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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Resources Power Holdings Company Limited (the “**Company**”) will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 17 December 2018 at 2:30 p.m. for the following purpose:

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

THAT:

- “(i) the entering into of the equity transfer agreement dated 23 November 2018 (the “**Equity Transfer Agreement**”) between China Resources Coal Holdings Company Limited (“**CR Coal**”) and AACI SAADEC Holdings Limited, the disposal of 100% equity interest in AACI SAADEC (HK) Holdings Limited by CR Coal (the “**Disposal**”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) any two directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things and to sign and execute (under hand, under the common seal of the Company or otherwise as a deed) all such documents which he/she may in his/her sole and absolute discretion consider necessary, desirable or expedient to implement or give effect to any matters arising from, relating to or incidental to the Equity Transfer Agreement, the Disposal and the transactions contemplated thereunder.”

Yours faithfully

By the order of the board of

China Resources Power Holdings Company Limited

LI Ru Ge

Chairman

Hong Kong, 27 November 2018

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more (if a member holds more than one share) proxies to attend and to speak and, subject to the provisions of the articles of association of the Company, to vote on his behalf provided that each proxy is appointed to represent the respective number of shares of the Company held by the member as specified in the relevant proxy forms. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the registered office of the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), any vote taken at a general meeting shall be taken by poll. The Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
4. In the case of joint holder the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. The register of members of the Company will be closed from Wednesday, 12 December 2018 to Monday, 17 December 2018 (both days inclusive), during which no share transfer will be registered. To be entitled to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 11 December 2018.
6. As at the date of this notice, the board of directors of the Company comprises three non-executive directors, namely Mr. LI Ru Ge (*Chairman*), Mr. CHEN Ying and Mr. WANG Yan; three executive directors, namely Mr. GE Changxin (*Vice Chairman*), Mr. HU Min (*President*) and Ms. WANG Xiao Bin (*Chief Financial Officer and Company Secretary*); and four independent non-executive directors, namely, Mr. MA Chiu-Cheung, Andrew, Ms. LEUNG Oi-sie, Elsie, Mr. CH'IEN Kuo-fung, Raymond and Mr. SO Chak Kwong, Jack.