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華潤電力控股有限公司

China Resources Power Holdings Company Limited

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 836)

**VOLUNTARY ANNOUNCEMENT
EXERCISE OF CALL OPTION**

Resources J was formed by the Company and JM Energy as a joint venture in August 2010, and it is owned as to 50% by the Company and as to 50% by JM Energy as at the date of this announcement. Resources J indirectly holds 100% equity interest in Hezhou Power Plant in Guangxi. Pursuant to the Call Option Agreement, JM Energy granted to the Company the Call Option at a consideration of HK\$1 to acquire the Call Option Shares, representing 16% equity interest in Resources J, at a consideration to be calculated by a pre-determined formula.

The Board announces that on 29 December 2015, the Company served notice on JM Energy to exercise the Call Option to purchase the Call Option Shares. Upon the completion of the exercise of the Call Option, Resources J will be owned as to 66% by the Company and as to 34% by JM Energy.

As all of the applicable percentage ratios in respect of the exercise of the Call Option are less than 5%, the exercise of the Call Option is exempt from the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules, nor does the exercise of the Call Option constitute a connected transaction for the Company under Chapter 14A of the Listing Rules, this announcement is made by the Company on a voluntary basis.

BACKGROUND

Resources J was formed by the Company and JM Energy as a joint venture in August 2010, and it is owned as to 50% by the Company and as to 50% by JM Energy as at the date of this announcement. Resources J indirectly holds 100% equity interest in Hezhou Power Plant in Guangxi. The Group has accounted for Resources J as a jointly controlled entity since its incorporation.

EXERCISE OF THE CALL OPTION

The Call Option

Pursuant to the Call Option Agreement, JM Energy granted to the Company the Call Option at a consideration of HK\$1 to acquire the Call Option Shares, representing 16% equity interest in Resources J, at a consideration to be calculated by a pre-determined formula as described below.

Consideration

Pursuant to the Call Option Agreement, the exercise price of the Call Option shall be determined based on the capital contributed by JM Energy attributable for the Call Option Shares plus interest accrued at a compound annual interest rate at 5.5%, reduced by 32% of the dividend received by JM Energy in respect of the Call Option Shares and the interest on dividend received by JM Energy in respect of the Call Option Shares.

The total consideration payable by the Company upon exercise of the Call Option as calculated pursuant to the above formula provided under the Call Option Agreement is USD6,483,530.

The Company intends to satisfy the consideration for the exercise of the Call Option by the internal resources of the Group.

The Exercise Period

The Call Option is exercisable by the Company during the period of 15 Business Days commencing on (and including) 17 December 2015.

Exercise of the Call Option

On 29 December 2015, the Company served notice on JM Energy to exercise the Call Option to purchase the Call Option Shares.

REASONS FOR AND BENEFITS OF THE EXERCISE OF THE CALL OPTION

By exercising the Call Option and acquiring the Call Option Shares, the Company will obtain an additional 16% equity interest in Hezhou Power Plant, bringing its interest in Hezhou Power Plant to a total of 66%, thereby becoming the largest shareholder of Hezhou Power Plant.

Having considered the reasons and benefits described above, all Directors of the Company (including the independent non-executive Directors) consider that the terms of the exercise of the Call Option (including the total consideration payable by the Company upon exercise of the Call Option) are fair and reasonable and in the interests of the Company's shareholders as a whole.

INFORMATION ABOUT RESOURCES J

Resources J is a limited liability company incorporated in Hong Kong. It is principally engaged in investment, management, and the provision of financial and financing services. Resources J is owned as to 50% by the Company and as to 50% by JM Energy as at the date of this announcement.

Upon the completion of the exercise of the Call Option, Resources J will be owned as to 66% by the Company and as to 34% by JM Energy. The Group will continue to account for Resources J as a jointly controlled entity as JM Energy will retain three out of eight board seats in Resources J, and key decisions will require approval of at least one director appointed by JM Energy.

INFORMATION ABOUT THE PARTIES

The Company

The Company was incorporated in Hong Kong with limited liability and the shares of the Company have been listed on the Stock Exchange since 12 November 2003. The Group is principally engaged in the investment, development, operation and management of power plants and coal mines in the PRC.

JM Energy

JM Energy is a joint venture company incorporated in Hong Kong. Its major shareholders are Electric Power Development Co., Ltd., Mitsui & Co., Ltd. and Development Bank of Japan. It is principally engaged in investment holding management, and serves as an overseas investment platform and the headquarters of the greater China region. JM Energy provides management and consultancy services to its subsidiaries, including business operations, financial analysis, financing, compliance, marketing development, power technology support, etc.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, JM Energy and its ultimate beneficial owner(s) are Independent Third Parties.

LISTING RULES IMPLICATIONS

As all of the applicable percentage ratios in respect of the exercise of the Call Option are less than 5%, the exercise of the Call Option is exempt from the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules, nor does the exercise of the Call Option constitute a connected transaction for the Company under Chapter 14A of the Listing Rules, this announcement is made by the Company on a voluntary basis.

DEFINITIONS

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

“Board”	the board of directors of the Company
“Business Day(s)”	any day (other than Saturdays, Sundays, public holidays in Hong Kong and Tokyo and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. or on which a black rainstorm warning signal is hoisted or remains hosted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong and Tokyo are open for general business
“Call Option”	the call option granted by JM Energy to the Company of the right to purchase from JM Energy the Call Option Shares

“Call Option Agreement”	the call option agreement dated 19 August 2010 entered into between the Company and JM Energy in respect of the Call Option
“Call Option Shares”	16% equity interest in Resources J
“Company”	China Resources Power Holdings Company Limited (華潤電力控股有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 836)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hezhou Power Plant”	China Resources Power (Hezhou) Co., Limited* (華潤電力(賀州)有限公司), a wholly foreign owned enterprise established in the PRC with limited liability and indirectly owned as to 50% by and a joint venture of the Company prior to completion of the exercise of the Call Option
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) which is/are independent of the Group and the connected persons of the Company
“JM Energy”	JM Energy Co., Limited, a company incorporated in Hong Kong and an Independent Third Party
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purposes of this announcement, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Resources J”	Resources J Energy Investment Limited 潤捷能源投資有限公司, a company incorporated in Hong Kong with limited liability
“RMB”	Renminbi, the lawful currency of the PRC

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”	United States dollar, the lawful currency of the United States of America
“%”	per cent.

By order of the Board
**CHINA RESOURCES POWER
HOLDINGS COMPANY LIMITED**
ZHOU Junqing
Chairman

Hong Kong, 29 December 2015

As at the date of this announcement, the executive Directors are Ms. ZHOU Junqing, Mr. ZHANG Shen Wen and Ms. WANG Xiao Bin; the non-executive Directors are Mr. DU Wenmin, Mr. WEI Bin, Mr. CHEN Ying and Mr. WANG Yan; and the independent non-executive Directors are Mr. MA Chiu-Cheung, Andrew, Ms. Elsie LEUNG Oi-sie, Dr. Raymond Kuo-fung CH'IEN and Mr. Jack SO Chak Kwong.

* *For identification purposes only*