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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in China Resources Power Holdings Company Limited, you should at once hand this circular and the accompanying proxy form of the Company to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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This circular is solely for the purpose of providing Shareholders with certain information in connection with an annual general meeting of the Company and is not an offer to sell or a solicitation of an offer to buy any securities.



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)

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PAYMENT OF FINAL DIVIDEND,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of China Resources Power Holdings Company Limited (the “Company”) to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 5th June 2024 at 2:30 p.m. is contained in Appendix IV of this circular. Shareholders are advised to read the notice contained herein and to complete and return the proxy form for use at the annual general meeting in accordance with the instructions printed thereon. Completion of the proxy form will not preclude the shareholders from attending and voting at the meeting if they so wish.

Hong Kong, 14th May 2024

DEFINITIONS

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

“2023 Final Dividend”	the final dividend for the year ended 31st December 2023 of HK\$0.587 per Share as recommended by the Directors and subject to approval by Shareholders at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 5th June 2024 at 2:30 p.m., notice of which is contained in Appendix IV of this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of the Directors
“Buy-back Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to buy back during the period as set out in the Buy-back Resolution the Shares up to a maximum of 10% of the issued Shares at the date of the Buy-back Resolution
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution no.5 of the notice of the Annual General Meeting
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“Company”	China Resources Power Holdings Company Limited, a company incorporated in Hong Kong with limited liability whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 836)
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, being a Substantial Shareholder of the Company
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Dividend Currency Election Form”	the form that a Shareholder must complete and return to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, in the manner set out in this circular in order to elect to receive all of the 2023 Final Dividend in RMB (but not part, save in the case of HKSCC Nominees Limited, which may elect to receive part of its entitlement in RMB)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar
“Latest Practicable Date”	8th May 2024, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China
“RMB”	Renminbi
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the buy-back by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs (as amended from time to time)
“%”	Per Cent



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)

Directors:

Executive Directors:

SHI Baofeng (*Chairman*)
ZHANG Junzheng (*Vice Chairman*)
SONG Kui (*Vice Chairman*)

Non-executive Directors:

ZHOU Bo
ZHANG Yingzhong
CHEN Guoyong

Independent Non-executive Directors:

LEUNG Oi-sie, Elsie
CH' IEN Kuo Fung, Raymond
SO Chak Kwong, Jack
YANG Yuchuan

Registered Office:

Rooms 2001–2002,
China Resources Building,
26 Harbour Road, Wanchai,
Hong Kong

Hong Kong, 14th May 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PAYMENT OF FINAL DIVIDEND,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

GENERAL MANDATE TO BUY BACK SHARES

A general mandate was given by the Shareholders on 8th June 2023 to the Directors to exercise the powers of the Company to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of

LETTER FROM THE BOARD

the Buy-back Resolution to be proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to buy back Shares. An explanatory statement as required under the Share Buy-back Rules to provide the requisite information of the Buy-back Proposal is set out in Appendix I hereto.

GENERAL MANDATE TO ISSUE SHARES

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Shares at the date of the resolution, representing 962,088,748 Shares based on the issued Shares of 4,810,443,740 Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same as at the date of passing the resolution, and adding to such general mandate so granted to the Directors any Shares representing the aggregate number of the Shares bought back by the Company after the granting of the general mandate to buy back up to 10% of the issued Shares at the date of the Buy-back Resolution.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of ten Directors, namely, Mr. SHI Baofeng, Mr. ZHANG Junzheng, Mr. SONG Kui, Mr. ZHOU Bo, Mr. ZHANG Yingzhong, Mr. CHEN Guoyong, Ms. LEUNG Oi-sie, Elsie, Dr. CH' IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan.

Pursuant to Article 98 of the Articles of Association, Mr. ZHOU Bo and Mr. ZHANG Yingzhong who were newly appointed as Director on 18th October 2023, shall hold offices until the Annual General Meeting and shall then be eligible for re-election.

Pursuant to Article 120 of the Articles of Association, Ms. LEUNG Oi-sie, Elsie, who shall retire from office by rotation at the Annual General Meeting and being eligible, offer herself for re-election.

The Nomination Committee of the Company had assessed and reviewed the annual written confirmation of independence of each of the Independent Non-executive Directors, including Ms. LEUNG Oi-sie, Elsie, for the year ended 31st December 2023 based on the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee of the Company had considered and nominated Ms. LEUNG to the Board for it to propose to the Shareholders for her re-election at the Annual General Meeting. The Board believes that the skills and experiences Ms. LEUNG acquired from a different background will be beneficial to the Board with diversity of her comprehensive experiences and knowledges and she will continue to contribute effectively to the Board.

Ms. LEUNG Oi-sie, Elsie has served as an Independent Non-executive Director for more than 9 years and her re-election will be subject to a separate resolution to be approved by the Shareholders. As an Independent Non-executive Director with in-depth understanding of the Company's operations and business, Ms. LEUNG has expressed objective views and given independent guidance to the Company over the years, and she continues demonstrating firm commitment to her role. The Board considers that the long service of Ms. LEUNG would not affect her exercise of independent judgment and is satisfied that Ms. LEUNG has the required

LETTER FROM THE BOARD

character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director. The Board considers that the re-election of Ms. LEUNG as an Independent Non-executive Director is in the best interest of the Company and the Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee of the Company, the Board has proposed that each of the above retiring Directors, namely Mr. ZHOU BO, Mr. ZHANG Yingzhong and Ms. LEUNG Oi-sie, Elsie stands for re-election as Director by way of separate resolution at the Annual General Meeting. Details of retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

PAYMENT OF 2023 FINAL DIVIDEND

At the Board meeting held on 20th March 2024, the Directors recommended a final dividend of HK\$0.587 per Share (2022: HK\$0.376 per Share) in respect of the year ended 31st December 2023. Subject to approval of the Shareholders at the Annual General Meeting, the proposed 2023 Final Dividend will be paid on Monday, 22nd July 2024 to Shareholders on the Company's register of members at the close of business on Wednesday, 12th June 2024. This represents a total distribution for the year of HK\$4,402 million.

The proposed 2023 Final Dividend will be payable to each Shareholder in cash in HK\$ unless an election is made to receive the same in RMB.

Shareholders will be given an option to elect to receive all of the 2023 Final Dividend in RMB (but not part, save in the case of HKSCC Nominees Limited, which may elect to receive part of its entitlement in RMB) at the average benchmark exchange rate of HK\$ to RMB as published by the People's Bank of China during the five business days ending on 5th June 2024 (inclusive), being the date of the Annual General Meeting. To make such election, Shareholders should complete the Dividend Currency Election Form, which is expected to be despatched to Shareholders as soon as practicable after the record date of 12th June 2024 to determine Shareholders' entitlement to the proposed 2023 Final Dividend, and return it to 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, not later than 4:30 p.m. on Monday, 8th July 2024. Further announcement in respect of the relevant exchange rate will be published after the Annual General Meeting.

Shareholders who intend to elect to receive all of the 2023 Final Dividend in RMB (but not part, save in the case of HKSCC Nominees Limited, which may elect to receive part of its entitlement in RMB) by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared or transferred without material handling charges or delay in Hong Kong or that RMB cheques will be honoured for payment upon presentation outside Hong Kong. The cheques are expected to be sent to the relevant Shareholders by ordinary post on Monday, 22nd July 2024 at the Shareholders' own risk. The transfer is expected to be made to the RMB account designated by the Shareholders on the same day.

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If no election is made by a Shareholder or no duly completed Dividend Currency Election Form in respect of that Shareholder is received by the Company's share registrar, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on Monday, 8th July 2024, such Shareholder will automatically receive the 2023 Final Dividend in HK\$. All dividend payments in HK\$ will be made on Monday, 22nd July 2024.

If Shareholders wish to receive the 2023 Final Dividend in HK\$ in the usual way, no additional action is required.

Shareholders should seek professional advice with their own tax advisors regarding the possible tax implications of the proposed dividend payment.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To bring the Articles of Association in line with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to Listing Rules which took effect from 31 December 2023 and to provide flexibility to the Company in relation to the conduct of general meetings, a special resolution will be proposed at the Annual General Meeting for the proposed amendments to the Articles of Association. The proposed amendments to the Articles of Association are subject to the Shareholders' approval at the Annual General Meeting and will become effective upon approval by the Shareholders. Details of the proposed amendments are set out in Appendix III to this circular. Save for the proposed amendments, other provisions in the Articles of Association will remain unchanged.

The Hong Kong legal advisers of the Company have confirmed that the proposed amendments conform with the requirements of the Listing Rules and the applicable laws and regulations, respectively. The Directors have also confirmed that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Buy-back Proposal, the general mandate for Directors to issue new Shares, the extension of the general mandate to issue new Shares, re-appointment of auditors and payment of 2023 Final Dividend, as well as special resolution to approve the proposed amendments to the Articles of Association is contained in Appendix IV of this circular. Shareholders are advised to read the notice and to complete and return the proxy form for use at the Annual General Meeting in accordance with the instructions printed thereon.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend, speak and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 31st May 2024 to Wednesday, 5th June 2024 (both days inclusive), during which no transfer of Shares will be registered. To qualify for the entitlement of the Shareholders to attend, speak and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates

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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 Thursday, 30th May 2024.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote at the Annual General Meeting pursuant to the Article 77 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

TYPHOON AND RAINSTORM ARRANGEMENTS

In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:30 p.m. on the date of the Annual General Meeting, the Annual General Meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.cr-power.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned Annual General Meeting.

The Annual General Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.

RECOMMENDATION

The Directors believe that the Buy-back Proposal, the general mandate for Directors to issue new Shares, the extension of the general mandate to issue new Shares, the re-election of retiring Directors, the payment of 2023 Final Dividend and the proposed amendments to the Articles of Association are all in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
China Resources Power Holdings Company Limited
SHI Baofeng
Chairman

This appendix serves as an explanatory statement, as required by the Share Buy-back Rules, to provide requisite information to you for your consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the issued Shares as at the date of the Buy-back Resolution.

This appendix also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares is 4,810,443,740 Shares.

Subject to the passing of the Buy-back Resolution and on the basis that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Proposal to buy back a maximum of 481,044,374 Shares representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Proposal is in the best interests of the Company and its Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

3. FUNDING OF BUY-BACK

In buy-back of Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Companies Ordinance provides that a payment in respect of a Share buy-back may only be made out of the Company's distributable profits or out of the proceeds of a fresh issue of Shares made for the purpose of the buy-back to such an extent allowable under the Companies Ordinance.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31st December 2023 in the event that the power to buy back Shares pursuant to the Buy-back Proposal was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the power to buy back Shares pursuant to the Buy-back Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
May 2023	19.18	16.76
June 2023	18.46	16.26
July 2023	18.40	16.50
August 2023	17.30	15.04
September 2023	15.86	14.46
October 2023	15.46	14.00
November 2023	15.71	14.11
December 2023	15.70	14.62
January 2024	16.38	14.64
February 2024	17.50	15.04
March 2024	19.04	16.68
April 2024	20.35	17.98
May 2024 (from 1 May up to the Latest Practicable Date)	19.78	19.04

5. GENERAL

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Resolution and in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-back Proposal is approved by the Shareholders.

The Company confirms that neither this explanatory statement nor the proposed Share buy-back has any unusual features.

6. TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buy-back Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, China Resources Company Limited ("CRCL"), a Substantial Shareholder, is interested in 3,027,905,337 Shares (representing approximately 62.94% of the issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Proposal, then (if the present shareholding of CRCL remains the same) the attributable interest of CRCL would be increased to approximately 69.94% of the issued Shares.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs made under the Buy-back Proposal. In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Proposal, the number of Shares held by the public will not fall below 25%.

7. SHARE BUY-BACKS MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The followings are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

Mr. ZHOU Bo (“Mr. ZHOU”)

Mr. ZHOU, aged 55, has been appointed as a Non-executive Director and a member of the Audit and Risk Committee of the Company in October 2023. He currently serves as a designated external director of business units of CRH, and he works in China Resources Corporate Service (Shenzhen) Limited. He has been appointed as a non-executive director of China Resources Building Materials Technology Holdings Limited (formerly known as China Resources Cement Holdings Limited) (which is listed on the Main Board of the Stock Exchange, Stock Code: 1313) (“CR Bldg Mat Tec”) since September 2023 and a non-executive director of China Resources Enterprise Limited since August 2023. Mr. ZHOU joined China Resources Group in September 1989. He was the deputy general manager of China Resources Environmental Protection Technology Limited from September 2019 to August 2023, and he took various managerial roles in China Resources Textiles (Holdings) Company Limited from October 2002 to September 2019, including the deputy general manager, the financial controller and the general manager of finance department, etc. Mr. ZHOU worked for the finance department of China Resources National Corporation from September 1989 to February 2000, and the finance department of China Nanyang Import and Export Corporation from February 2000 to October 2002.

Mr. ZHOU studied in Shanghai Institute of Foreign Trade, China with finance and accounting profession and in University of South Australia, Australia with a master’s degree in business administration. He has over 30 years of experience in finance and corporate management.

Mr. ZHOU has no fixed term of service with the Company and will be subject to retirement and re-election requirements at least every three years at general meetings of the Company pursuant to the Articles 120 of the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. ZHOU. The director’s fee and other remuneration (if any) payable to Mr. ZHOU are subject to review by the Remuneration Committee of the Company and approval by the Board from time to time pursuant to the power given to it under the Articles of Association and Shareholders’ authorization at the annual general meetings. Mr. ZHOU’s emolument is determined with reference to his duties and responsibilities in the Company, the Company’s performance, the prevailing market situation and the current arrangement. For the year ended 31st December 2023, the Company did not pay any director’s fee to Mr. ZHOU.

As at the Latest Practicable Date, Mr. ZHOU does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. ZHOU has confirmed that (i) he has and had no other relationships with any directors, senior management or substantial or controlling shareholders of the Company; (ii) he does not currently hold any other position with the Company or any of its subsidiaries; (iii) he has not held any directorship in other Hong Kong or overseas listed public companies in the last three years; and (iv) there are no other matters relating to his re-

election that need to be brought to the attention of the Shareholders; and there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. ZHANG Yingzhong (“Mr. ZHANG”)

Mr. ZHANG, aged 57, has been appointed as a Non-executive Director and a member of the Nomination Committee of the Company in October 2023. He currently serves as a designated external director of business units of CRH and an external director of China Resources Environmental Protection Technology Company Limited. He works in China Resources Corporate Service (Shenzhen) Limited and has also been appointed as a director of China Resources Chemical Innovative Materials Co., Ltd. (which is listed on the Shenzhen Stock Exchange, Stock Code: 301090) since January 2023. Mr. ZHANG joined China Resources Group in October 1999 and he took various roles successively, including the vice president and chief safety and environmental protection officer, the director of operations department and the deputy director of operations department of CR Bldg Mat Tec and the general manager of China Resources Cement (Pingnan) Co., Ltd., the deputy general manager of China Resources Cement (Guangdong) Co., Ltd., the general manager of China Resources Cement (Guiping) Limited, and the general manager of China Resources Cement (Fengkai) Co., Ltd., etc.

Mr. ZHANG graduated from Wuhan University of Technology, China majoring in silicate technology.

Mr. ZHANG has no fixed term of service with the Company and will be subject to retirement and re-election requirements at least every three years at general meetings of the Company pursuant to the Articles 120 of the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. ZHANG. The director’s fee and other remuneration (if any) payable to Mr. ZHANG are subject to review by the Remuneration Committee of the Company and approval by the Board from time to time pursuant to the power given to it under the Articles of Association and Shareholders’ authorization at the annual general meetings. Mr. ZHANG’s emolument is determined with reference to his duties and responsibilities in the Company, the Company’s performance, the prevailing market situation and the current arrangement. For the year ended 31st December 2023, the Company did not pay any director’s fee to Mr. ZHANG.

As at the Latest Practicable Date, Mr. ZHANG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. ZHANG has confirmed that (i) he has and had no other relationships with any directors, senior management or substantial or controlling shareholders of the Company; (ii) he does not currently hold any other position with the Company or any of its subsidiaries; (iii) he has not held any directorship in other Hong Kong or overseas listed public companies in the last three years; and (iv) there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders; and there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Ms. LEUNG Oi-sie, Elsie (“Ms. LEUNG”)

Ms. LEUNG, aged 85, was appointed as an Independent Non-executive Director in April 2010. Ms. LEUNG is the chairman of Remuneration Committee and a member of the Audit and Risk Committee and Nomination Committee of the Company. Ms. LEUNG was the first Secretary for Justice of the Hong Kong Special Administrative Region, as well as a member of the Executive Council of Hong Kong from July 1997 to October 2005. Ms. LEUNG was admitted as a solicitor of the Supreme Court of Hong Kong in 1968. She was a partner of P. H Sin & Co., a Hong Kong law firm, which amalgamated with the law firm Iu, Lai & Li Solicitors & Notaries in 1993; she was a senior partner with Iu, Lai & Li Solicitors & Notaries from 1993 to 1997. At the end of 2006, she resumed practice at Iu, Lai & Li Solicitors & Notaries. Ms. LEUNG was an independent non-executive director on the board of United Company RUSAL, international public joint-stock company listed on the Stock Exchange from 30 November 2009 to 24 June 2021 and China Life Insurance Company Limited which is listed on the Stock Exchange, New York Stock Exchange (“NYSE”) and the Shanghai Stock Exchange (“SSE”) from 20 July 2016 to 18 July 2022 respectively. Ms. LEUNG also served as an independent non-executive director on the board of Petro China Company Limited listed on the Stock Exchange, NYSE and SSE from June 2017 to June 2023.

Ms. LEUNG served as a member of several government boards and committees, including the Independent Police Complaints Council, Equal Opportunities Commission, Social Welfare Advisory Committee and Inland Revenue Board of Review. Ms. LEUNG was appointed as a delegate of the People’s Congress of Guangdong Province in 1989. In 1993, she was appointed as a delegate of the 8th National People’s Congress and in 1994 as well as a Hong Kong Affairs Advisor. She has been the Deputy Director of the Hong Kong Basic Law Committee of the Standing Committee of the National People’s Congress of the People’s Republic of China between 2006 and 2018.

Apart from being a solicitor of the Supreme Court of Hong Kong, Ms. LEUNG was a qualified Solicitor in England and Wales and obtained a Master of Law degree from the University of Hong Kong in 1988. Ms. LEUNG was appointed a Justice of the Peace in 1982 and was awarded the Grand Bauhinia Medal in 2002.

Ms. LEUNG is appointed as an Independent Non-Executive Director for a term of three years and her directorship is subject to rotational retirement and re-election requirement at annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

There is no agreement on the amount of the director’s fee payable to Ms. LEUNG. The director’s fee (if any) and other remuneration (if any) payable to Ms. LEUNG are subject to review by the Remuneration Committee of the Company and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and Shareholders’ authorization at the annual general meeting (where applicable). Ms. LEUNG’s emolument is determined with reference to her duties and responsibilities in the Company, the Company’s performance, the prevailing market situation and the current arrangement. For the year ended 31st December 2023, Ms. LEUNG received a director’s fee of HK\$470,000.

As at the Latest Practicable Date, Ms. LEUNG did not hold any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Ms. LEUNG has confirmed that (i) she has and had no other relationships with any Directors, senior management of the Company or substantial or controlling Shareholders; (ii) she does not currently hold any position with the Company or other members of the Group; (iii) she has not held any directorship in any other Hong Kong or overseas listed public companies in the last three years; (iv) there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders; and there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The following are the proposed amendments to the Articles of Association.

The Chinese translation of the below proposed amendments set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

Existing Articles	Revised Articles
NA	Add definition of “Corporate Communication” <u>shall have the meaning given to it in the Listing Rules</u>
NA	Add definition of “Electronic Communication” <u>means a communication sent by electronic transmission in any form through any medium, cable, telex message or other remote electronic information delivery system</u>
“ Statutes ” means the Ordinance and every other ordinances, rules and regulations of Hong Kong for the time being in force applying to or affecting the Company, its memorandum of association and/or Articles	“ Statutes ” means the Ordinance and every other ordinances, rules and regulations of Hong Kong for the time being in force applying to or affecting the Company, its memorandum of association and/or Articles
Alteration of Capital Article 60: The Company may from time to time by ordinary resolution: (a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe; (b) consolidate and divide all or any of its capital into shares of larger or smaller amount than its existing shares; (c) change the currency denomination of its share capital;	Alteration of Capital Article 60: The Company may from time to time by ordinary resolution: (a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe; (b) consolidate and divide all or any of its capital into shares of larger or smaller amount than its existing shares; (c) change the currency denomination of its share capital;

Existing Articles	Revised Articles
<p>(d) without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, divide any shares in the Company with or may subsequently have attached to it such preferred, deferred, qualified or other special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine, provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;</p>	<p>(d) without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, divide any shares in the Company with or may subsequently have attached to it such preferred, deferred, qualified or other special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine, provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;</p>
<p>(e) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association of the Company and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over other shares or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares, subject, nevertheless, to the Ordinance;</p>	<p>(e) sub-divide its shares, or any of them, into <u>a larger number of shares of smaller amount</u> than is fixed by the <u>number memorandum of association of the Company shares existing prior to such sub-division</u> and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over other shares or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares, subject, nevertheless, to the Ordinance;</p>
<p>(f) make provision for the issue and allotment of shares which do not carry any voting rights; and</p>	<p>(f) make provision for the issue and allotment of shares which do not carry any voting rights; and</p>

Existing Articles	Revised Articles
(g) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.	(g) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.
<p>Article 77:</p> <p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:</p> <p>(a) by the chairman; or</p> <p>(b) by at least five Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to speak and vote at the meeting; or</p> <p>(c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to speak and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.</p> <p>The demand for a poll may be withdrawn in accordance with Article 82.</p>	<p>Article 77:</p> <p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:</p> <p>(a) by the chairman; or</p> <p>(b) by at least five Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to speak and vote at the meeting; or</p> <p>(c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to speak and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.</p> <p>The demand for a poll may be withdrawn in accordance with Article 82.</p> <p><u>Members or their proxies may vote by any electronic means provided by the Company.</u></p>

Existing Articles	Revised Articles
<p>Article 88:</p> <p>On a poll votes may be given either personally or by proxy. A proxy needs not be a Member of the Company. A member may appoint more than one proxy to attend on the same occasion. Notwithstanding anything contained in these Articles, where a Member of the Company is a clearing house (or its nominee(s)), a proxy or proxies appointed by such member shall be entitled to separate votes on a show of hands.</p>	<p>Article 88:</p> <p>On a poll votes may be given either personally or by proxy. A proxy needs not be a Member of the Company. A member <u>Member</u> may appoint more than one proxy to attend on the same occasion. Notwithstanding anything contained in these Articles, where a Member of the Company is a clearing house (or its nominee(s)), a proxy or proxies appointed by such member shall be entitled to separate votes on a show of hands.</p>
<p>Distribution of relevant financial documents and summary financial reports</p> <p>Article 152:</p> <p>(a) Subject to paragraph (b) below, the Company will, in accordance with legislation, deliver or send to each Member a printed copy of the relevant financial documents or the summary financial report (each as defined in the Ordinance) at least 21 days before the date of the general meeting of the Company.</p> <p>(b) Where a Member (a “Consenting Member”) has, in accordance with legislation and the Listing Rules, consented to treat the publication of the relevant financial documents and/or the summary financial report (each as defined in the Ordinance) on the Company’s computer network as discharging the Company’s obligation under the Ordinance to send a copy of the relevant financial documents and/or the summary financial report (each as defined in the Ordinance), then publication by the Company, in accordance with legislation, on the Company’s computer network of the relevant financial documents and the</p>	<p>Distribution of relevant financial documents and summary financial reports</p> <p>Article 152:</p> <p>(a) Subject to paragraph (b) below, the Company will, in accordance with legislation <u>Statutes and the Listing Rules</u>, deliver or send to each Member a printed copy of the relevant financial documents or the summary financial report (each as defined in the Ordinance) at least 21 days before the date of the general meeting of the Company. <u>Provided that this Article shall not require a copy of these documents to be sent to more than one of the joint holders of any shares or debentures or to any member of, or any holder of debentures, who is not entitled to receive notices of general meetings of the Company.</u></p> <p>(b) Where a Member (a “Consenting Member”) has, in accordance with legislation <u>Statutes</u> and the Listing Rules, <u>consented or is deemed to have so</u> consented to treat the publication of the relevant financial documents and/or the summary financial report (each as defined in the Ordinance) on the Company’s computer network <u>website</u> as discharging the Company’s obligation</p>

Existing Articles	Revised Articles
<p>summary financial report (each as defined in the Ordinance) at least 21 days before the date of the general meeting of the Company shall, in relation to each Consenting Member, be deemed to discharge the Company's obligations under paragraph (a) above.</p>	<p>under the Ordinance to send a copy of the relevant financial documents and/or the summary financial report (each as defined in the Ordinance), then publication by the Company, in accordance with legislation <u>Statutes and the Listing Rules</u>, on the Company's computer network website of the relevant financial documents and the summary financial report (each as defined in the Ordinance) at least 21 days before the date of the general meeting of the Company shall, in relation to each Consenting Member, be deemed to discharge the Company's obligations under paragraph (a) above.</p>
<p>Notices</p> <p>Article 160:</p> <p>Every Member and Director shall register with the Company an address either in Hong Kong or elsewhere to which notices can be sent; and if any Member or Directors shall fail so to do, notice may be given to such Member or Director by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, a notice posted up in the registered office of the Company shall be deemed to be duly served at the expiration of 24 hours after it is so posted.</p>	<p>Notices <u>and Corporate Communication</u></p> <p>Article 160:</p> <p>Every Member and Director shall register with the Company <u>a functional email address or</u> an address either in Hong Kong or elsewhere to which notices can be sent; and if any Member or Directors shall fail so to do, notice may be given to such Member or Director by <u>posting the same on the Company's website or any other electronic means as permitted by the Statutes and Listing Rules or</u> sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, a notice posted up in the registered office of the Company shall be deemed to be duly served at the expiration of 24 hours after it is so posted.</p>

Existing Articles	Revised Articles
<p>Article 161:</p> <p>A notice may be given by personal service, prepaid letter (airmail in the case of a registered address outside Hong Kong), cable, telex or facsimile transmission message or by other remote electronic information delivery system or by advertisement such advertisement shall be published in the newspaper in accordance with the requirements of the Stock Exchange.</p>	<p>Article 161:</p> <p>A notice may be given by personal service, prepaid letter (airmail in the case of a registered address outside Hong Kong), cable, telex or facsimile transmission message or by other remote electronic information delivery system or by advertisement such advertisement shall be published in the newspaper in accordance with the requirements of the Stock Exchange.</p> <p><u>Any notice, document, Corporate Communication or information may be served on, delivered to or made available by Company to any Member:</u></p> <p><u>(a) by personal service;</u></p> <p><u>(b) by prepaid letter (airmail in the case of a registered address outside Hong Kong) addressed to the Member at his registered place of address;</u></p> <p><u>(c) by advertisement and such advertisement shall be published in the newspaper in accordance with the requirements of the Stock Exchange;</u></p> <p><u>(d) by electronic communication to such Member in the manner permitted by the Statutes and the Listing Rules;</u></p>

Existing Articles	Revised Articles
	<p>(e) <u>by publishing it on the Company's website in the manner permitted by the Statutes and the Listing Rules and giving to such Member a notification of the availability of such notice, document, Corporate Communication or information on the Company's website (a "notification of publication") to the extent permitted by and in accordance with the Statutes and the Listing Rules. The notification of publication may be given to such person by any of the means set out in (a) to (d) or (f); or</u></p> <p>(f) <u>by sending or otherwise making available to such person through such means to the extent permitted by, and in accordance with the Statutes, the Listing Rules and other applicable laws, rules and regulations.</u></p>
<p>Article 162:</p> <p>(a) A notice personally delivered to a registered address shall be deemed to have been served at the time of delivery.</p> <p>(b) A notice sent by post to a registered address shall be deemed to have been served on the day following its posting.</p> <p>(c) A notice sent by cable, telex or facsimile transmission message by other remote electronic information delivery system shall be deemed to have been served on the day following the despatch of the cable or telex message.</p>	<p>Article 162:</p> <p><u>Any notice, or document, or Corporate Communication or information given or issued by or on behalf of the Company:</u></p> <p>(a) A notice if personally delivered to a registered address shall be deemed to have been served at the time of delivery;:-</p> <p>(b) A notice sent by post to a registered address shall be deemed to have been served on the day following its posting. <u>if sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office;</u></p>

Existing Articles	Revised Articles
<p>(d) A notice served in any other manner contemplated by these Articles, shall be deemed to have been served at the time of the relevant despatch, transmission or publication; and in proving such service a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.</p> <p>(e) In the case of a notice sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.</p>	<p>(c) <u>if served by advertisement in newspaper in accordance with Article 161(c), A notice sent by cable, telex or facsimile transmission message by other remote electronic information delivery system shall be deemed to have been served on the day following the despatch of the cable or telex message. that date on which such notice, document, Corporate Communication or information is first published;</u></p> <p>(d) <u>if sent by Electronic Communication in accordance with Article 161(d), shall be deemed to have been served at the time when the notice, document, Corporate Communication or information is transmitted electronically provided that no notification that the Electronic Communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice, document, Corporate Communication or information being served;</u></p> <p>(e) <u>if served by publishing it on the Company's website in accordance with Article 161(e), shall be deemed to have been received by the intended recipient when the material was first made available on the website or if later, at the time the intended recipient received (or is deemed to have received) a notification of publication;</u></p>

Existing Articles	Revised Articles
	<p>(d) A notice if served in any other manner contemplated by these Articles, shall be deemed to have been served at the time of the relevant despatch, transmission or publication; and in proving such service a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.</p> <p>(e) In the case of a notice sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.</p>



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Annual General Meeting**” or “**Meeting**”) 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 Wednesday, 5th June 2024 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited Financial Statements and the Report of the Directors and Independent Auditor’s Report for the year ended 31st December 2023.
2. To declare a final dividend of HK\$0.587 per share for the year ended 31st December 2023.
3.
 - (1) To re-elect Mr. ZHOU Bo as Director;
 - (2) To re-elect Mr. ZHANG Yingzhong as Director;
 - (3) To re-elect Ms. LEUNG Oi-sie, Elsie as Director; and
 - (4) To authorize the board of Directors to fix the remuneration of all Directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for

this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares of the Company which the directors of the Company are authorised to buy back pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued shares of the Company as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution), and the said approval shall be limited accordingly; and

- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the Articles of Association of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

- 6. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below and pursuant to Section 141 of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the issued shares of the Company as at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution), and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the Articles of Association of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolution nos.5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Resolution no.6 set out in the notice convening this meeting be and is hereby added by the aggregate number of shares of the Company bought back by the Company under the authority granted pursuant to Resolution no.5 set out in the notice convening this meeting, provided that such number of shares so bought back shall not exceed 10% of the issued shares of the Company as at the date of the said Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution).”

SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT** the Articles of Association of the Company be and are hereby amended as detailed in the explanatory statement on proposed amendments to the Articles of Association of the Company which is contained in Appendix III of the circular of the Company dated 14th May 2024 and forms part of this Notice of Annual General Meeting and that the amended Articles of Association of the Company produced to the Meeting and initialed by the Chairman of the Meeting for the purpose of identification, be and is hereby approved and adopted.”

By Order of the Board
China Resources Power Holdings Company Limited
SHI Baofeng
Chairman

Hong Kong, 14th May 2024

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and speak and, on a poll, vote instead of him, provided that each proxy is appointed to represent the respective number of shares held by the member as specified in the relevant proxy forms. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the registered office of the Company at Rooms 2001–2002, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
3. An explanatory statement as required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed buy-back mandate under Resolution no.5 above is set out in Appendix I of the circular to shareholders of the Company dated 14th May 2024.

4. In the case of joint holders 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.
 - (i) The register of members of the Company will be closed from Friday, 31st May 2024 to Wednesday, 5th June 2024 (both days inclusive), during which no share transfer will be registered. To qualify for the entitlement of the shareholders of the Company to attend, speak and vote at the Annual General Meeting, 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 Thursday, 30th May 2024.
 - (ii) The register of members of the Company will be closed on Wednesday, 12th June 2024, and no share transfer will be registered. To qualify for the proposed final dividend, 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, 11th June 2024.
6. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:30 p.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.cr-power.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned Meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situation.
7. As at the date of this notice, the Board of the Company comprises three executive directors, namely Mr. SHI Baofeng (Chairman), Mr. ZHANG Junzheng and Mr. SONG Kui; three non-executive directors, namely Mr. ZHOU Bo, Mr. ZHANG Yingzhong and Mr. CHEN Guoyong; and four independent non-executive directors, namely Ms. LEUNG Oi-sie, Elsie, Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan.