



China Power International Development Limited

中國電力國際發展有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 2380)

Terms of Reference of Sustainability Working Committee (Revised version effective from 12 April 2023)

Foreword

On 23 March 2023, the board of directors (the “**Board**”) of China Power International Development Limited (the “**Company**”) resolved to reassign the Sustainability Working Committee (the “**SWC**”), from being a sub-committee of the Risk Management Committee to a sub-committee of the newly established Strategic and Sustainable Development Committee (the “**SSDC**”) under the Board. The SWC shall report directly to the SSDC and shall assist it in providing leadership, direction and oversight with regards to policies formulation and practices implementation of sustainability-related matters of the Company and its subsidiaries (the “**Group**”).

Authority

The SWC is authorized by the Board:

- (a) to investigate any activity within its terms of reference;
- (b) to seek any information, record or report it requires from any employee of the Group and all employees are directed to cooperate with any requests made by the SWC; and
- (c) to engage, at the Company’s expense, external professional advisors, including corporate sustainability consultants and legal advisors or other independent professionals in providing advice and support and to invite the attendance of third parties with relevant experience and expertise if it considers this necessary.

The SWC shall be provided with sufficient resources to discharge its duties.

Responsibilities

The SWC is to assist the SSDC in carrying out its responsibilities that include:

- (a) to lead and maintain sustainable growth and manage the sustainability risks and opportunities of the Group. To review and identify sustainability elements affecting or relevant to the Group's businesses or operations and make recommendations to the Board through the SSDC for approval, including but not limited to:
 - (i) environmental;
 - (ii) social;
 - (iii) governance;
 - (iv) climate change;
 - (v) employee health and safety;
 - (vi) relationships with employees, suppliers, customers, communities, governments, investors and other stakeholders; and
 - (vii) ethical.
- (b) to assist formulating the Group's sustainable development strategies, objectives and standards and provide them to the Board through the SSDC for approval;
- (c) to monitor and review the Group's sustainable development policies and practices to ensure that they remain relevant and fit for purpose and compliant with relevant laws, rules, regulations and regulatory requirements and guidelines applicable to the Group;
- (d) to oversee the Group's implementation of policies, measures, duties and activities on sustainability matters to attain those goals and standards and to review and evaluate their effectiveness and provide the Board through the SSDC with confirmations and recommendations for improvement;
- (e) to ensure the adequacy of resources, staff qualifications and experience, training programs and budget for implementation of sustainable development function;
- (f) to report on the Group's sustainability performance for each financial year, prepare reports and make recommendations to the Board through the SSDC;
- (g) to oversee the preparation of the annual environmental, social and governance report of the Company; and
- (h) to undertake other duties as required by the SSDC and/or the Board.

Membership

The members of the SWC shall consist of (i) a supervisor; (ii) a deputy supervisor; (iii) a coordinator; and (iv) members of management or head of business and functional departments of the Company, and shall be appointed by the Board.

The supervisor and deputy supervisor of the SWC shall be executive directors of the Company and the coordinator shall be a vice president of the Company.

Reporting and Meetings

The SWC shall report to the SSDC at least twice a year, and at such additional times as the supervisor of the SWC (the “**SWC Supervisor**”) shall decide as necessary in order to fulfill its duties.

The SWC shall meet whenever necessary as determined by the SWC Supervisor. The meetings are presided over by the SWC Supervisor. If the SWC Supervisor is unable to attend, the deputy supervisor of the SWC shall preside over the meeting, or failing so, the SWC Supervisor shall appoint another member of the SWC to preside over the meeting.

The SWC may invite any other director, executive, or other person to attend any meeting(s) of the SWC as it may from time to time consider desirable to assist the SWC in the fulfilment of its duties.