions are made by the Board of Directors or management.</p> <p>Its main responsibilities include:</p> <p>(1) Strengthen the Party’s political construction, improve the political awareness, enhance political leading role, improve political ability and guard against political risk of the Company, as well as educate and guide all Party members to resolutely safeguard the position of the Party Central Committee and the whole Party with General Secretary Xi Jinping as the core, resolutely uphold the authority and unified leadership of the Party Central Committee;</p> <p>(2) Study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, carry out the principles and policies of the Party and ensure that the major decisions and deployment of the Party Central Committee and the resolutions of higher-level Party organizations are implemented in the Company, as well as promote the Company to undertake its responsibility and mission, focus on the major responsibilities and principal businesses and serve the material strategies of the country to fully fulfill economic, political and social responsibilities;</p> | <p>Article 161103</p> <p>The Party Committee of the Company shall perform the leadership functions, controlling the directions, managing the overall situation and ensuring the implementation, discuss and make decisions on significant matters of the Company in accordance with the regulations. Significant operating management matters shall go through investigation and discussion by the Party Committee before decisions are made by the Board of Directors or management. Its main responsibilities include:</p> <p>(1) Strengthen the Party’s political construction, improve the political awareness, enhance political leading role, improve political ability and guard against political risk of the Company, as well as educate and guide all Party members to resolutely safeguard the position of the Party Central Committee and the whole Party with General Secretary Xi Jinping as the core, resolutely uphold the authority and unified leadership of the Party Central Committee <u>adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</u></p> <p>(2) Study <u>Thoroughly study</u> and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, <u>learn and propagate the Party’s theory,</u> carry out the <u>guidelines,</u> principles and policies of the Party and <u>supervise and</u> ensure that the major decisions and deployment of the Party Central Committee and the resolutions of higher-level Party organizations are implemented in the Company, as well as promote the Company to undertake its responsibility and mission, focus on the major responsibilities and principal businesses and serve the material strategies of the country to fully fulfill economic, political and social responsibilities;</p> |

| Current Articles | Proposed Amendments to the Articles* |
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| <p>(3) Consider and discuss the major operational and management issues of the Company, and support the shareholders’ general meeting, the Board, the Supervisory Committee and the management in performing their duties in accordance with laws;</p> | <p>(3) Consider and discuss the major operational and management issues of the Company, and support the shareholders’ general meeting, the Board,the Supervisory Committee and the management in performing their duties in accordance with laws;</p> |
| <p>(4) Strengthen the leadership and gate keeping role in the selection and appointment of personnel of the Company and enhance the construction of the leadership team and talents team;</p> | <p>(4) Strengthen the leadership and gate keeping role in the selection and appointment of personnel of the Company and enhance the construction of the leadership team, <u>cadre team</u> and talents team <u>of the Company</u>;</p> |
| <p>(5) Assume the primary responsibility of the Company to govern the Party comprehensively with strict discipline, support the discipline inspection institutions to fulfil its supervisory responsibility and promote Party self-governance in every aspect and with rigor into the grassroots level;</p> | <p>(5) Assume the primary responsibility of the Company to govern the Party comprehensively with strict discipline <u>improve Party conduct and uphold integrity, lead and</u> support the <u>internal discipline inspection institutions—organizations</u> to fulfil its supervisory responsibility perform their supervisory and disciplining responsibilities <u>as well as exercise strict administrative discipline and political rules</u> and promote Party self-governance in every aspect and with rigor into the grassroots level;</p> |
| <p>(6) Strengthen the construction of working style of the Party in the Company, strictly implement the spirit of the eight-point frugality code issued by the Party Central Committee and resolutely combat formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy;</p> | <p>(6) Strengthen the construction of working style of the Party in the Company, strictly implement the spirit of the eight-point frugality code issued by the Party Central Committee and resolutely combat formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy;</p> |
| <p>(7) Strengthen the building of grassroots Party organization and Party member team, and unite and lead officials and employees to devote themselves into the reform and development of the Company;</p> | <p>(7) Strengthen the building of grassroots Party organization and Party member team, and unite and lead officials and employees to devote themselves into the reform and development of the Company;</p> |
| <p>(8) Lead the ideological and political work, the spirit and civilization construction and the united front work of the Company, as well as lead mass organizations such as the Labor Union and Communist Youth League of the Company.</p> | <p>(8)<u>(7)</u> Lead the ideological and political work, the spirit and civilization construction and the united front work of the Company, as well as lead mass organizations such as the Labor Union and, <u>the Communist Youth League and the women’s organization</u> of the Company.</p> |

| Current Articles | Proposed Amendments to the Articles* |
|--|---|
| <p>Nil</p> | <p>This article is newly added, and the serial numbers of all other articles are renumbered accordingly:</p> <p><u>Article 104</u></p> <p><u>Significant operating management matters shall be studied and discussed by the Party Committee before the Board of Directors makes a decision in accordance with its functions and powers and specified procedures.</u></p> |
| <p>Article 162</p> <p>By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee may take seats in the Board of Directors, the Supervisory Committee and the management through statutory procedures, while eligible members of the Board of Directors, the Supervisory Committee and the management who are also Party members may take seats in the Party Committee in accordance with related regulations and procedures.</p> <p>The positions of secretary of the Party Committee and the chairman of the Board of Directors shall be held by the same person in general. The general manager of the Party members shall serve as the deputy secretary. The Party Committee shall appoint a designated deputy secretary in charge of the Party building, who shall serve as a member of the Board of Directors, rather than a management member.</p> | <p>Article 162<u>105</u></p> <p>By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee may take seats in the Board of Directors, the Supervisory Committee and the management through statutory procedures, while eligible members of the Board of Directors, the Supervisory Committee and the management who are also Party members may take seats in the Party Committee in accordance with related regulations and procedures.</p> <p>The positions of secretary of the Party Committee and the chairman of the Board of Directors shall be held by the same person in general. The general manager of the Party members shall serve as the deputy secretary <u>of the Party Committee</u>. The Party Committee shall<u>may</u> appoint a designated deputy secretary in charge of the Party building, who shall serve as a member of the Board of Directors, rather than a management member.</p> |

| Current Articles | Proposed Amendments to the Articles* |
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| <p>Nil</p> | <p>This article is newly added, and the serial numbers of all other articles are renumbered accordingly:</p> <p>Article <u>106</u></p> <p><u>Strengthening work support. In accordance with the principles of facilitating and strengthening the work of the Party and lean and efficient operation, the Party Committee of the Company shall establish working organizations such as the office, organization department and propaganda department based on actual needs, and such organizations may operate under a joint office with the management departments of similar corporate functions. The Company shall provide necessary resources to carry out Party activities, ensure the premises and funding for the activities of the Party organization, and provide for the funding of the work of the Party organization under administrative expense in the annual budget on the basis of 1% of the total salaries of all staff in the previous year.</u></p> |
| <p>Chapter 16 MASS ORGANIZATION</p> <p>Article 163</p> <p>The employees of the Company shall organize a trade union in accordance with the “Trade Union Law of the People’s Republic of China” to carry out the activities of the trade union and protect the legitimate rights and interests of its staff. The Company shall provide conditions which are prerequisite for the activities of the trade union.</p> | <p>This Chapter and the articles are deleted.</p> |
| <p>Article 164</p> <p>The Company shall establish the Communist Youth League and other mass organizations in accordance with the relevant regulations of the People’s Republic of China and constitutions of other relevant mass organizations. Such mass organizations shall independently carry out activities under the leadership of the Party Committee in accordance with their respective constitutions.</p> | <p>This article is deleted and the serial numbers of all other articles are renumbered accordingly</p> |

| Current Articles | Proposed Amendments to the Articles* |
|---|--|
| Nil | <p>This article is newly added, and the serial numbers of all other articles are renumbered accordingly:</p> <p><u>Article 167</u></p> <p><u>The employees of the Company shall organize a trade union in accordance with the “Trade Union Law of the People’s Republic of China” to carry out the activities of the trade union and protect the legitimate rights and interests of its staff. The Company shall provide conditions which are prerequisite for the activities of the trade union.</u></p> |
| <p>Article 166</p> <p>The Company shall abide by the relevant national laws and administrative regulations on labor protection and production safety, implement relevant national policies, and safeguard the legitimate rights and interests of employees. The Company shall formulate the labor, personnel and wage systems in light of the needs of production and operation in accordance with the relevant national laws, administrative regulations and policies on labor and personnel.</p> | <p>Article 166<u>168</u></p> <p>The Company shall abide by the relevant national laws and administrative regulations on labor protection and production safety, implement relevant national policies, and safeguard the legitimate rights and interests of employees. The Company shall formulate the labor, personnel and wage systems in light of the needs of production and operation in accordance with the relevant national laws, administrative regulations and policies on labor and personnel. <u>The Company shall, based on its actual situation, establish selection and employment mechanisms that meet market-oriented requirements such as open recruitment of employees, election and competitive recruitment of management personnel, adjustment of underperforming staff and dismissal of the incompetent. In addition, the Company shall establish a market-competitive remuneration system for key core employees and actively and orderly carry out medium-and long-term incentive plans.</u></p> |

| Current Articles | Proposed Amendments to the Articles* |
|---|--|
| <p>Article 186</p> <p>The remuneration of an accounting firm and the determination thereof shall be decided upon by the general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.</p> | <p>Article 186<u>188</u></p> <p>The remuneration of an accounting firm and the determination thereof shall be decided upon by the general meeting. <u>If permitted by relevant laws and regulations and the relevant stock exchange or regulatory authorities of the place where the Company's shares are listed, the</u> The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.</p> |

* The serial numbering of some Articles of the Articles of Association shall be changed due to the addition, deletion or re-arrangement of certain Articles in the Articles of Association. As a result, the article number quoted in some Articles shall be correspondingly adjusted.

The Articles of Association and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

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

DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

| Current Articles | Proposed Amendments to the Articles* |
|---|---|
| <p>Article 3</p> <p>The Board of Directors of the Company shall comprise 11 directors, including 7 executive or non-executive directors and 4 independent non-executive directors, and shall have one chairman and one vice chairman. The number of independent non-executive directors shall represent one third or above of the Board of Directors, at least one independent non-executive director shall be an accounting professional (refers a person with a senior title or qualification as a certified public accountant). Independent non-executive directors shall perform their duties independently and free from any influence of the substantial shareholders or de facto controllers of the Company and any entity or individual who has interests in the Company, its substantial shareholders or de facto controllers. Independent non-executive directors shall perform their duties honestly and faithfully, safeguard the Company’s interest and in particular, prevent any damage to the legitimate rights and interests of public shareholders. Independent non-executive directors may report directly to the shareholders’ general meeting, the securities regulatory authorities of the State Council and other relevant departments.</p> | <p>Article 3</p> <p>The Board of Directors of the Company shall comprise 11<u>13</u> directors, including 7<u>8</u> executive or non-executive directors and 4<u>5</u> independent non-executive directors, and shall have one chairman and one vice chairman. The number of independent non-executive directors shall represent one third or above of the Board of Directors, at least one independent non-executive director shall be an accounting professional (refers a person with a senior title or qualification as a certified public accountant). Independent non-executive directors shall perform their duties independently and free from any influence of the substantial shareholders or de facto controllers of the Company and any entity or individual who has interests in the Company, its substantial shareholders or de facto controllers. Independent non-executive directors shall perform their duties honestly and faithfully, safeguard the Company’s interest and in particular, prevent any damage to the legitimate rights and interests of public shareholders. Independent non-executive directors may report directly to the shareholders’ general meeting, the securities regulatory authorities of the State Council and other relevant departments.</p> |

* The Rules of Procedure of Board Meetings and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

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

**DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
GENERAL MEETINGS**

| Current Articles | Proposed Amendments to the Articles* |
|---|---|
| <p>Article 17</p> <p>To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded.</p> | <p>Article 17</p> <p>To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded.</p> |
| <p>Article 21</p> <p>...</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 20 business days to 25 business days before the date of the annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders' meeting.</p> <p>...</p> | <p>Article 21</p> <p>...</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 <u>20</u> days before the date of the annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders' meeting.</p> <p>...</p> |

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

| Current Articles | Proposed Amendments to the Articles* |
|---|---|
| <p>Article 25</p> <p>All shareholders whose names are on the register of members on the record date or their proxies shall have the right to attend the general meeting and exercise their voting rights in accordance with the relevant laws and regulations and these rules of procedure.</p> <p>.....</p> | <p>Article 25</p> <p>All shareholders whose names are on the register of members on the record date or their proxies shall have the right to attend the general meeting and exercise their voting rights <u>corresponding rights to speak and vote</u> in accordance with the relevant laws and regulations and these rules of procedure.</p> <p>.....</p> |

* The Rules of Procedure of General Meetings and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

NOTICE OF THE 2023 FIRST 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 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the “EGM”) of the Company for the year 2023 will be held at Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu, Sichuan Province, the PRC at 10:00 a.m. on Thursday, 6 April 2023 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 17 March 2023.

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association.
2. To consider and approve the proposed amendments to the Rules of Procedure of the Board Meetings.
3. To consider and approve the proposed amendments to the Rules of Procedure of the General Meetings.

ORDINARY RESOLUTIONS

4. To consider and approve the proposed appointment of Mr. He Jing as executive Director of the fourth session of the Board.
5. To consider and approve the proposed appointment of Mr. Tao Xueqing as non-executive Director of the fourth session of the Board.

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

6. Conditional upon Resolutions No. 1 and 2 being passed, to consider and approve the proposed appointment of Mr. Kong Ce as non-executive Director of the fourth session of the Board.
7. Conditional upon Resolutions No. 1 and 2 being passed, to consider and approve the proposed appointment of Ms. He Yin as independent non-executive Director of the fourth session of the Board.

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

Chengdu, Sichuan Province, the PRC,
17 March 2023

As at the date of this 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, 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

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 17 March 2023.
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, 31 March 2023 to Thursday, 6 April 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 30 March 2023.
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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 10:00 a.m. on Wednesday, 5 April 2023). 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.

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

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 Wednesday, 29 March 2023.
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 resolution 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.
11. The name and address of the Company's H Shares registrar is as follows:

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road,
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