

SICHUAN ENERGY INVESTMENT DEVELOPMENT CO., LTD.

四川能投發展股份有限公司

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

(于中华人民共和国注册成立的股份有限公司)

(the “Company”)

(「本公司」)

Procedures for Shareholders to Propose a Person for Election as a Director at a General Meeting of the Company and to Remove a Director

股东提名人选在本公司股东大会上参选董事的程序
及股东罢免董事的程序

1. Procedures for Shareholders to Propose a Person for Election as a Director at General Meeting of the Company

股东提名人选在本公司股东大会上参选董事的程序

The following procedures are subject to the articles of association (the “**Articles**”) of the Company, the Company Law of the People’s Republic of China (the “**PRC**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other applicable laws and regulations.

以下程序须遵守本公司章程（「**章程**」）、中国公司法、香港联合交易所有限公司证券上市规则（「**上市规则**」）与其他适用法律及法规的规定。

Pursuant to the Articles, directors of the Company (the “**Directors**”) shall be elected by the shareholders of the Company (the “**Shareholders**”) at a general meeting of the Company by ordinary resolutions.

根据章程，本公司董事（「**董事**」）须在本公司股东大会上由本公司股东（「**股东**」）以[普通决议案]选举。

To propose any candidate for election as a Director at an annual general meeting of the Company (“**AGM**”), Shareholders holding not less than 3% of the issued share capital of the Company with voting rights at a general meeting of the Company should submit their proposals in writing to the board of Directors (the “**Board**”) no later than 10 days before the AGM. The Board shall inform other Shareholders of the proposals within two days after its receipt of such proposals and include the relevant matters in the agenda of the AGM.

为提名任何候选人在本公司股东大会（「**股东大会**」）上参选董事，持有本公司已发行股本 3% 以上并在本公司股东大会上享有投票权的股东应在不迟于股东大会举行日前至少十四日向董事会（「**董事会**」）递交书面建议。董事会须于接获有关建议后两日内知会其他股东有关建议一事，并将有关事宜纳入股东大会议程内。

To convene an extraordinary general meeting of the Company (“**EGM**”) and propose any candidate for election as Director at the EGM, one or more Shareholders in aggregate holding not less than 10% of the issued share capital of the Company with voting rights at a general meeting of the Company, may by written requisition to require an EGM to be convened by the Board. Provided that the contents of the requisitions are proper and in order, the Board shall hold an EGM within two months after the Board receives such requisition. If the Board does not issue a notice for the EGM within 30 days after receipt of the above written

requisition or is unable to or does not convene the EGM, the Shareholders who required the EGM may convene the EGM within four months after receipt of such written requisition by the Board following the similar procedures of general meetings convened by the Board. The reasonable expenses incurred for convening the EGM by such Shareholders shall be borne by the Company and deducted from the amount owed by the Company to the derelict director(s).

为召开本公司临时股东大会（「临时股东大会」）并提名任何候选人在临时股东大会上参选董事，单独或合计持有本公司已发行股本 10% 以上的一名或多名股东可以书面要求的方式要求董事会召开临时股东大会。倘要求内容适当并符合程序，则董事会须于其接获有关要求后两个月内举行临时股东大会。如果董事会在收到前述书面要求后三十日内没有发出召集会议的通告，提出该要求的股东可以在董事会收到该要求后四个月内自行召集会议，召集的程序应当尽可能与董事会召集股东会议的程序相同。股东因董事会未应前述要求举行会议而自行召集并举行会议的，其所发生的合理费用，应当由本公司承担，并从本公司欠付失职董事的款项中扣除。

In addition, to propose any candidate for election as Director at any general meeting, the minimum period, during which notice to the Company of the intention to propose such candidate for election as a Director and during which notice to the Company by such candidate of his willingness to be elected may be given, will be 7 days. The period for lodgment of such notices will commence no earlier than the day after the despatch by the Company of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

此外，为提名任何候选人在任何股东大会上参选董事，就拟提议选举该名候选人出任董事而向本公司发出通知的最短期限，以及就该名候选人表明愿意接受选举而向本公司发出通知的最短期限，将为 7 天。提交该等通知的期间，由本公司就该选举发送会议通知之后开始计算，而该期限不得迟于会议举行日期之前 7 天（或之前）结束。

In order to enable Shareholders to make an informed decision on their election as Directors, the written notice to propose a person for election as a Director shall state:

- (1) the full name of the proposed candidate;
- (2) his/her biographical details as required under Rule 13.51(2) of the Listing Rules;
- (3) personal information such as education background, working experience and concurrent post;
- (4) any affiliation with the Company, its controlling shareholder or its actual controller;
- (5) any share equity of the Company held by the proposed candidate;
- (6) any punishment announced by the China Securities Regulatory Commission, securities exchanges and other relevant government authorities, or any discipline enforced by stock exchanges ;
- (7) and a notice signed by the proposed candidate indicating his/her willingness to be elected and written consent to the publication of his/her personal information.

Provided that the contents of the proposals are appropriate and in order, the Company will put them on the agenda of the AGM or the EGM (as the case may be) for Shareholders' resolution. Each candidate for directorship shall be put forward in a single proposal, with the exception of the adoption of cumulative voting system.

为使股东可就选举董事作出知情决定，提名人选参选董事的书面通知必须注明：

- (1) 候选董事的全名；
- (2) 其简历（按上市规则第 13.51(2) 的规定）；
- (3) 教育背景、工作经历及兼职等个人信息；
- (4) 与本公司、其控股股东及实际控制人是否存在关联关系；
- (5) 是否持有本公司股份的数量；

(6) 是否受过中国证监会、证券交易所及其他有关政府部门的处罚和证券交易所惩戒；及

(7) 由候选董事签署表明其愿意参选的通知与刊发其个人资料的书面同意书。倘建议内容适当并符合程序，则本公司会将其纳入股东大会或临时股东大会（如适用）议程内供股东决议。除采取累积投票制选举董事外，每位董事候选人应当以单项提案提出。

Shareholders may send their proposals and requisitions by addressing them to Mr. Chen Yongzhong, the secretary of the Company by mail at 16 Baizi Road, Jiangyang District, Luzhou, Sichuan Province, the PRC or by email at [*]. The secretary will forward such proposal and requisitions to the Board and the Supervisory Committee, as appropriate.

股东可将彼等的建议及要求邮寄至中华人民共和国四川省成都市温江区人和路 789 号或电邮至 db@scntgf.com，并注明送至本公司的秘书李晖先生。公司秘书会将有关建议及要求转交予董事会及监事会（如适用）。

2. Procedures for Shareholders to Remove a Director **股东罢免董事的程序**

Shareholders may, subject to the Articles of the Company, remove any of the elected directors before the expiration of the term of his office by ordinary resolutions.

股东可根据章程的规定，在选任董事任期届满前以普通决议案罢免任何选任董事。

3. Language **语言**

If there is any inconsistency between the English and Chinese versions of these terms of reference, the Chinese version shall prevail.

本职权范围及程序的中、英文版如有歧异，应以中文版为准。

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