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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)

CONTINUING CONNECTED TRANSACTIONS

Entrusted Management Supplemental Agreement and Revision of Annual Caps

On 15 October 2026, the Company entered into the Entrusted Management Supplemental Agreement with CPI Holding and Chongqing Electric, pursuant to which, the parties agreed to (i) include Chongqing Electric as a contracting party to the Entrusted Management Framework Agreement; (ii) expand the scope of services and revise the management fee structure; and (iii) revise the existing Annual Caps as set out under the Framework Agreement.

Pursuant to the Entrusted Management Supplemental Agreement, the revised Annual Caps for the three financial years ending 31 December 2026, 2027 and 2028 shall be increased to RMB137,247,000, RMB488,531,000 and RMB504,269,000 (equivalent to approximately HK\$159,590,000, HK\$568,059,000 and HK\$586,359,000), respectively.

As at the date of this announcement, SPIC owns approximately 65.81% of the issued share capital of the Company. As SPIC is the ultimate controlling shareholder of the Company, SPIC, its subsidiaries and associates are connected persons of the Company within the meaning of the Listing Rules. CPI Holding and Chongqing Electric are both subsidiaries of SPIC and therefore connected persons of the Company. Accordingly, the transactions contemplated under the Entrusted Management Supplemental Agreement constitute continuing connected transactions of the Company.

As certain applicable percentage ratios in relation to the highest of the revised Annual Caps of the Entrusted Management Supplemental Agreement exceed 0.1% but are less than 5%, it is therefore subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the announcement of the Company dated 29 December 2025 in relation to the Entrusted Management Framework Agreement between the Company, as the Managing Party and the CPI Holding, as the Entrusting Party, for the provision of entrusted management services for a three-year term commencing from 1 January 2026 to 31 December 2028.

To enhance operational efficiency and promote greater regional synergies, Chongqing Electric, a wholly-owned subsidiary of SPIC with its operations in Chongqing, intends to entrust its daily management functions to SPIC Hydropower, a subsidiary of the Company with headquarters and substantial businesses located in Chongqing. In addition, CPI Holding intends to include certain coal-fired power project companies that are nearing commercial operation within the scope of the Framework Agreement.

In view of the proposed extension of the entrusted management arrangements to Chongqing Electric and the inclusion of new Entrusted Companies, the Company, CPI Holding and Chongqing Electric entered into the Entrusted Management Supplemental Agreement, pursuant to which the parties agreed to (i) include Chongqing Electric as an additional contracting party to the Entrusted Management Framework Agreement; (ii) expand the scope of services and revise the management fee structure; and (iii) revise the existing Annual Caps as set out under the Entrusted Management Framework Agreement.

ENTRUSTED MANAGEMENT SUPPLEMENTAL AGREEMENT

Date

15 October 2026

Parties

- (i) CPI Holding, representing its subsidiaries or associates (other than the Group), as the Entrusting Party I;
- (ii) Chongqing Electric, representing its subsidiaries or associates, as the Entrusting Party II; and
- (iii) the Company, representing its subsidiaries, as the Managing Party.

Effective period

From the date of signing the Supplemental Agreement to the end of the expiry date of the Entrusted Management Framework Agreement (i.e. 31 December 2028, both days inclusive).

Principal Terms

(1) Services to be provided

Under the Entrusted Management Supplemental Agreement, the management services will be provided by the Managing Party to the Entrusting Party according to the needs of each of the Entrusted Companies. The scope of management services has been expanded to include daily operation and maintenance of power plants. The contents of the management services may include all or any of the following, where applicable:

- (a) corporate planning and development, investment management and annual operating and budget planning;
- (b) electricity sales management, production safety management, fuel procurement management, engineering management, financial management, human resources management, information technology management, legal and compliance, risk and internal control management;
- (c) operation, safety and engineering, maintenance and technical support of power plant systems and ancillary equipment; and
- (d) such other services for the operation and management of the Entrusted Companies as agreed between the relevant Entrusting Party and the Managing Party from time to time.

The specific scope of the entrusted management services to be provided shall be agreed between the relevant Entrusting Party and the Managing Party under a separate individual contract after discussion and negotiation on an arm's length basis.

(2) Pricing principles and payment terms

As specified in the Entrusted Management Framework Agreement, the management fees payable by the Entrusting Party to the Managing Party comprise all three components, namely management costs, a risk premium and a performance bonus.

The Entrusted Management Supplemental Agreement amends the pricing principles of the management fees originally established under the Entrusted Management Framework Agreement by introducing greater flexibility for future arrangements. The fee structure for each new entrusted management arrangement will be determined based on the circumstances of the relevant Managing Party and the nature and scope of the management services provided. Under the updated framework, the management fees for a particular arrangement may consist of one or more of the components of management costs, a risk premium and a performance bonus. The precise fee structure, calculation method, payment terms and settlement arrangements will be customized and mutually agreed upon within each individual contract.

In all cases, the management service fees charged by the relevant Managing Party shall be comparable to those charged for comparable projects involving the provision of the same or similar services to independent third parties in the prevailing market.

Revised Annual Caps

The revised Annual Caps (exclusive of taxes) of the transactions contemplated under the Entrusted Management Supplemental Agreement for the three financial years ending 31 December 2026, 2027 and 2028 are set out below:

Year	Annual Caps (RMB'000)
2026	137,247
2027	488,531
2028	504,269

The revised Annual Caps have been determined with reference to the following factors:

- (a) the anticipated management costs, including but not limited to labour costs (such as wages, social security and welfare) and operating expenses (such as office rental and utilities) to be incurred by the relevant Managing Party;
- (b) the assets and Installed Capacity of Entrusted Companies, and the expected Installed Capacity of projects scheduled to commence commissioning during the term of the Entrusted Management Supplemental Agreement; and
- (c) the most recent market quotations, tenders or other publicly available market information (at least two comparable transactions) for similar services provided by independent third parties.

Save as disclosed above, all other terms of the Entrusted Management Framework Agreement shall remain unchanged.

INTERNAL CONTROL MEASURES AND PROCEDURES

To ensure that the individual agreements under the Entrusted Management Supplemental Agreement are entered into on normal commercial terms, adhere to the aforesaid pricing principles, and will not be prejudicial to the interests of the Company and its shareholders as a whole, the Group has adopted and will continue to implement the internal control measures set out in the Company's announcement dated 29 December 2025 in relation to the Entrusted Management Framework Agreement.

REASONS FOR AND BENEFITS OF ENTERING INTO THE ENTRUSTED MANAGEMENT SUPPLEMENTAL AGREEMENT

The Company believes that the Entrusted Management Supplemental Agreement will be beneficial to the Group in various aspects including the following:

- Chongqing Electric, a provincial-level subsidiary of SPIC, is engaged in hydropower, thermal power, wind power and solar power generation, with over fifty subsidiaries, associates and branch companies. The entrusted management arrangement will allow SPIC Hydropower to broaden its expertise across diverse energy sectors, enhance its management capabilities, and solidify its competitiveness in the Chongqing region.
- The entrusted management arrangement will also enable SPIC Hydropower to optimize regional resources utilization and greater operational coordination in Chongqing, while generating additional service income and profit.
- Integrating additional Entrusted Companies allows the Group to leverage its core expertise, optimize personnel and operational resources, and drive incremental service revenue and profitability.

The Board considered that, the terms of the Entrusted Management Supplemental Agreement and the internal control measures and procedures in place can ensure that the transactions contemplated under the Entrusted Management Supplemental Agreement are no less favourable to the Group than those to independent third parties.

The Directors (including the independent non-executive Directors) are of the view that, as far as the shareholders of the Company are concerned, the Entrusted Management Supplemental Agreement has been entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, fair and reasonable and in the interests of the Company and its shareholders as a whole.

None of the Directors has material interest in the transactions contemplated under the Entrusted Management Supplemental Agreement or is required to abstain from voting on the related Board resolution.

INFORMATION OF THE COMPANY AND THE GROUP

The Company is the core and flagship listed subsidiary of SPIC. The Group is principally engaged in generation and sales of electricity in Chinese Mainland, including investment, development, operation and management of hydropower, wind power, photovoltaic power and thermal power plants, and provision of energy storage, integrated intelligent energy solution services, environmental protection and pollution control business. Its businesses are located in various major power grid regions of China.

INFORMATION OF THE ENTRUSTING PARTIES

CPI Holding is the immediate holding company of the Company and a wholly-owned subsidiary of SPIC. It is an investment holding company. Its subsidiaries are principally engaged in power generation and/or related businesses.

Chongqing Electric is a wholly-owned subsidiary of SPIC and a fellow subsidiary of CPI Holding. It is an investment holding company. Its subsidiaries are principally engaged in hydropower, wind, solar power generation, and heat, natural gas and water supply businesses.

The Entrusted Companies are either wholly or partly owned subsidiaries of CPI Holding or Chongqing Electric, and are ultimately controlled by SPIC.

INFORMATION OF SPIC

SPIC, the ultimate controlling shareholder of the Company, is an investment holding company principally engaged in businesses that cover various sectors, including power, coal, aluminum, logistics, finance, environmental protection and high-tech industries in the PRC and abroad. SPIC, together with its subsidiaries, is an integrated energy group which simultaneously owns thermal power, hydropower, nuclear power and renewable energy resources in the PRC.

LISTING RULES IMPLICATIONS

As at the date of this announcement, SPIC owns approximately 65.81% of the issued share capital of the Company. As SPIC is the ultimate controlling shareholder of the Company, SPIC, its subsidiaries and associates are connected persons of the Company within the meaning of the Listing Rules. CPI Holding and Chongqing Electric are both subsidiaries of SPIC and therefore connected persons of the Company. Accordingly, the transactions contemplated under the Entrusted Management Supplemental Agreement constitute continuing connected transactions of the Company.

As certain applicable percentage ratios in relation to the highest of the revised Annual Caps of the Entrusted Management Supplemental Agreement exceed 0.1% but are less than 5%, it is therefore subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Annual Cap(s)”	the maximum amount of management service fees payable by the Entrusting Party to the Managing Party for each of the financial years as set out under the Entrusted Management Framework Agreement and as revised under the Entrusted Management Supplemental Agreement
“Board”	the board of Directors of the Company
“Chongqing Electric” or “Entrusting Party II”	SPIC Chongqing Electric Power Co., Ltd. (國家電投集團重慶電力有限公司), a company incorporated in the PRC with limited liability, a wholly-owned subsidiary of SPIC and a fellow subsidiary of CPI Holding
“Company”	China Power International Development Limited (中國電力國際發展有限公司), a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange
“CPI Holding” or “Entrusting Party I”	China Power International Holding Limited (中國電力國際有限公司), a company incorporated in Hong Kong with limited liability, the immediate holding company of the Company and a wholly-owned subsidiary of SPIC
“Director(s)”	director(s) of the Company
“Entrusted Companies”	the companies that are either wholly or partly owned or ultimately controlled by the Entrusting Parties, the management of which shall be entrusted to the Managing Party in accordance with the Entrusted Management Framework Agreement and the Entrusted Management Supplemental Agreement
“Entrusted Management Framework Agreement” or “Framework Agreement”	the agreement dated 29 December 2025 entered into between the Company and CPI Holding, pursuant to which the Company will provide planning, operating and managing services for the power assets of the Entrusted Companies for a term of three years (for details, please refer to the announcement of the Company dated 29 December 2025)
“Entrusted Management Supplemental Agreement” or “Supplemental Agreement”	a supplemental agreement to the Entrusted Management Framework Agreement entered into between the Company, CPI Holding and Chongqing Electric dated 15 October 2026

“Entrusting Party”	Entrusting Party I or Entrusting Party II (individually the “Entrusting Party” or collectively the “Entrusting Parties” as the case may be), or any of their respective subsidiaries or associates that engages a Managing Party to provide entrusted management services under the Entrusted Management Framework Agreement or the Entrusted Management Supplemental Agreement
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Installed Capacity”	the installed capacity of the power generating units under each of the Entrusted Companies
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Managing Party”	any party or entity designated by the relevant Entrusting Party to provide entrusted management services under the Entrusted Management Framework Agreement or the Entrusted Management Supplemental Agreement, including the Company and its subsidiaries that may be designated to provide such management services
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SPIC”	國家電力投資集團有限公司 (State Power Investment Corporation Limited*), the ultimate controlling shareholder of the Company, a wholly State-owned enterprise established by the approval of the State Council
“SPIC Hydropower”	SPIC Hydropower Co., Ltd. (國家電投集團水電股份有限公司), a company incorporated in the PRC with limited liability whose shares are listed on the Shanghai Stock Exchange (A-shares stock code: 600292.SH) and a non wholly-owned subsidiary of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

* *English or Chinese translation, as the case may be, is for identification purposes only*

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By Order of the Board

China Power International Development Limited

GUI Xude

Chairman

Hong Kong, 15 October 2026

As at the date of this announcement, the directors of the Company are: executive directors GUI Xude and ZHAO Yonggang, non-executive directors HU Jiandong, ZHOU Jie, HUANG Qinghua and CHEN Pengjun, and independent non-executive directors LI Fang, YAU Ka Chi and HUI Hon Chung, Stanley.