
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 APPOINTMENT OF EXECUTIVE DIRECTOR AND (2) NOTICE OF THE 2024 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 No.778, Yiman Road, Baixi Street, Xuzhou District, Yibin City, Sichuan Province, the PRC at 10:00 a.m. on Tuesday, 19 March 2024 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 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 Monday, 18 March 2024) 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.

28 February 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

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

“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 2024 first extraordinary general meeting (or any adjournment thereof) of the Company to be convened at 10:00 a.m. on Tuesday, 19 March 2024 for purpose of considering and approving, if thought fit, the proposed appointment of Mr. Wang Yuanchun (汪元春), as an 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 Stock Exchange
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	26 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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. He Jing (Chairman)

Mr. Li Hui

Ms. Xie Peixi

Non-executive Directors:

Ms. Han Chunhong

Mr. Tao Xueqing

Ms. Liang Hong

Ms. Lv Yan

Mr. Kong Ce

Independent non-executive Directors:

Mr. Kin Kwong Kwok Gary

Ms. He Zhen

Mr. Wang Peng

Prof. Li Jian

Ms. He Yin

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

28 February 2024

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
(2) NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 February 2024 in relation to, among others, the proposed appointment of Mr. Wang Yuanchun (“**Mr. Wang**”) as an executive Director.

LETTER FROM THE BOARD

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

ORDINARY RESOLUTION

Proposed Appointment of Executive Director

Reference is made to the announcement of the Company dated 26 February 2024. An ordinary resolution will be proposed at the EGM to consider and approve the appointment of Mr. Wang as an executive Director of the Company to fill in the vacancy arising from the resignation of Mr. Li Hui as an executive Director.

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

Mr. Wang Yuanchun (汪元春), aged 48, is currently the general manager (appointed on 26 February 2024) and deputy secretary of the party committee of the Company. Mr. Wang is an engineer with a bachelor degree of administrative management from China Central Radio & TV University* (中央廣播電視大學). He also obtained an Occupational Qualification Certificate of First Level/Senior Technician issued by the Ministry of Human Resources and Social Securities of the PRC* (中國人力資源和社會保障部) in October 2014. Before joining the Group, Mr. Wang worked at Yibin County Gaosheng Hydropower Management Station* (宜賓縣高升水電管理站) from June 1991 to March 1999, and served as the head of station in Yibin County Kongtan Comprehensive Management Station* (宜賓縣孔灘綜合管理站), the leader and the squad leader of Gaosheng marketing group in Yibin Changyuan Electric Power Company Baihua Power Supply Station* (宜賓長源電力公司白花供電所), the deputy head and the chairman of the trade union in Sichuan Changyuan Electric Power Co., Ltd. Lichang Power Supply Station* (四川長源電力股份公司李場供電所), the deputy head in Sichuan Hydropower Investment & Management Group Yibin Changyuan Electric Power Company Baihua Power Supply Station* (四川省水電投資經營集團宜賓長源電力公司白花供電所) from March 1999 to August 2001, August 2001 to March 2004, March 2004 to February 2006 and February 2006 to June 2011, respectively, the deputy manager in Sichuan Hydropower Group Meigu Electric Power Co., Ltd.* (四川省水電集團美姑電力有限公司) and an executive director in Meigu Jinhe Development Co., Ltd.* (美姑金禾開發有限公司) from June 2010 to June 2012 and June 2012 to November 2013, respectively. Mr. Wang joined the Group in November 2013, and served as the deputy general manager, the secretary of the party committee and an executive director and the general manager in Sichuan Energy Investment Junlian Electric Power Co., Ltd* (四川能投筠連電力有限公司) from November 2013 to September 2014, September 2014 to September 2021 and September 2014 to June 2017, respectively. In addition, Mr. Wang also served as the secretary of the party committee and executive director of Sichuan Energy Investment Yibin Electric Power Engineering Construction Co., Ltd.* (四川能投宜賓電力工程建設有限公司) from September 2017 to January 2020, a deputy general manager of the Company from June 2016 to December 2023, and a member of the party committee of the Company from July 2016 to December 2023.

The proposed appointment of Mr. Wang as an executive Director will be subject to approval by the Shareholders at the EGM. A service contract is proposed to be entered into between Mr. Wang 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. Wang being approved by the Shareholders, Mr. Wang as an executive Director will mainly be responsible for the overall management of business and operation of the Group.

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. Wang 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 RMB26,666.67 per month in his capacity as the general manager of the Company.

To the knowledge of the Board, save as disclosed above, Mr. Wang (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 at the Latest Practicable Date, save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Wang 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 No.778, Yiman Road, Baixi Street, Xuzhou District, Yibin City, Sichuan Province, the PRC at 10:00 a.m. on Tuesday, 19 March 2024 to consider and, if thought fit, to pass the resolution in respect of the matter 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 Wednesday, 28 February 2024.

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 on or before Monday, 11 March 2024.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the resolution 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 resolution 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.*
He Jing
Chairman

* *For identification purpose only*

NOTICE OF THE 2024 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 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the “EGM”) of the Company for the year 2024 will be held at No.778, Yiman Road, Baixi Street, Xuzhou District, Yibin City, Sichuan Province, the PRC at 10:00 a.m. on Tuesday, 19 March 2024 to consider and, if thought fit, to pass, with or without modifications, the following resolution 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 28 February 2024.

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of Mr. Wang Yuanchun as executive Director of the fourth session of the Board.

By order of the Board

Sichuan Energy Investment Development Co., Ltd.*

He Jing

Chairman

Chengdu, Sichuan Province, the PRC

28 February 2024

As at the date of this notice, the executive Directors are Mr. He Jing, Mr. Li Hui and Ms. Xie Peixi; the non-executive Directors are Ms. Han Chunhong, Mr. Tao Xueqing, Ms. Liang Hong, Ms. Lv Yan and Mr. Kong Ce; and the independent non-executive Directors are Mr. Kin Kwong Kwok Gary, Ms. He Zhen, Mr. Wang Peng, Prof. Li Jian and Ms. He Yin.

* *For identification purposes only*

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Details of the above resolution are set out in the circular of the Company dated 28 February 2024.
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 Thursday, March 14 2024 to Tuesday, 19 March 2024 (both days inclusive), during which period no transfer of the Shares will be effected. In order to be qualified to attend and vote at the EGM, all transferees 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 no later than 4:30 p.m. on Wednesday, 13 March 2024.
3. 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 not less than 24 hours before the time for holding the EGM (i.e. before 10:00 a.m. on Monday, 18 March 2024). 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) before Monday, 11 March 2024.
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.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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