

SDIC Power Holdings CO., LTD.

(GDR under the symbol: "SDIC")

NOTICE OF THE 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting of SDIC Power Holdings CO., LTD. will be held at Room 207, No.147 Xizhimen Nanxiao Street, Xicheng District, Beijing, the PRC, on Tuesday, 29 June 2021 at 14:00 p.m., for the purpose of considering, and if thought fit, passing the following resolution.

ORDINARY RESOLUTION

1. To consider and approve the 2020 Work Report of the Board of Directors
2. To consider and approve the 2020 Work Report of the Board of Supervisors
3. To consider and approve the Report on Final Accounts of the Company for 2020
4. To consider and approve the Business Plan for 2021
5. To consider and approve the Profit Distribution Plan of the Company for 2020
6. To consider and approve the Proposal on the Estimated Ordinary Transactions with Related Parties of the Company for 2021

SPECIAL RESOLUTION

7. To consider and approve the Proposal on the Change in Registered Capital of the Company and Amendment to the Articles of Association of the Company upon Listing on the London Stock Exchange

The Board of Directors of SDIC Power Holdings CO., LTD.

May 26, 2021

The resolutions hereunder contain the English translation of the Chinese version of " Meeting materials for the 2020 Annual General Meeting" as published on the website of the Shanghai Stock Exchange, and is provided for your reference only. In case of discrepancy between the Chinese version and the English version, the Chinese version shall prevail.

ORDINARY RESOLUTION

1. Resolution 1 - 2020 Work Report of the Board of Directors

Dear shareholders and shareholder representatives:

In 2020, the Board of Directors of the Company actively studied and judged the macroeconomic environment and the policy changes of supply-side reform in the power industry, and conscientiously fulfilled the powers and functions granted by the *Company Law* (《公司法》) and the "Articles of Association" (《公司章程》) in accordance with the deployment requirements of the State Council and China Securities Regulatory Commission (CSRC) to improve the quality of listed companies. In the last year of the 13th Five-Year Plan, the Board of Directors implemented the new development concept. With the structural adjustment and optimization, vigorous layout of new energy and exploration of new industries as the entry points, and with the focuses on enhancing value creation, ensuring safety production, complying with business management, and strengthening supervision, prevention and control, the Company achieved steady growth in business performance, breakthroughs in business development and improvements in management efficiency, and effectively safeguarded the legitimate rights and interests of all shareholders. The work of the Board of Directors in 2020 and the work plan in 2021 are reported as follows:

Part I Work of the Board of Directors in 2020

I. Operating Results of the Company in 2020

By the end of 2020, the Company held an installed capacity of 31.8268 GW; total assets amounted to RMB 228,909 million with an increase of 4,188 million compared with the beginning of the period; and the asset-liability ratio was 63.92%, a decrease of 2.97 percentage points compared with the end of the previous year.

There were no major or above accidents throughout 2020. The total installed capacity of new (acquisition and greenfield construction) units for the year was 1,038.5 MW, and the total completed power generation was 148,510 million kWh with a year-on-year decrease of 8.51%; the average on-grid tariff was RMB 0.301/kWh with a year-on-year increase of 0.67%. The annual operating revenue was RMB 39,320 million, down 7.34% year-on-year; net profit attributable to shareholders of the company was RMB 5,516 million with a year-

on-year increase of 15.99%; basic earnings per share was RMB 0.7770, up 15.88% year-on-year.

Throughout the year, the production, operation and safety situation are generally stable. The Company has successfully completed the task of ensuring electricity supply during special periods such the epidemic, typhoon and freezing weathers, and has maintained a good corporate image.

II. Convening of the Board of Directors

In 2020, the Company held a total of 15 board meetings and reviewed 43 proposals. All directors of the Company attended all the board meetings during the year and no absence occurred. The deliberations are as follows:

1. Personnel Changes

In March 2020, the 11th Board of Directors decided to appoint Jiang Hua as the General Manager, Yu Haimiao, Zhang Kaihong and Zhou Changxin as the Deputy General Managers and Yang Lin as the Secretary of the Board of Directors after public recruitment and announcement. In accordance with the “*Articles of Association*” (《公司章程》), the “*Rules of Procedure of the Nomination Committee of the Board of Directors*” (《董事会提名委员会议事规则》) and the nomination of the General Manager, the Board of Directors agreed to appoint the Deputy General Manager, Zhou Changxin, as the Chief Financial Officer.

In October 2020, Mr. Jiang Hua resigned from the position of Director and General Manager of the Company due to work adjustment. The Company has formulated the “*Work Plan for Competitive Recruitment of General Manager*” (《总经理竞聘上岗工作方案》) and selected the proposed candidates through competitive recruitment, and the Board of Directors has agreed to appoint Zhang Wenping as the General Manager.

2. System Revision

According to the “*Guidelines for the Articles of Association of Listed Companies*” (《上市公司章程指引》), “*Code of Corporate Governance for Listed Companies in China*” (《上市公司治理准则》), “*Model Rules for the Proceedings of the Board of Directors of Listed Companies on Shanghai Stock Exchange*” (《关于发布<上海证券交易所上市公司董事会议事示范规则>》) and other laws and regulations, the Board of Directors presided over the revision of the “*Rules of Procedure of the Board of Directors of the Company*” (《公司董事会议事规则》), “*Rules of Procedure of the Board of Directors (Draft)*” (《董事会议事规则（草案）》), “*Working Rules of the Strategy Committee*” (《战略委员会工作细则》) and “*Rules of Procedure of the General Manager's Office Meeting*” (《总经理办公会议事规则》), a total of four systems, to make it clear that the

Strategy Committee can put forward its opinions and suggestions on the construction of rule of law to the Board of Directors. The provisions that are not in line with the actual situation of the Company are deleted and revised to provide a system for the listed Company to follow in law-based governance and compliant operation.

In order to enhance the efficiency of the Company's decision-making, the Board of Directors presided over the amendment of the provisions on notice of Shareholders Meeting in the “*Articles of Association (Draft)*” (《公司章程（草案）》) and the “*Rules of Procedure of Shareholders Meeting (Draft)*” (《股东大会议事规则（草案）》) in accordance with the “*Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings and Other Matters Applicable to Overseas Listed Companies*” (《国务院关于调整适用在境外上市公司召开股东大会通知期限等事项规定的批复》).

3. Equity Financing

Combined with the application and issuance of GDR project, the Board of Directors reviewed the “*Proposal on Extending the Validity Period of Company's Resolution on Issuing GDR and Listing on London Stock Exchange*” (《关于延长公司发行 GDR 并在伦敦证券交易所上市决议有效期的议案》), “*Proposal on Extending the Validity Period of Shareholders Meeting to Authorize the Board of Directors and its Authorized Persons to Deal with Matters Related to Issuing GDR and Listing on London Stock Exchange*” (《关于延长股东大会授权董事会及其授权人士全权处理与本次发行 GDR 并在伦敦证券交易所上市有关事宜有效期的议案》), and “*Proposal on Determining Matters Related to Authorized Persons of the Board of Directors*” (《关于确定董事会授权人士有关事宜的议案》), etc. to ensure the successful completion of GDR issuance.

4. Guarantee Matters

In November 2019, the Company agreed that Red Rock Power Limited would acquire 50% of Cloud Snurran AB Project Company (hereinafter referred to as CSAB) and completed the delivery in December 2020. The Board of Directors has agreed that Red Rock Power Limited, a wholly-owned subsidiary, will provide a Performance Guarantee of up to EUR 2 million for CSAB's power sales agreement with Centrica Energy Trading A/S (hereinafter referred to as Centrica) to ensure CSAB's ongoing power sales obligations to Centrica.

5. Related Transactions

It is agreed that Newsky Energy (Thailand) Co., Ltd. will borrow no more than US\$ 40 million from Rongshi International Treasury Management Co., Ltd. for the capital loan of new waste-to-energy project companies (Nongkhaem Project and Onnut Project).

6. Periodical Reports

The Board of Directors deliberated and approved 2019 Annual report, 2020 First-quarter, Semi-annual and Third-quarter reports of the Company to ensure true, accurate and complete communication of the Company's financial condition and operating results to the market.

7. Profit Distribution

The profit distribution for the year 2019 was based on the total share capital of 6,786,023,347, and a dividend of RMB 0.2453, or 35% per share was distributed to all shareholders, a dividend ratio that shareholders found satisfactory.

The Board of Directors deliberated the “*Shareholder Return Plan for the Next Three Years (2020-2022)*” (《未来三年股东回报规划 (2020-2022 年)》) and agreed that the profit distributed by the Company in cash each year should be no less than 10% of the distributive profit realized in that year, and the cumulative profit distributed in cash in the last three consecutive years should, in principle, be no less than 30% of the average annual distributive profit realized in those three years. When the Company is at a growth stage of development and has major capital expenditure arrangements, the cash dividends shall account for at least 20% of the total profit distribution at such time.

8. Performance Appraisal and Performance Contract Signing

The Board of Director successfully completed the performance appraisal of professional managers in 2019, and approved and issued the salary for the year 2019 and the advance salary for the year 2020.

The Board also signed tenure performance contract, annual performance contract and individual performance contract with the new managers of the Company, which served as the basis for the performance appraisal in 2020 and the performance appraisal of professional managers of the 11th Board of Directors.

9. Re-appoint BDO China-SHU LUN PAN Certified Public Accountants LLP as the Company's domestic audit authority in 2020.

3. Main Work during the Reporting Period

(1) Diligently performing duties in strict compliance with the rules

In 2020, the Board of Directors has proposed 4 Shareholder Meetings, including 1 annual Shareholders Meeting and 3 interim Shareholders Meetings, all of which combined on-site with online voting. The proposals of the previous Shareholders Meetings were widely accepted by shareholders, and successfully passed the voting.

In 2020, a total of 16 professional committee meetings of the Board of Directors were held, including 4 Strategy Committee Meetings, 4 Nomination Committee Meetings, 3 Remuneration and Appraisal Committee Meetings and 5 Audit Committee Meetings. The Strategy Committee strengthened research and discussion on the implementation of the 13th Five-Year Plan, the preparation of the 14th Five-Year Plan, and the development direction of emerging business, offering advice and suggestions for the decision-making of the Board of Directors; the Audit Committee maintained close communication with internal and external audit institutions, proposing guidance and requirements for audit and internal control management while focusing on the fairness, necessity, and pricing fairness of related transactions; the Remuneration and Appraisal Committee carefully reviewed the remuneration and performance evaluation results; the Nomination Committee strictly followed the nomination procedures, and successfully elected and hired the new Professional Managers team appointed by the new Board of Directors.

In 2020, the three Independent Directors have given full play to their professional advantages in the power industry, legal compliance, as well as accounting and auditing to conduct prior deliberations and express independent opinions on 12 proposals regarding related transactions, external guarantees, director nomination, appointment and dismissal, and major financing. They actively learned about the Company, put forward suggestions, contributed their wisdom, and when necessary, communicated with the Company management team to protect the rights and interests of shareholders.

(2) Optimizing Governance and Delivering Company Value

The Company faithfully fulfills the information disclosure obligations of listed companies and protects investors' right to know. The Company released 4 periodical reports and 52 temporary announcements throughout the year; during and after the Company's GDR listing, it disclosed important company- operation-related data to global investors through the London Stock Exchange and the "GDR-Related" section of the Company's website. Periodical reports in both Chinese and English provide investors with timely, accurate and complete information on the Company's business management, standardized operations, and major decision-making issues. The Company's information disclosure has been evaluated by the Shanghai Stock Exchange as "A-level" for four consecutive years, creating a positive market image of being responsible to investors.

The Board of Directors fully supports the Company's interaction with investors through multiple channels and attaches great importance to investor relationship management. In accordance with the investor relations management principles of "Compliance, Initiative, Equality, and Honesty", the Company established the *"Investor Relations Management System of SDIC Power Holdings CO., LTD."* (《国投电力控股股份有限公司投资者关系管理制度》), inviting directors, supervisors, and senior executives to attend the Shareholders Meeting and answer investors' questions on-site. A variety of online and offline communication channels, such as investor relations hotline, SSE E-interaction, performance release conference, online performance briefing, online investor reception

day, brokerage strategy exchange meeting and other online/offline communication channels were built, which enabled the Company to proactively convey its value to the capital market, discuss industry hot spots, get opinions and suggestions from the capital market about innovative development of the Company and the planning of the 14th Five-Year Plan.

(3) Improving Risk Management and Control and Promoting Law-based Company Governance

In order to promote the in-depth integration of company operations and compliance management, the Company compiled and issued the *"Manual of Operational Compliance Management for Persons in Charge of SDIC Power Enterprises"* (《国投电力企业负责人经营合规管理手册》) during the year, and refined the operational compliance requirements for subsidiaries into 13 categories with a total of more than 400 essential elements and bottom-line requirements to standardize the performance of duties by the heads of subsidiaries; the *"Outline for the Construction of the Rule of Law"* (《法治建设纲要》) and the 63 items in the *"List of Duties for the Main Responsible Persons as the Primary Responsible Person for Promoting the Construction of the Rule of Law"* (《主要负责人履行推进法治建设第一责任人职责清单》) are strictly implemented, and the Company's construction of the rule of law during the 13th Five-Year period was successfully completed, with improved rule of law in all subsidiaries of the Company.

According to the *"Basic Standards for Enterprise Internal Control"* (《企业内部控制基本规范》) jointly formulated by the Ministry of Finance, the China Securities Regulatory Commission and other regulatory agencies, the Company revised the *"Internal Control Appraisal Manual"* (《内部控制评价手册》) and the internal control management system in 2020, and carried out internal control appraisal and investment project post-evaluation. According to the criteria of internal control appraisal standards, the Company's internal control has been effectively implemented and internal control goals have been achieved.

(4) Scientifically Making Plans and Decisions to Promote High-quality Development

Focusing on the general idea of “Stepping up clean energy development, proactively exploring the deployment of emerging power industries, continuously optimizing the structure of coal-fired power assets, and seizing opportunities for high-quality project development”, the Company is committed to and makes continuous efforts on the development of clean energy, the “energy storage + smart energy” emerging industry system building, the transformation and upgrading of coal-fired power, as well as capital market operations, and has achieved good operating results. Construction of Yazhong DC Transmission Project started smoothly, the Lianghekou Hydropower began to impound, merger and acquisition of 8 new energy projects in Jiangsu, Hebei, Jiangxi, Liaoning and other regions were successfully completed; 5 projects including Pubei Phase II were successfully put into operation, while Qinzhou Phase III was approved. The Company's

market share of the electricity sales business continued to expand, further clarifying the comprehensive energy development direction.

On the international front, the Company adhered to a multi-point layout strategy with a special focus on the “Belt and Road” Initiative. The company successfully acquired Sweden's Overturingen onshore wind farm and further expanded the scale of the Inch Cape Project. Substantial progress has been made in offshore and onshore wind power business, and the Company has further expanded the scale of overseas projects and continued to optimize the layout. Meanwhile, the Company further explored the capital market, successfully completed GDR issuance on the London Stock Exchange and raised capital for overseas development and construction through multiple channels.

Part II 2021 Work Plan of the Board of Directors

2021 marks the opening of the 14th Five-Year Plan. Building on the new development stage, the Company’s Board of Directors will implement the new development concept and integrate into the new development paradigm, earnestly implement the new energy security strategy of "Four Revolutions and One Cooperation", coordinate energy security and green development, deepen the supply-side structural reform, and implement the three-year action plan for the reform of state-owned enterprises. The main plan is detailed as follows:

1. Leading the Direction and Implementing Strategic Plans More Vigorously

Thinking deep will bring long term benefits, and actions should be guided by deliberations. The Company's 14th Five-Year Plan not only pointed out the Company's development direction of active adaptation to domestic and overseas energy development changes, but also addressed the needs for a clean, low-carbon, safe and efficient energy system. The Company adheres to the idea of “Boosting clean energy development, actively deploying the emerging power industry, continuously optimizing the coal-fired power asset structure, and steadily promoting the development of international business”, and constantly adjust, evaluate, and improve the Company’s 14th Five-Year Plan to convert the implementation goals of the 14th Five-Year Plan into company development effectiveness and shareholder returns.

At the same time, facing the new development paradigm at home and abroad, the Company will continue to fully leverage the Strategy Committee of the Board of Directors, create opportunities to strengthen learning so as to enable the Company to precisely identify, scientifically address and readily welcome changes. In the process of introducing new industries, new business forms and new fields, we will gain insights and grasp the general trend to make strategic plans for the Company's transformation and upgrading.

2. Steadily Promoting Innovative Development and Firmly Pushing Forward Transformation and Upgrading

As a listed comprehensive energy company, the Company unswervingly promotes green energy transformation, vigorously promotes innovation and development, and promotes green economy recovery and prosperity.

The Company will step up new energy mergers and acquisitions, promote the construction of a large-scale wind-solar-hydro power generation base for the Yalong River, improve the operating efficiency, asset quality, and environmental protection level of coal-fired power units and actively and steadily deploy overseas business, focusing on the main business to continuously improve our expertise in the field while effectively making contributions to realize "carbon neutrality" and "carbon emission peak" goals. At the same time, we will continue to free our minds, explore development opportunities in emerging industries such as energy storage, hydrogen energy, and integrated smart energy, conduct in-depth research on various reforms, new policies and new methods, and use flexible and efficient management mechanisms to seize opportunities. We should also optimize the business layout, give full play to the institutional advantages of capital investment company, increase flexibility in business operation regarding both input and output.

3. Guaranteeing Production Safety by Taking More Measures to Strengthen Risk Management

With the continuous expansion of the Company's business, we face growing risks in multiple aspects such as production safety, business operation and internal control, as well as country risks, and regulatory risks for listing in two places.

Safety is the prerequisite for development, and development is the guarantee of safety. We need to ensure all safety production obligations are duly fulfilled to eliminate major safety production accidents occurrence. The Company should adhere to rule-of-law based governance and compliant operation, solidly promote the corporate compliance system construction of all subsidiaries of the Company by focusing on the four elements of compliance organization, compliance system, compliance operation, and compliance guarantee, and create a good start in rule of law construction in the 14th Five-Year Plan.

Attention should be continuously paid to the new changes in Chinese and British regulatory laws and regulations while strengthening the training of directors, supervisors and senior executives to constantly improve quality as a listed company and protect the rights and interests of investors. We will establish a more detailed and comprehensive risk control system and internal control system, prudently make overseas investment decisions, improve risk sensitivity and early warning responding capabilities, and stick to the bottom line of "no major risks".

4. Focusing on the Effectiveness of "Promoting Vitality" and Improve Management Effectiveness with Increased Resolution

We need to break through institutional barriers and create an environment where vitality and concerted efforts promote development. Strict contractual management and tenure management of the managers should be carried out, and the Board of Directors should assess performance through a variety of methods and improves the incentive mechanism for responsibility. Attention should be paid to the growth, training and introduction of talents, as well as promoting and accelerating the cultivation of versatile talents, leading talents and skilled talents. Implementation of the Shareholders Meeting and the Board of Directors' resolutions shall be guaranteed by the relevant rules of corporate governance. Communication with overseas investors should be strengthened to increase brand influence overseas, and guide the Company's development with modern corporate system.

5. Courageously Taking Responsibilities and Initiatives to Promote Sustainable Development with Strengthened Belief

We will adhere to the concept of shared development and earnestly fulfill social responsibilities, actively respond to national climate change policies and goals to protect the environment and biodiversity, actively promote energy conservation, pollutant emission reduction and comprehensive utilization of resources to form a long-term mechanism for resource conservation and ecological environmental protection, as well as undertake and fulfill environmental and social duties to promote national ecological civilization, and create a better living environment for all.

While developing, the Company also strive to reward stakeholders and create a better life together. This will be achieved through our continuous efforts in promoting poverty alleviation and public welfare, and in expanding and consolidating poverty alleviation outcome and creating jobs in multiple aspects such as industry, education, infrastructure, and special group care. We care for the rights and interests of employees, encourage employees' participation in community charity and community construction and improve employees' sense of gain.

In 2020, the work of the Company's Board of Directors had proceeded smoothly under the support of shareholders. 2021 is the first year of the 14th Five-Year Plan. With improved senses of urgency, responsibility, and mission, the Board of Directors will further enhance its competitiveness, innovation, influence, and anti-risk capabilities, to make the Company a globally-competitive comprehensive energy group of optimized business structure, excellent management level, and excellent investment performance.

The above report is hereby submitted for your deliberation.

2. Resolution 2 - 2020 Work Report of the Board of Supervisors

Dear Shareholders and shareholder representatives,

In 2020, the Board of Supervisors of SDIC Power Holding Co., Ltd. (hereinafter referred to as “the Company”) satisfactorily fulfilled all its work with the powers conferred by the *Company Law* (《公司法》) and the *Articles of Association of SDIC Power* (《公司章程》), and safeguarded the legitimate rights and interests of the Company and all its shareholders. In the reporting period, members of the Board of Supervisors have attended all previous meetings of the Board of Supervisors in person or by means of correspondence, performed their duties with due diligence, and effectively supervised the Company on law-based enterprise management, affiliate transaction, standardized financial operations, etc.

I. Meetings of the Board of Supervisors Held in 2020

In the reporting period, the Board of Supervisors held six meetings as follows:

1. On February 28, the 11th Board of Supervisors held the 4th Meeting, at which the *Proposal on Affiliate Transaction of Borrowing from Rongshi Treasury* (《关于向融实财资借款的关联交易的议案》) was deliberated and approved.

2. On April 17, the 11th Board of Supervisors held the 5th Meeting, at which eight proposals were deliberated and approved, namely, *2019 Annual Work Report of the Board of Supervisors* (《2019 年度监事会工作报告》), *2019 Annual Report* (《2019 年年度报告》), *Proposal on 2019 Financial Statements* (《关于 2019 年度财务决算的议案》), *Proposal on 2019 Profit Distribution Plan* (《关于 2019 年度利润分配预案的议案》), *Shareholders Return Plan for the Next Three Years (2020-2022)* (《未来三年股东回报规划 (2020-2022 年)》), *Proposal on deliberating 2019 Internal Control Appraisal Report* (《关于审议 2019 年内部控制评价报告的议案》) and *Proposal on the estimated ordinary transactions with related parties of the company for 2020* (《关于 2020 年

3. On April 29, the 11th Board of Supervisors held the 6th Meeting, at which the *Firstquarterly Report of SDIC Power in 2020* (《国投电力 2020 年第一季度报告》) was deliberated and approved.

4. On July 24, the 11th Board of Supervisors held the 7th Meeting, at which three proposals were deliberated and approved, namely, *Proposal on Amending the Rules of Procedure of the Board of Supervisors of SDIC Power*. (《关于修订<国投电力控股股份有限公司监事会议事规则>的议案》), *Proposal on Extending the Validity Period of SDIC Power Resolutions on Issuing GDR and Listing on London Stock Exchange* (《关于延长公司发行 GDR 并在伦敦证券交易所上市决议有效期的议案》), and *Proposal on Amending the Rules of Procedure of the Board of Supervisors of SDIC Power. (Draft)* (《关于修订<国投电力控股股份有限公司监事会议事规则 (草案)>的议案》).

5. On August 21, the 11th Board of Supervisors held the 8th Meeting, at which the *Semi-annual Report of SDIC Power in 2020* (《国投电力 2020 年半年度报告》) was deliberated and approved.

6. On October 30, the 11th Board of Supervisors held the 9th Meeting, at which the *Third quarterly Report of SDIC Power in 2020* (《国投电力 2020 年第三季度报告》) was deliberated and approved.

II. Independent Opinions of the Board of Supervisors in 2020

(I) Independent opinions on the conditions of law-based enterprise management

In 2020, each supervisor inspected and supervised the Company's production and operation, financial status, decision-making on important matters and other matters related to the interests of minority shareholders in a rigorous and prudent working attitude. The Board of Supervisors attended all previous meetings of the Board of Directors, reviewed all the proposals of the Board of Directors, participated in the communication meetings for independent directors of the Company, and listened to the reports of the Company's management on daily operations, annual performance and development achievements. The Board of Supervisors believes that the decision-making procedures of the Board of Directors of the Company are legal, and finds no director or managerial force performs any acts that may harm the interests of shareholders of the Company while performing their duties, nor any other behavior that violates laws and regulations.

(II) Independent opinions on the financial situation of the Company

In 2020, the Board of Supervisors kept abreast of the Company's operation and financial situation, and reviewed documents submitted by the Board of Directors, including quarterly, semi-annual and annual financial reports. It also attended the communication meeting between the Audit Committee of the Board of Directors and the accountant of the annual audit, and listened to the report of the latter on the audit plan and audit summary. The Board of Supervisors believes that these financial reports objectively and truly reflect the financial status and operating results of the Company, and are free of false records, misleading statements or major omissions; BDO China-SHU LUN PAN Certified Public Accountants LLP and BDO Limited, Certified Public Accountants, Hong Kong have issued standard unqualified audit reports on the Company's annual financial report, which are objective and fair.

(III) Independent opinions on conditions of affiliate transactions of the Company

In the reporting period, the Board of Supervisors continuously supervised the affiliate transaction of the Company, and deliberated all proposals on current affiliate transactions and contingent affiliate transactions in 2020. The Board of Supervisors believes that the deliberation procedure of affiliate transactions is legal and effective, the pricing principle of affiliate transactions is fair, and the affiliate transactions meet the needs of the Company's business development and free of any conditions that may harm to the interests of the Company and shareholders, especially minority shareholders.

(IV) Independent opinions on the Company's fund embezzlement and guarantee

Upon verification, no controlling shareholder or other affiliates embezzled the Company's funds in the reporting period. The Company's external guarantee meets the needs of the Company in M&A or daily operations; the guarantee matters meet the requirements of national laws and regulations, the *Articles of Association of SDIC Power* and the *Guarantee Management System of SDIC Power* (《公司担保管理制度》), and all the guarantees provided for the guaranteed object with an asset-liability ratio exceeding 70% have been deliberated at the shareholders' meeting. The Board of Supervisors believes that the financial risks of the Company incurred by external guarantees are controllable, does not constitute a significant impact on the normal operation of the Company and does not harm the interests of the Company and shareholders.

(V) Review and comments on the internal control self-appraisal report

In the reporting period, the Board of Supervisors listened to the report on the implementation and inspection of internal control of the Company, reviewed the annual internal control self-appraisal report, learned about the construction of the internal control system, the revision of standard internal control business process and the revision of internal control manual, and played the role of supervision and guidance to the full. The Board of Supervisors believes that the internal control self-appraisal report of the Company can truly and objectively reflect the overall situation of the Company in the aspects of internal control; the existing internal control system of the Company has made clear system regulations on major businesses, processes and significant issues, and has played a good role in risk prevention and control in the operation and management.

III. Outlook

In 2021, the Board of Supervisors will continue to play its supervisory function timely and efficiently with due diligence, and keep close communications with the management, so as to ensure that the Board of Directors and the management of the Company work in strict accordance with the relevant provisions of the *Company Law* and the *Articles of Association of SDIC Power*, implement the resolutions of the Shareholders Meeting, and safeguard the legitimate rights and interests of all shareholders.

The above report is hereby submitted for your deliberation.

3. Resolution 3 - Report on Final Accounts of the Company for 2020

Dear shareholders and shareholder representatives,

In 2020, SDIC Power Holding Co., Ltd. (hereinafter referred to as the Company) achieved a profit before tax from continuing operations of 11,165.9 million Yuan and a profit of this year-attributable to owner of the company of 5513.8 million Yuan, which have been audited by BDO Limited, Certified Public Accountants, Hong Kong. As of December 31, 2020, the

Company's total assets in the consolidated statement amounted to 229,020.9 million Yuan, total equity attributable to shareholders of the company amounted to 47,222.7 million Yuan, and the asset-liability ratio was 63.94%.

I. Main Financial Indexes in 2020

Currency: RMB Unit: Million

	2020	2019	YoY increase or decrease (%)
Total revenue	39,320.4	37,752.0	4.15
Operating profit	14,556.4	14,083.3	3.36
Profit before tax from continuing operations	11,165.9	10,197.1	9.50
Profit for the year	9,774.4	8,692.9	12.44
Profit of this year-attributable to owner of the company	5,513.8	4,726.5	16.66
Net cash (used in)/generated from operating activities	20,647.3	20,235.5	2.04
Total assets	229,020.9	224,839.7	1.86
Total liabilities	146,439.5	150,447.7	-2.66
Total equity attributable to shareholders of the Company	47,222.7	40,380.2	16.95
Total equities	82,581.4	74,392.0	11.01
Operating profit margin(%)	37.0	37.3	Decreasing by -0.80 percentage points
Net profit margin(%)	24.9	23.0	Increasing by 8.26 percentage points
Earnings per share (RMB)	0.78	0.67	16.59

Earnings per share from continuing operations (RMB)	0.70	0.64	9.64
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In 2020, the continuing operating income of the company is 39.3 billion Yuan, increased by 4.15% on year-on-year basis; operating cost is 21.7 billion Yuan, increased by 1.45% on a year-on-year basis. As of December 31, 2020, total assets of the company are 229.0 billion Yuan, increased by 4.2 billion Yuan than that at the beginning of period; total liabilities are 146.4 billion Yuan, decreased by 4.0 billion Yuan than that at the beginning of period. The asset-liability ratio at the end of report period is 63.94%, decreased by 2.97 percent points than that at the end of the previous period; equity attributed to owner of the company is 47.2 billion Yuan, increased by 16.95% than that at the end of the previous period. The company realizes profit of 5.5 billion Yuan attributed to owner of the company, increased by 16.66% on a year-on-year basis; earnings per share of 0.7767 Yuan, increased by 16.59% on a year-on-year basis.

The specific analysis of the revenue of main business and cost of main business is as follows:

In 2020, the Company realized main business revenue of RMB 39.2 billion, an increase of RMB 1,566.7 million Yuan or 4.17% compared with 2019.

Coal-fired power contributed to a main business revenue of 16.7 billion Yuan, an increase of 0.60% compared with 2019;

Hydropower contributed to a main business revenue of 19.4 billion Yuan, an increase of 4.86% compared with 2019, mainly due to the abundant water supply in the Yalong River basin, resulting in an increase in power generation;

Wind power contributed to a main business revenue of 1.5 billion Yuan, an increase of 25.00% compared with 2019, mainly due to the acquisition of 410 MW from Dechang Wind Power Project and the commercial operation of the 50 MW Qinghai Gonghe Wind Power Project, 100 MW Longmen Pubei Wind Power Project, 100 MW Jingxia 5B Wind Power Project, and 50 MW Ningxia Zhongning Enhe Wind Power Project since FY2020, resulting in an increase in power generation capacity, while the projects put into commercial operation in the second half of 2019 took effect throughout 2020, and the rise in power generation led to an increase in revenue;

Solar power contributed to a main business revenue of 1.0 billion Yuan, an increase of 42.86% over 2019, mainly due to the Company's acquisition of 120 MW Xiangshui Solar Power, 100 MW Dingbian Angli Solar Power, 50 MW Jingbian Solar Power, 20 MW Chabei Solar Power, 24 MW Guyuan Solar Power since FY2020, resulting in the revenue rise due to the continued increase in installed capacity;

Waste-to-energy generation contributed to a main business revenue of 0.1 billion Yuan,

mainly due to full-year operation of New Sky (China) this year.

In 2020, the Company incurred a total of 21.1 billion Yuan in main business costs, an increase of 1.44% compared with 2019.

Coal-fired power generation incurred a total of 13.3 billion Yuan in main business costs, decreased by 2.92% compared with 2019, mainly due to a decrease in production costs due to lower coal prices;

Hydropower incurred a total of 6.6 billion Yuan in main business costs, up 4.76% compared with 2019

Wind power incurred a total of 0.7 billion Yuan in main business costs, up 40.00% compared with 2019, mainly due to the increase in main business costs as a result of the commercial operation of Jingxia 5B Wind Power Project, Longmen Pubei continued Wind Power Project, Ningxia Zhongning Enhe Wind Power Project, Qinghai Gonghe Wind Power Project, etc.

Solar power incurred a total of 0.4 billion Yuan in main business costs, up 33.33% compared with 2019, mainly due to the acquisition of power stations such as Dingbian Angli Solar Power, Xiangshui Hengneng Solar Power, Xiangshui Yongneng Solar Power, Jingbian Solar Power, Guyuan Solar Power and Chabei Solar Power this year, and the inclusion of Huzhou Solar Power and Toksun Solar Power into the scope of consolidation throughout the year, resulting in an increase in main business costs.

Waste-to-energy generation incurred a total of 0.1 billion Yuan in main business costs, mainly due to the full-year operation of New Sky (China) this year.

II. Profit Realization of the Company's Important Holding Companies in 2020

Currency: RMB Unit: Million

S.N.	Company name	Shareholding ratio (%)	Net profits in 2020
1	Yalong River Hydropower	52.00	6,230.4
2	SDIC Dachao Shan	50.00	788.1
3	SDIC Genting Meizhouwan	51.00	610.3
4	SDIC New Energy	64.89	346.1
5	SDIC Jinneng	64.00	342.1
6	SDIC Qinzhou	61.00	319.5

S.N.	Company name	Shareholding ratio (%)	Net profits in 2020
7	SDIC Xiaosanxia	60.45	228.4
8	Huaxia Power	56.00	173.0
9	SDIC Panjiang	55.00	43.4
10	Huzhou Xianghui	100.00	30.2

As for the large fluctuations in the operating performance of major investment companies, the analysis is as follows:

Currency: RMB Unit: Million

S.N.	Company name	Net profit		Increase or decrease amount	YoY increase or decrease	Explanation of main reasons for increase or decrease
		2020	2019			
1	Yalong Hydropower	6,230.4	6,020.6	209.9	3.49%	Water inflow is better in current period and the power generation is superior than the previous same period
2	Genting Meizhouwan	610.3	482.5	127.8	26.49%	1. Coal-fired power generation increases in Fujian; 2. Unit price of standard coal fired decreases.
3	SDIC New Energy	346.1	181.0	165.2	91.28%	1. Power generation projects are successively put into operation this year and the profitability is enhanced; 2. Projects put into operation last year works all this year.
4	Jaderock Investment	-151.3	-24.1	-127.2	-527.54%	This year, provisions for impairment on participating companies is made.
5	Yunnan Metallurgical	45.3	82.3	-37.0	-44.94%	Investment income from foreign currency of last

	New Energy					year.
6	SDIC Panjiang	43.4	86.8	-43.5	-50.04%	1. Guizhou has two flood seasons and the hydropower occupies a larger proportion than Coal-fired power; 2. Due to COVID-19, there is strong uncertainty on resumption of work and production and the implementation efficiency of market trading electricity plan is low.

III. Investment of the Company

In 2020, the headquarters of the Company completed a capital investment of RMB 2,037.1 million, with details as follows:

Currency: RMB Unit: Million		
S.N .	Name of invested company	Investment amount in 2020
1	Yalong River Hydropower	936.0
2	SDIC Gansu Electricity Sales Co., Ltd.	55.2
3	SDIC Inner Mongolia New Energy Co., Ltd.	20.0
4	Dingbian Angli Solar Technology Co., Ltd.	155.6
5	Hainan Holdings Energy Co., Ltd.	12.3
6	SDIC Jiangsu New Energy Co., Ltd.	20.0
7	Xiangshui Hengneng Solar Power Generation Co., Ltd.	438.0
8	Xiangshui Yongneng Solar Power Generation Co., Ltd.	100.0
9	Jingbian Zhiguang New Energy Co., Ltd.	82.0

10	SDIC New Energy Co., Ltd.	20.0
11	Guyuan Guanghui New Energy Co., Ltd.	63.0
12	Zhangjiakou Jingke New Energy Co., Ltd.	40.0
13	Shenyang Jingbu Solar Power Generation Co., Ltd.	95.0
	Total	2,037.1

In 2020, the capital investment to the Company's wholly-owned overseas subsidiaries was RMB 208 million, with details as follows:

Currency: RMB Unit: Million		
S.N.	Overseas project	Investment amount in 2020
1	Cloud Wind Farm Holding AB	207.6
	Total	207.6

IV. Assets Impairment

In 2020, within the scope of consolidation, a total of 577.9 million Yuan was made for impairment provision, including 500.0 million Yuan for asset impairment loss and 77.9 million Yuan for credit impairment loss.

Provision for assets impairment is as follows:

Currency: RMB Unit: Million	
Impairment item	Amount
Impairment of LLPL equity of Jaderock Investment	180.8
Asset impairment of retired capacity incurred by "equal capacity replacement" project of Huaxia Power	177.8
Impairment of idle and dead assets in SDIC Genting Meizhouwan	85.1
Others	56.3

Provision for credit impairment is as follows:

Currency: RMB Unit: Million

Impairment item	Amount
Advance money for SDIC Genting Meizhouwan Phase III transmission Line	31.4
Desalination Water Fee to SDIC Jingneng	30.8
Others	15.7

V. Guarantee

Currency: RMB Unit: Million

S.N.	Unit providing guarantee	Guaranteed object	Way of guarantee	Actual guarantee amount	New guarantee amount this year
1	SDIC Power	SDIC Germu Solar	Joint liability guarantee	86.47	
2	SDIC Power	SDIC Dunhuang Solar	Joint liability guarantee	141.40	
3	SDIC Power	SDIC Shizuishan Solar	Joint liability guarantee	96.88	
4	SDIC Power	Toksun Tianhe Solar	Joint liability guarantee	619.25	
5	SDIC Power	Inch Cape Offshore Limited	Joint liability guarantee	44.45	
6	SDIC Power	Yunnan Metallurgical New Energy	Joint liability guarantee	480.00	
7	Red Rock Power Limited	Afton Wind Farm Limited	Pledge	624.53	
8	Red Rock Power Limited	Cloud Snurran AB	Pledge	16.05	16.05

9	New Sky (China)	New Sky (Thailand)	Joint liability guarantee	98.06	
10	New Sky (China)	New Sky (Bangkok)	Joint liability guarantee	62.75	
11	New Sky (China)	C&G Environmental Protection (Thailand)	Joint liability guarantee	84.78	
-	Total guarantee			2,354.62	16.05

VI. Cash Flow

Currency: RMB Unit: Million

Item	2020	2019	YoY increase or decrease (%)	Reasons for increase or decrease
Net cash generated from operating activities	20,647.3	20,235.5	2.04	
Net cash used in investing activities	-10,146.5	-8,611.5	17.83	Consideration for equity disposal of Coal-fired power projects is received this year
Net cash used in financing activities	-9,310.2	-10,708.5	-13.06	
Net increase in cash and cash equivalents	1,190.6	915.5	30.05	

The above report is hereby submitted for your deliberation.

4. Resolution 4 - Business Plan for 2021

Dear shareholders and shareholder representatives:

The year 2021 is the opening year of the 14th Five-Year Plan amid new domestic and international situations, SDIC Power Holding Co., Ltd. (hereinafter referred to as “SDIC Power” or “the Company”) is facing both opportunities and challenges.

In terms of power supply and demand, China Electricity Council(CEC) forecasts that China's electricity consumption demand will grow rapidly in 2021, and the national power consumption is expected to increase by 6%-7% year-on-year. It is estimated that in 2021, the newly installed power generation capacity of the national infrastructure construction will be about 180 million kW, increasing 7.7% year-on-year. The national power supply and demand are generally balanced.

In terms of on-grid tariff, with the further acceleration of China's electricity market reform process, the expanding scale of direct transactions, the comprehensive advancement of spot market pilot, and the improved affordability of new energy on-grid tariff, more intense competition is expected in 2021, as well as downside risks in electricity tariff settlement.

In terms of the coal market, on the one hand, supply has increased with the gradual release of advanced production capacity; on the other hand, consumption will increase rapidly with growing electricity consumption and the release of production capacity in industries such as steel, cement and coal-chemical industry. Both supply and demand are expected to be booming in domestic market 2021 with slightly strained market supply, and the risk of coal price increase will be high.

In such a complicated context, the Company will actively assess the situation and grasp the opportunities, while continuously optimizing our asset structure, innovating the development model and accelerating transformation to promote the sustainable and healthy development of the Company, and create better investment returns for the shareholders.

The main business plans for 2021 are as follows.

I. Power Generation Plan

In 2021, SDIC Power is expected to complete 149.7 billion kWh of power generation within the scope of consolidation. Among them, the power generation capacity of the Company's major enterprises is as follows:

unit: billion kWh

Invested enterprises	Planned power generation in 2021	Actual power generation in 2020	Year-on-year
Tianjin SDIC Jinneng Electric Power Co., Ltd.	16.80	17.35.	-3%
SDIC Qinzhou Electric Power Co., Ltd.	15.44	15.25	1%
SDIC Genting Meizhouwan Electric Power Co., Ltd.	12.68	14.03	-10%
Xiamen Huaxia International Power Development Co., Ltd.	5.60	5.83	-4%
SDIC Panjiang Electric Power Co., Ltd.	3.00	2.57	17%
Yalong River Hydropower Development Company Ltd.	79.32	77.67	2%
SDIC Yunnan Dachaoshan Hydropower Co., Ltd.	7.30	6.91	6%
SDIC Gansu Xiaosanxia Power Co., Ltd.	4.10	4.08	1%
SDIC New Energy Investment Co., Ltd.	3.93	3.48	13%
Yunnan Metallurgical New Energy Co., Ltd.	0.45	0.43	6%
Toksun Tianhe Solar Power Co., Ltd.	0.21	0.22	-4%
Huzhou Xianghui Solar Power Generation Co., Ltd.	0.11	0.11	3%
Xiangshui Hengneng Solar Power Generation Co., Ltd.	0.12	0.07	71%
Xiangshui Yongneng Solar Power Generation Co., Ltd.	0.03	0.01	72%
Dingbian Angli Solar Technology Co., Ltd.	0.14	0.14	-1%

Invested enterprises	Planned power generation in 2021	Actual power generation in 2020	Year-on-year
Jingbian County Zhiguang New Energy Development Co., Ltd.	0.08	0.02	391%
Newsky (China) Environment & Tech.Co., Ltd	0.21	0.19	10%
Afton Wind Farm Limited	0.14	0.15	-5%
Total	149.7	148.5	1%

II. Headquarters' Cost Planning

In 2021, the total annual planned expenses for the SDIC Power Headquarters are RMB 774.86 million, including taxes and surcharges of RMB 4.37 million, administration expenses of RMB 295.68 million and financial expenses of RMB 474.80 million.

III. Annual Investment Expenditure Planning

In 2021, the annual planned investment of SDIC Power is RMB 7,706.39 million.

IV. Annual Financing Planning

In 2021, the SDIC Power Headquarters plans to raise a total of RMB 17 billion in annual domestic financing, which is planned to be met by public issuance of corporate bonds and Medium Term Notes(MTN), or by borrowing from financial institutions such as State Development & Investment Corp.(SDIC), SDIC Finance Co., Ltd and banks, etc.

The total amount of overseas financing planned by SDIC Power and its wholly-owned overseas subsidiaries is RMB 4 billion in equivalent foreign currency, which is planned to be settled through loans from Rongshi International Holding Co., Ltd. and its subsidiaries and financial institutions, etc.

In order to ensure the Company's smooth business development, the SDIC Power Headquarters intends to apply for a total credit line no more than RMB 30 billion from financial institutions, including but not limited to loans, letters of guarantee, letters of credit and other comprehensive credit business.

The above report is hereby submitted for your deliberation.

5. Resolution 5 - Profit Distribution Plan of the Company for 2020

Dear shareholders and shareholder representatives:

SDIC Power Holding Co., Ltd. (hereinafter referred to as “the Company”) has been audited by BDO China-SHU LUN PAN Certified Public Accountants LLP. In the 2020 Consolidated Statement, the net profit attributable to the owners of parent company is RMB 5,515,627,276.16, and the net profit reported in the parent company's statements is RMB 3,792,905,795.21. According to the *Articles of Association of SDIC Power* (《公司章程》) and the *Shareholders Return Plan for the Next Three Years (2020-2022)* (《未来三年股东回报规划 (2020-2022年)》), the 2020 Profit Distribution Plan is hereby proposed as follows:

I. Distributable Profits

In accordance with Chinese *Enterprise Accounting Standards - Merger* and the distributable profits of the parent company, the distributable profits in 2020 are as follows:

Currency unit: RMB

	Merger of company	Parent company
Undistributed closing profits in 2020	24,430,713,338.38	14,695,028,296.56
Including: net profit attributable to the shareholders of the parent company/net profit in 2020	5,515,627,276.16	3,792,905,795.21
Distributable opening profits carried forward	21,178,636,909.62	13,165,673,348.75
2019 dividends distributed	1,664,611,528.16	1,664,611,528.16

According to the relevant laws and regulations and the *Articles of Association of SDIC Power* (《公司章程》), and considering the interests of shareholders and the business development needs of the Company, the Board of Directors hereby submit the 2020 Profit Distribution Plan as follows:

1. The legal accumulation fund should be accrued as 10% of the net profit of the parent company;

2. Cash dividends will be distributed as RMB 0.28 per share (tax-inclusive), accounting for about 35% of the net profit attributable to the parent company in the consolidated statement of the Company in 2020.

II. 2020 Dividend Distribution Plan

Based on the total capital of 6,965,873,347 shares at the end of 2020, a cash dividend (tax-inclusive) of RMB 0.28 will be distributed per share, and a total cash dividend of about RMB 1,950,444,537.16 will be distributed, accounting for about 35% of the net profit attributable to owners of the parent company in 2020.

The dividend distribution plan of the Company for the past three years

Currency unit: RMB

Dividend year	Number of bonus shares per 10 shares (shares)	Dividends per 10 shares (RMB) (tax-inclusive)	Number of shares converted per 10 shares (shares)	Amount of cash dividends (tax-inclusive)	Net profit attributable to shareholders of listed companies in the Annual Consolidated Statement of Dividends	Proportion in net profit attributable to shareholders of listed companies in the consolidated statements (%)
2020	-	2.8000	-	1,950,444,537.16	5,515,627,276.16	35.36
2019	-	2.4530	-	1,664,611,527.02	4,755,460,882.37	35.00
2018	-	2.2500	-	1,526,855,253.08	4,364,098,425.70	34.99

The accumulated cash dividends in the last three years' account for about 105% of the average annual net profit of the Company in the last three years.

III. Opinions of Independent Directors

Independent directors believe that since there is a certain demand for funds at the current development stage of the Company, the formulation of the above-mentioned annual profit distribution plan complies with the *Articles of Association of SDIC Power* (《公司章程》) and relevant regulations, and fully considers the interests of all shareholders and the development needs of the Company. Independent directors unanimously agree to submit the plan to the Shareholders Meeting for deliberation.

The above report is hereby submitted for your deliberation.

6. Resolution 6 - Proposal on the Estimated Ordinary Transactions with Related Parties of the Company for 2021

Dear shareholders and shareholder representatives:

Based on the needs of operation, it is expected that the Company and its holding subsidiaries will have ordinary related-party transactions with its controlling shareholder, State Development & Investment Corp., Ltd. (hereinafter referred to as “SDIC”) and its holding subsidiaries in 2021, such as deposits and loan transactions, receiving labor services provided by related parties, and selling goods to related parties. The details are hereby provided as follows:

I. Basic Information of Related-party Transactions

(I) Execution of ordinary related-party transactions in 2020

Type of related-party transaction	Related party	Estimated amount of last year (previous period)	Actual amount of last year (previous period)	Reasons for significant difference between the estimated amount and the actual amount
Deposit with the finance company of the related party	SDIC Finance Co., Ltd.	Average daily balance (ADB): no more than RMB 10 billion	ADB: RMB 4.557 billion	-
Deposit (foreign currency) with overseas fund management platform of the related party	Rongshi International Treasury Management Co., Ltd.	ADB: no more than USD 1 billion (equivalent)	ADB: USD 8,903,100	-

Type of related-party transaction	Related party	Estimated amount of last year (previous period)	Actual amount of last year (previous period)	Reasons for significant difference between the estimated amount and the actual amount
Loan transaction with the related party	SDIC and its holding subsidiaries	No more than RMB 15 billion	RMB 5.104 billion	-
Loan transaction with the related party (foreign currency)	Rongshi International Treasury Management Co., Ltd.	No more than USD 1 billion (equivalent)	USD 145 million	-
Receiving labor services provided by the related party	SDIC Property Manage Co., Ltd.	No more than RMB 0.8 billion	RMB 5.18 million	-
	SDIC Asset Manage Co., Ltd.		RMB 1.14 million	-
	SDIC Human Resources Service Co., Ltd.		RMB 1.02 million	-
	SDIC Traffic Holding Co., Ltd.		RMB 188.2 million	-
	SDIC Intelligence Co., Ltd.		RMB 4.39 million	-

Type of related-party transaction	Related party	Estimated amount of last year (previous period)	Actual amount of last year (previous period)	Reasons for significant difference between the estimated amount and the actual amount
	China National Investment Consulting Co., Ltd.		RMB 2.83 million	-
	China SDIC International Trade Co., Ltd.		RMB 180 thousand	-
	SDIC Finance Co., Ltd.		RMB 10 thousand	-
Selling goods to the related party	SDIC Traffic Holding Co., Ltd.	No more than RMB 0.4 billion	RMB 7 million	-

(II) Estimated amount and types of current related-party transactions in 2021

Type of related-party transaction	Related party	Current estimated amount	Proportion in similar businesses (%)	Actual amount of last year	Proportion in similar businesses (%)	Reasons for significant difference between the current estimated amount and the actual amount of last year
Deposit with the finance company of the	SDIC Finance Co., Ltd.	ADB: no more than RMB 10 billion	70%	ADB: RMB 4.557 billion	47.03%	Estimate is obtained based on business development and capital balance of the Company.

related party						
Loan transaction with the related party	SDIC and its holding subsidiaries	No more than RMB 15 billion	60%	RMB 5.104 billion	18.46%	Estimate is obtained based on business development and capital balance of the Company.
Deposit (foreign currency) with overseas fund management platform of the related party	Rongshi International Treasury Management Co., Ltd.	ADB: no more than USD 1 billion (equivalent)	60%	USD 8.9031 million	44.32%	Estimate is obtained based on overseas business development and capital balance of the Company.
Loan transaction with the related party (foreign currency)	Rongshi International Treasury Management Co., Ltd.	No more than USD 1 billion (equivalent)	80%	USD 145 million	100%	Estimate is obtained based on overseas business development and capital balance of the Company.
Receiving labor services provided by the related party (coal storage and transportation, consultation service,	SDIC and its holding subsidiaries	No more than RMB 0.8 billion	-	RMB 203 million	-	Some coal storage and transportation costs are involved in SDIC Genting Meizhouwan and SDIC Qinzhou; due to the needs of business development, the recruitment service fee to SDIC Human Resources Service Co., Ltd. is increased; there are some service fees

software and hardware procurement)						with other related parties such as SDIC Intelligence Co., Ltd., China National Investment Consulting Co., Ltd. and SDIC Property Management Co., Ltd.
Selling goods to the related party (sales of electricity, coal unloading service, etc.)	SDIC and its holding subsidiaries	No more than RMB 0.4 billion	-	RMB 7 million	-	Estimate is obtained based on collaborative development with the related party and the deregulation of electric power.

II. Introduction of and Relationships with Related parties

(I) Introduction of related parties

1. State Development & Investment Corp., Ltd.

Company name	State Development & Investment Corp., Ltd.
Company nature	Limited Liability Company (wholly state-owned)
Legal representative	Bai Tao
Date of establishment	April 14, 1995
Registered capital	RMB 33.8 billion
Address	International Investment Plaza, 6-6 Fuchengmen North Street, Xicheng District, Beijing, China
Business scope	Operation of state assets within the scope authorized by the State Council and relevant investment business; investment and investment management in the fields of energy, transportation, fertilizer, high-tech industry, financial

	<p>services, consultation, guarantee, trade, biomass energy, pension industry, big data, medical health, inspection and testing, etc.; asset management; economic information consultation; technical development and technical service. (The Company should autonomously choose business items and carry out business operations according to law; as for the items which should be approved according to law, the Company should obtain approval from relevant authorities and then carry out business operations according to the approved contents; the Company should not be engaged in any business operation which is included in the forbidden and restricted items by the industrial policy of Beijing City.)</p>
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2. SDIC Finance Co., Ltd.

Company name	SDIC Finance Co., Ltd.
Company nature	Other limited liability company
Legal representative	Li Xurong
Date of establishment	February 11, 2009
Registered capital	RMB 5 billion
Address	F18, No.2, Fuchengmen North Street, Xicheng District, Beijing, China
Business scope	<p>Financial and financing consultation, credit attestation and related consultation and agency business for SDIC members; assistance of SDIC members in realizing the receipt and payment of transaction funds; approved insurance agency business; provision of guarantee to SDIC members; entrusted loans and entrusted investments among SDIC members; bill acceptance and discount for SDIC members; internal transfer and settlement between SDIC members and the design of corresponding settlement and liquidation plans; taking deposits from SDIC members; loans and financial leases for SDIC members; inter-bank borrowing; issue of financial corporate bonds with approval; underwriting corporate bonds of SDIC members; equity investment in financial</p>

	institutions; investment in securities; buyer's credit for products of SDIC members. (The Company should autonomously choose business items and carry out business operations according to law; as for the items which should be approved according to law, the Company should obtain approval from relevant authorities and then carry out business operations according to the approved contents; the Company should not be engaged in any business operation which is included in the forbidden and restricted items by the industrial policy of Beijing City.)
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3. SDIC Property Management Co., Ltd.

Company name	SDIC Property Management Co., Ltd.
Company nature	Other limited liability company
Legal representative	Han Song
Date of establishment	May 16, 2001
Registered capital	RMB 100 million
Address	International Investment Plaza, 6-6 Fuchengmen North Street, Xicheng District, Beijing, China
Business scope	Property management; rental of office space; public parking lot service for motor vehicles; car wash service; catering service; sales of food. (The Company should autonomously choose business items and carry out business operations according to law; as for the items which should be approved according to law, such as sales of food and catering service, the Company should obtain approval from relevant authorities and then carry out business operations according to the approved contents; the Company should not be engaged in any business operation which is included in the forbidden and restricted items by the industrial policy of Beijing City.)

4. China National Investment Consulting Co., Ltd.

Company name	China National Investment Consulting Co., Ltd.
Company nature	Other limited liability company
Legal representative	Feng Ming
Date of establishment	December 1, 2003
Registered capital	RMB 16 million
Address	Room 1011, F10, No.6, Fuchengmen North Street, Xicheng District, Beijing, China
Business scope	Investment consultation; engineering consultation; enterprise management consultation; other social and economic consultation (except for those with special franchise provisions by China); bidding agency; engineering supervision; technical services; economic and trade consultation; technical consultation; sales of mechanical equipment, electronic products and office supplies; conference services; educational consultation. (The Company should autonomously choose business items and carry out business operations according to law; as for the items which should be approved according to law, the Company should obtain approval from relevant authorities and then carry out business operations according to the approved contents; the Company should not be engaged in any business operation which is included in the forbidden and restricted items by the industrial policy of Beijing City.)

5. SDIC Asset Management Co., Ltd.

Company name	SDIC Asset Management Co., Ltd.
Company nature	Limited liability company (sole proprietorship of legal person)
Legal representative	Wu Hongping

Date of establishment	June 17, 1994
Registered capital	RMB 1.5 billion
Address	No. 147, Xizhimen Nanxiao Street, Xicheng District, Beijing, China
Business scope	Asset management; asset reorganization; lease of own equipment; business-related information and technical consultation services; financial consultation services; enterprise management consultation and property brokerage business. (The market entity should autonomously choose business items and carry out business operations according to law; as for the items which should be approved according to law, the market entity should obtain approval from relevant authorities and then carry out business operations according to the approved contents; the market entity should not be engaged in any business operation which is included in the forbidden and restricted items by the industrial policy of China and Beijing City.)

6. SDIC Human Resources Service Co., Ltd.

Company name	SDIC Human Resources Service Co., Ltd.
Company nature	Limited liability company (sole proprietorship of legal person)
Legal representative	Meng Shuhao
Date of establishment	April 22, 2014
Registered capital	RMB 100 million
Address	Room 613, F6, No.6, Fuchengmen North Street, Xicheng District, Beijing, China
Business scope	Collection, collation, storage, publishing and consultation services of human resources supply and demand information; talent information network service; talent recommendation and talent recruitment; talent training; talent evaluation;

	<p>acceptance of the entrustment from employers and individuals within the specified business scope and HR outsourcing service; undertaking of human resources service outsourcing; human resource management consultation services; labor dispatch (the Labor Dispatch Operation Permit is valid until December 30, 2023); sending all kinds of laborers abroad (excluding Hong Kong, Macao and Taiwan regions) (the Operation Qualification Certificate of Foreign Labor Cooperation is valid until July 16, 2024); Internet information service; enterprise management consultation; educational consultation; economic and trade consultation; tax consultation; market survey; technology development, technology promotion and technical services; conference services; organization of cultural and artistic exchange activities (excluding performances); advertising design, production, agency and release. (The Company should autonomously choose business items and carry out business operations according to law; as for the items which should be approved according to law, such as Internet services, the Company should obtain approval from relevant authorities and then carry out business operations according to the approved contents; the Company should not be engaged in any business operation which is included in the forbidden and restricted items by the industrial policy of Beijing City.)</p>
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7. SDIC Intelligence Co., Ltd.

Company name	SDIC Intelligence Co., Ltd.
Company nature	Limited Liability Company (wholly state-owned)
Legal representative	Sun Ye
Date of establishment	November 8, 2016
Registered capital	RMB 2 billion
Address	Block A, F36, No.168, Yangshupu Road, Hongkou District, Shanghai, China

Business scope	Technology development, technical consultation, technical service and technology transfer in the fields such as intelligent technology, Internet of things technology, computer technology, environmental protection technology, electronic technology and energy technology; network technology; network engineering; e-commerce (excluding financial business); enterprise management consultation; communication construction engineering construction; project investment; investment management; investment consultation; enterprise planning; asset management; telecommunications business. [As for the items which should be approved according to law, the Company should obtain approval from relevant authorities and then carry out business operations according to the approved contents]
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8. Rongshi International Treasury Management Company Limited

Company name (in Chinese)	融实国际财资管理有限公司
Full name in English	RONGSHI INTERNATIONAL TREASURY MANAGEMENT COMPANY LIMITED
Company nature	Other limited liability company
Legal representative	Cui Hongqin
Date of establishment	November 20, 2008
Registered capital	USD 50 million
Address	Room 1701, F17, World-Wide House, 19 Des Voeux Road Central, Hong Kong
Business scope	Treasury management

9. SDIC Traffic Holding Co., Ltd.

Company name	SDIC Traffic Holding Co., Ltd.
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Company nature	Limited liability company (sole proprietorship of legal person)
Legal representative	Wang Wenfa
Date of establishment	October 29, 2013
Registered capital	RMB 2 billion
Address	Room 1017, Building A, No.6, Fuchengmen North Street, Xicheng District, Beijing, China
Business scope	Investment in railways, highways (including bridges and culverts, stations), ports, aviation logistics, pipeline transportation, logistics, as well as related supporting projects and their horizontal crossing and comprehensive utilization projects; general contracting, technical transformation and management of the above projects; sales of metal materials, building materials, chemical and light industrial materials (excluding dangerous chemicals), mechanical and electrical equipment, automobiles (excluding cars) and auto accessories, hardware & electrical materials, wood, computer hardware and software, communication equipment, and cultural and office supplies (except for those with special franchise provisions by China); lease of own equipment; technical consulting, technology development, technology transfer and economic information consulting services related to the above business. (The Company should autonomously choose business items and carry out business operations according to law; as for the items which should be approved according to law, the Company should obtain approval from relevant authorities and then carry out business operations according to the approved contents; the Company should not be engaged in any business operation which is included in the forbidden and restricted items by the industrial policy of Beijing City.)

10. China SDIC International Trade Co., Ltd.

Company name	China SDIC International Trade Co., Ltd.
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Company nature	Limited liability company (sole proprietorship of legal person)
Legal representative	Wu Shiyong
Date of establishment	September 27, 1984
Registered capital	RMB 2.06 billion
Address	No. 19, Huixin West Street, Chaoyang District, Beijing, China
Business scope	Sales of food; acquisition of grain; import and export business; sales, warehousing and transportation of feed, primary agricultural products, cotton, wool, linen, silk, synthetic and chemical fibers, textiles, clothing, daily necessities, petrochemical products (excluding refined oil), steel, non-ferrous metals, building materials, wood, chemical and light industrial materials (excluding hazardous chemicals), mechanical equipment and spare parts and components, hardware & electrical materials, household appliances, electronic products, automobiles, motorcycles and accessories; own house leasing and property management; technology transfer, technical exchange, technical consultation and technical services; investment and asset management; cultural exchange. (The market entity should autonomously choose business items and carry out business operations according to law; as for the items which should be approved according to law, the market entity should obtain approval from relevant authorities and then carry out business operations according to the approved contents; the market entity should not be engaged in any business operation which is included in the forbidden and restricted items by the industrial policy of China and Beijing City.)

11. SDIC Leasing Co., Ltd.

Company name	SDIC Leasing Co., Ltd.
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Company nature	Limited liability company (Taiwan, Hong Kong and Macao corporate-owned)
Legal representative	Cui Hongqin
Date of establishment	September 3, 2013
Registered capital	USD 250 million
Address	No. 1287, Shangcheng Road, China (Shanghai) Pilot Free Trade Zone
Business scope	Financial leasing business; leasing business; purchase of leased property from home and abroad; residual value treatment and maintenance of leased property; consultation and guarantee of leasing transaction; concurrently engaged in commercial factoring business related to the main business. [As for the items which should be approved according to law, the Company should obtain approval from relevant authorities and then carry out business operations according to the approved contents]

(II) Affiliation

SDIC directly holds 47.91% of the Company's shares and is the affiliated legal entity of the Company in accordance with Article 10.1.3 of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (Revised in December 2020) (《上海证券交易所股票上市规则（2020年12月修订）》) (hereinafter referred to as the "Stock Listing Rules").

SDIC Finance Co., Ltd. (hereinafter referred to as "SDIC Finance"), SDIC Property Management Co., Ltd., SDIC Asset Management Co., Ltd., SDIC Human Resources Service Co., Ltd., SDIC Intelligence Co., Ltd., SDIC Traffic Holding Co., Ltd., China National Investment Consulting Co., Ltd., Rongshi International Treasury Management Company Limited (hereinafter referred to as "Rongshi Treasury"), China SDIC International Trade Co., Ltd., SDIC Leasing Co., Ltd. and other companies are holding subsidiaries of SDIC, and are all affiliated legal entities of the Company in accordance with Article 10.1.3 of the Stock Listing Rules.

(III) Implementation and performance

The related-party transactions of the Company are in good condition, and the operation and financial status of SDIC and its aforementioned holding subsidiaries are normal, therefore there is no performance risk.

III. Main Contents and Pricing Policies of Related-party Transactions

The ordinary related-party transactions between the Company and its holding subsidiaries and SDIC and its holding subsidiaries are governed by the following principles;

(I) Deposit with the financial companies of related parties

1. Deposit interest rate. The interest rate for deposits taken by the SDIC Finance from the Company and its holding subsidiaries shall not be less than the lower limit of the interest rate set by the People's Bank of China for such type of deposits, and not be less than the average interest rate set by commercial banks for the same type of deposits from the Company and its holding subsidiaries; in addition to the foregoing, the interest rate for deposits taken by SDIC Finance from the Company and its holding subsidiaries shall also not be less than the average interest rate set by SDIC Finance for the same type of deposits taken from other members of SDIC.

2. Charging standard for businesses such as fund settlement. The fees charged by SDIC Finance for providing other fund settlement services to the Company and its holding subsidiaries shall be in accordance with the fees set by the People's Bank of China or China Banking Regulatory Commission for such type of services, and shall not be higher than the fees charged by general commercial banks for providing the same type of financial services to the Company and its holding subsidiaries and the fees charged by SDIC Finance for providing the same type of financial services to other SDIC members.

(II) Deposit with Rongshi Treasury, one of the related parties

1. Deposit interest rate. The interest rate of deposits taken by Rongshi Treasury from the Company and overseas investment holding enterprises shall not be lower than the average interest rate set by commercial banks for the provision of the same kind of deposit services to the Company and overseas investment holding enterprises. In addition to the foregoing, such interest rate shall not be lower than the average interest rate set by Rongshi Treasury for the same kind of deposit taken from other SDIC members.

2. Charging standard for businesses such as fund settlement. There is no handling charge for other fund settlement services provided by Rongshi Treasury to the Company and overseas investment holding enterprises.

(III) Loan transactions

The interest rates of loans obtained by the Company and its holding subsidiaries from SDIC and the holding subsidiaries of SDIC shall not be higher than that of the same grade from

other domestic financial institutions to the Company and its holding subsidiaries during the same period; other transactions between the Company and its holding subsidiaries with SDIC and its holding subsidiaries shall be executed in accordance with the relevant service pricing regulations of China. If not specified, it shall refer to market pricing and shall not be higher than the market price.

The interest rate of loans obtained by the Company and overseas investment holding enterprises from Rongshi Treasury shall be determined on a case-by-case basis. In principle, it shall not be higher than that of loans provided by other financial institutions to the Company and overseas investment holding enterprises on the same matter under the same conditions.

After the above three matters (deposit and loan transactions with finance companies of related parties, and deposit and loan transactions with Rongshi Treasury) are deliberated and approved by the Company's Shareholders Meeting, the Company will sign the Financial Services Agreement (《金融服务协议》) with SDIC Finance and Rongshi Treasury in accordance with the approved amount respectively.

(IV) Receiving labor services provided by related parties

This part of related-party transactions is mainly divided into coal storage and transportation, property fees, entrusted management services, corporate consultation, purchase of epidemic prevention materials and software procurement.

The prices of coal storage and transportation contracts signed between the Company's holding subsidiaries and the SDIC's holding subsidiaries, and consulting service prices, software purchase prices and prices of other received labor or services between them are determined with reference to the market prices and in accordance with the principle that the prices shall not be higher than the market prices after negotiation between the two parties.

(V) Selling goods to related parties

This part of related-party transactions mainly refers to the sale of electricity by the holding subsidiaries of the Company to the affiliated enterprises in the region where it is located, and a small amount of other services such as coal unloading. With the reform of power system and the advancement of market-oriented transactions, the electricity sales contracts between the holding subsidiaries of the Company and the holding subsidiaries of SDIC will be determined with reference to the market pricing and in accordance with the principle of not less than the market price

IV. Purpose of Current Related-party Transactions and its Impact on the Company

The newly added ordinary related-party transactions of the Company are in line with the needs of the Company's production and operation, and the prices of the related-party transactions strictly comply with the *Price Law of the People's Republic of China* (《中华人民共和国价格法》) and other relevant laws and regulations, and where there is government pricing, the price is directly applied; where there is no government pricing, the price shall be negotiated by both parties to the transaction on the basis of market price, which ensures the fairness of the related-party transactions and reflects the principles of openness, fairness and impartiality, does not harm the interests of the listed company and other shareholders and not affect the independence of the listed company.

According to the relevant provisions of the *Stock Listing Rules*, the above transactions are related-party transactions, and related-party directors should abstain from voting.

The above report is hereby submitted for your deliberation.

SPECIAL RESOLUTION

7. Resolution 7 - Proposal on the Change in Registered Capital of the Company and Amendment to the Articles of Association of the Company upon Listing on the London Stock Exchange

Dear shareholders and shareholder representatives:

The Global Depository Receipts (hereinafter referred to as "GDR") issued by the Company were listed on the London Stock Exchange on October 22, 2020 (London time). Prior to the exercise of the over-allotment option, a total of 16,350,000 GDRs were issued, representing 163,500,000 A shares in the Company. As Goldman Sachs International (acting as a Stabilizing Manager) partially exercised the over-allotment option agreed in the prospectus, the Company issued an additional 1,635,000 GDRs, representing 16,350,000 A shares, which were listed on the Shanghai Stock Exchange on November 19, 2020 (Beijing time). After listing, the Company's total share capital was changed to 6,965,873,347 shares. Accordingly, the Company's registered capital was changed to RMB 6,965,873,347. The incremental registered capital was paid up in cash on the date on which the proceeds of offering were received.

According to the actual situation of the offering, it is proposed to make corresponding amendments to the Articles 1.4 and 1.7 of Chapter I and Article 3.1.7 of Chapter III of the "Articles of Association". The details are set out in the attached "Amendments".

The above proposal is hereby submitted for your deliberation.

Attachment: Amendments to the "Articles of Association of SDIC Power Holdings CO., LTD."

Attachment

Amendments to the "Articles of Association of SDIC Power Holdings CO., LTD."

Existing provisions	Revised provisions (Added contents are underlined and bolded)
Chapter I General Provisions	
<p>1.4 Upon approval by PBOC Hubei Branch in March 1989, the Company conducted an initial public offering of 606,205 RMB ordinary A shares. Upon approval by the China Securities Regulatory Commission, the Company was listed on the Shanghai Stock Exchange on 18 January 1996.</p> <p>The Company was approved by the CSRC on 【】 2019 to issue 【】 Global Depositary Receipts (hereinafter referred to as "GDR "), representing 【】 A shares based on the conversion ratio determined by the Company, and were listed on the London Stock Exchange on 【】 , 2019.</p>	<p>1.4 Upon approval by PBOC Hubei Branch in March 1989, the Company conducted an initial public offering of 606,205 RMB ordinary A shares. Upon approval by the China Securities Regulatory Commission, the Company was listed on the Shanghai Stock Exchange on 18 January 1996.</p> <p>The Company was approved by the CSRC <u>on October 25, 2019 to issue 17,985,000</u> Global Depositary Receipts (hereinafter referred to as "GDR"), representing <u>179,850,000</u> A shares <u>based on the conversion ratio determined by the Company, and were listed on the London Stock Exchange on October 22 , 2020.</u></p>

Existing provisions	Revised provisions (Added contents are underlined and bolded)
1.7 The Company's registered capital is 【】 .	1.7 The Company's registered capital is <u>6,965,873,347</u> .
Chapter III Section 1 Offering of Shares	
<p>3.1.7 The 【】 common shares issued after the establishment of the Company are all RMB common shares.</p> <p>The Company's current share capital structure is: 【】 ordinary shares, of which 【】 are held by domestic shareholders, accounting for 【】 %; and 【】 are converted from the GDR held by foreign investors according to the Company's conversion ratio, accounting for 【】 %.</p>	<p>3.1.7 After the establishment of the Company, Upon approval by PBOC Hubei Branch, <u>606,205</u> shares were issued through initial public offering. <u>After the completion of the aforementioned offering, the total number of shares in the Company was 606,205, all of which are ordinary A shares.</u></p> <p><u>Pursuant to the approval of the China Securities Regulatory Commission (CSRC) in 2019, the Company issued 17,985,000 GDRs, representing 179,850,000 RMB ordinary shares in accordance with the conversion ratio determined by the Company, to overseas investors for the first time in 2020. After the completion of the aforementioned offering, the total number of shares of the Company was 6,965,873,347, all of which are ordinary A shares.</u></p> <p><u>The Company's current share capital structure is: 6,965,873,347 ordinary shares.</u></p>

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires.

“Board” or “Board of Directors”

the board of Directors of the Company

“Company” or “SDIC Power”

SDIC Power Holdings CO., LTD a joint stock company incorporated in the People’s Republic of China with limited liability under the corporate name 国投电力控股股份有限公司(SDIC Power Holdings CO., LTD), converted from its predecessor SDIC Huajing Power Holdings Co., Ltd. (国投华靖电力控股股份有限公司) on 28 February 2012, the A Shares of which have been listed on the Shanghai Stock Exchange since 2002 (Stock Code: 600886) after SDIC injected certain power generating assets to a then listed company pursuant to an asset swap agreement. Unless the context otherwise requires, it includes its predecessor

"Director(s)"

director(s) of the Company

"Shareholder(s)"

"Shareholder(s)"