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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 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 Thursday, 5th June 2025 at 2:30 p.m. is contained in Appendix III to 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, 29th April 2025

DEFINITIONS

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

“2024 Final Dividend”	the final dividend for the year ended 31st December 2024 of HK\$0.691 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 Thursday, 5th June 2025 at 2:30 p.m., notice of which is contained in Appendix III to 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 (excluding the treasury shares, if any) 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)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, being a controlling 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 2024 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23rd April 2025, 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)
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	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*)
WANG Bo (*President*)
SONG Kui (*Vice Chairman*)

Registered Office:

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

Non-executive Directors:

ZHOU Bo
ZHANG Yingzhong
LI Chuanji
ZENG Jun

Independent Non-executive Directors:

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

Hong Kong, 29th April 2025

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
AND
NOTICE OF ANNUAL GENERAL MEETING**

GENERAL MANDATE TO BUY BACK SHARES

A general mandate was given by the Shareholders on 5th June 2024 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 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.

LETTER FROM THE BOARD

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 (including any sale or transfer of treasury shares) not exceeding 20% of the issued Shares (excluding the treasury shares, if any) at the date of the resolution, representing 1,035,411,548 Shares based on the issued Shares of 5,177,057,740 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 (excluding the treasury shares, if any) at the date of the Buy-back Resolution.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of thirteen Directors, namely, Mr. SHI Baofeng, Mr. WANG Bo, Mr. SONG Kui, Mr. ZHOU Bo, Mr. ZHANG Yingzhong, Mr. LI Chuanji, Mr. ZENG Jun, Ms. LEUNG Oi-sie, Elsie, Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack, Mr. YANG Yuchuan, Mr. CHAN Hak Kan and Mr. CHAN Yung.

Pursuant to Article 98 of the Articles of Association, Mr. LI Chuanji, Mr. WANG Bo, Mr. ZENG Jun, Mr. CHAN Hak Kan and Mr. CHAN Yung, who were newly appointed as Directors on 17th October 2024, 16th December 2024, 18th February 2025, 19th March 2025 and 19th March 2025 respectively, 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, Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack, Mr. SHI Baofeng and Mr. YANG Yuchuan, who shall retire from office by rotation at the Annual General Meeting and being eligible, offer themselves for re-election.

The nomination committee of the Company (the “**Nomination Committee**”) had assessed and reviewed the annual written confirmation of independence of each of the Independent Non-executive Directors, including Ms. LEUNG Oi-sie, Elsie, Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan, for the year ended 31st December 2024 and the written confirmation of independence of the newly appointed Independent Non-executive Directors, Mr. CHAN Hak Kan and Mr. CHAN Yung prior to their appointments based on the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee had considered and nominated Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack, Mr. YANG Yuchuan, Mr. CHAN Hak Kan and Mr. CHAN Yung to the Board for it to propose to the Shareholders for their re-election at the Annual General Meeting. The Board believes that the skills and experiences that Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack, Mr. YANG Yuchuan, Mr. CHAN Hak Kan and Mr. CHAN Yung acquired from different background will be beneficial to the Board with diversity of their comprehensive experiences and knowledges and they will continue to contribute effectively to the Board.

LETTER FROM THE BOARD

Dr. CH'IEN Kuo Fung, Raymond and Mr. SO Chak Kwong, Jack have served as Independent Non-executive Directors for more than 9 years and their re-election will be subject to separate resolutions to be approved by the Shareholders. As Independent Non-executive Directors with in-depth understanding of the Company's operations and business, Dr. CH'IEN Kuo Fung, Raymond and Mr. SO Chak Kwong, Jack have expressed objective views and given independent guidance to the Company over the years, and they continue demonstrating firm commitment to their roles. The Board considers that the long service of Dr. CH'IEN Kuo Fung, Raymond and Mr. SO Chak Kwong, Jack would not affect their exercise of independent judgment and is satisfied that Dr. CH'IEN Kuo Fung, Raymond and Mr. SO Chak Kwong, Jack have the required character, integrity and experience to continue fulfilling their roles as the Independent Non-executive Directors. The Board considers that the re-election of Dr. CH'IEN Kuo Fung, Raymond and Mr. SO Chak Kwong, Jack as Independent Non-executive Directors is in the best interest of the Company and the Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of the above retiring Directors, namely Mr. LI Chuanji, Mr. WANG Bo, Mr. ZENG Jun, Mr. SHI Baofeng, Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack, Mr. YANG Yuchuan, Mr. CHAN Hak Kan and Mr. CHAN Yung stand for re-election as Director by way of separate resolution at the Annual General Meeting. Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

PAYMENT OF 2024 FINAL DIVIDEND

At the Board meeting held on 20th March 2025, the Directors recommended a final dividend of HK\$0.691 per Share (2023: HK\$0.587 per Share) for the year ended 31st December 2024. Subject to approval of the Shareholders at the Annual General Meeting, the proposed 2024 Final Dividend will be paid on Wednesday, 23rd July 2025 to Shareholders on the Company's register of members at the close of business on Friday, 13th June 2025. This represents a total distribution for the year of HK\$5,770 million.

The proposed 2024 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 2024 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 2025 (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 13th June 2025 to determine Shareholders' entitlement to the proposed 2024 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 Friday, 4th July 2025. Further announcement in respect of the relevant exchange rate will be published after the Annual General Meeting.

LETTER FROM THE BOARD

Shareholders who intend to elect to receive all of the 2024 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 Wednesday, 23rd July 2025 at the Shareholders' own risk. The transfer is expected to be made to the RMB account designated by the Shareholders on the same day.

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 Friday, 4th July 2025, such Shareholder will automatically receive the 2024 Final Dividend in HK\$. All dividend payments in HK\$ will be made on Wednesday, 23rd July 2025.

If Shareholders wish to receive the 2024 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.

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-election of retiring Directors, re-appointment of auditors and payment of 2024 Final Dividend is contained in Appendix III to 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 Monday, 2nd June 2025 to Thursday, 5th June 2025 (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 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 Friday, 30th May 2025.

LETTER FROM THE BOARD

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, re-appointment of auditors and the payment of 2024 Final Dividend 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 (excluding the treasury shares, if any) 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 5,177,057,740 Shares and the Company did not have any treasury 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 517,705,774 Shares representing not more than 10% of the issued Shares (excluding the treasury shares, if any) 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 2024 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 HK\$	Lowest HK\$
April 2024	20.35	17.98
May 2024	23.20	19.04
June 2024	24.80	22.00
July 2024	25.45	20.80
August 2024	23.15	20.30
September 2024	21.75	18.04
October 2024	22.45	18.24
November 2024	19.08	17.60
December 2024	19.70	17.64
January 2025	18.86	16.64
February 2025	18.64	16.70
March 2025	19.46	17.80
April 2025 (from 1 April up to the Latest Practicable Date)	19.36	17.18

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.

The Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, applicable laws and regulations, market conditions and the Group's capital management needs at the relevant time of the repurchases. Any sale or transfer of treasury shares shall be subject to the general mandate for issue of Shares and made in accordance with the Listing Rules and the Companies Ordinance.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee.

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 controlling shareholder, is interested in 3,196,019,337 Shares (representing approximately 61.73% 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 (assuming that the present shareholding of CRCL remains the same) the attributable interest of CRCL would be increased to approximately 68.59% 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. SHI Baofeng (“Mr. SHI”)

Mr. SHI, aged 53, was appointed as the Chairman of the Board in April 2023 and an Executive Director in September 2021. Mr. SHI is a member of the sustainability committee of the Company (the “**Sustainability Committee**”) and the chairperson of the Nomination Committee. Mr. SHI served as the President of the Company from September 2021 to April 2023. Mr. SHI served as an executive director, the president and the chairman of corporate governance committee of China Resources Gas Group Limited (“**CR Gas**”) from November 2018 to September 2021. Mr. SHI joined China Resources Group in 2006 and China Resources Gas (Holdings) Limited (“**CR Gas Holdings**”) in March 2007. He consecutively served as the assistant general manager and vice president of CR Gas Holdings and responsible for the operation of South China Region.

Mr. SHI holds a master of business administration degree from Southwest Jiaotong University in China and a master’s degree from China Europe International Business School. He also holds a senior engineer qualification.

Mr. SHI has no fixed term of service with the Company and his directorship is subject to retirement and re-election requirements at least every three years at the annual general meeting of the Company pursuant to the Article 120 of the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. SHI. Mr. SHI will not receive any director’s fee from the Company. The remuneration (if any) payable to Mr. SHI is subject to review by the remuneration committee of the Company (the “**Remuneration Committee**”) 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. SHI’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 2024, Mr. SHI received total emoluments amounting to HK\$4,209,000.

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

Save as disclosed herein, Mr. SHI 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. WANG Bo (“Mr. WANG”)

Mr. WANG, aged 50, has been appointed as an Executive Director and the President in December 2024. Mr. WANG served as the Vice President of the Company from May 2022 to November 2024 and a Vice President of the Company and the General Manager of Chongqing Energy Investment Group Co., Ltd. from May 2023 to November 2024. He consecutively served as the General Manager of North China Region and the General Manager for the Northern Region of the Company from March 2019 to May 2022. Mr. WANG joined CR Power in July 1995 and successively served in China Resources Power (Xuzhou) Co., Ltd., China Resources Cangzhou Co-Generation Co., Ltd., Hebei Branch of Thermal Power Division, Asset Operation Department, Construction Department, Operation Department of Thermal Power Division and Human Resources Department of the Company. He has extensive management experience in the power industry.

Mr. WANG holds a bachelor’s degree in engineering from Xi’an Jiaotong University in China.

Mr. WANG has no fixed term of service with the Company and his directorship is subject to retirement and re-election requirements at least every three years at the annual general meeting of the Company pursuant to the Article 120 of the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. WANG. Mr. WANG will not receive any director’s fee from the Company. The remuneration (if any) payable to Mr. WANG is subject to review by the Remuneration Committee 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. WANG’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 2024, Mr. WANG received total emoluments amounting to HK\$3,804,000.

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

Save as disclosed herein, Mr. WANG 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. LI Chuanji (“Mr. LI”)

Mr. LI, aged 55, has been appointed as a Non-executive Director and a member of the audit and risk committee of the Company (the “**Audit and Risk Committee**”) in October 2024. He currently serves as a designated external director of business units of CRH. Mr. LI joined China Resources Group in August 1992. He has successively served in China Resources

Building Materials Technology Holdings Limited as the logistics director, the deputy marketing director, the deputy general manager of Fujian region, the deputy general manager of Yunnan region, the general manager of Guizhou region and the general manager of the structural building materials division, and held the position of vice president from December 2020 to August 2024.

Mr. LI has obtained a bachelor's degree in economics from Shanghai University of Finance and Economics, China and a master's degree in business administration from Hong Kong Baptist University. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Chinese Institute of Certified Public Accountants.

Mr. LI has no fixed term of service with the Company and his directorship is subject to retirement and re-election requirements at least every three years at the annual general meeting of the Company pursuant to the Article 120 of the Articles of Association. There is no agreement on the amount of the director's fee payable to Mr. LI. Mr. LI will not receive any director's fee from the Company. The remuneration (if any) payable to Mr. LI is subject to review by the Remuneration Committee 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. LI'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 2024, the Company did not pay any director's emoluments to Mr. LI.

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

Save as disclosed herein, Mr. LI 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. ZENG Jun (“Mr. ZENG”)

Mr. ZENG, aged 52, has been appointed as a Non-executive Director and a member of the audit and risk Committee in February 2025. He currently serves as a designated external director of business units of CRH, an external director of China Resources Longdation Company Limited and an external director of China Resources Capital Holdings Company Limited. Mr. ZENG had served in the Office of the National Audit Office and the Guangzhou Special Commissioner's Office of the National Audit Office of the People's Republic of China. He joined China Resources Group in February 2013 and has successively served in CRH as the corporate management director of the audit and supervision department, the assistant general manager and the deputy general manager of the audit department.

Mr. ZENG has obtained a bachelor's degree in economics and a master's degree in business administration from Sun Yat-sen University, China. He is a member of the Chinese Institute of Certified Public Accountants and holds the title of Senior Auditor as well as the qualification of Certified Internal Auditor.

Mr. ZENG has no fixed term of service with the Company and his directorship is subject to retirement and re-election requirements at least every three years at the annual general meeting of the Company pursuant to the Article 120 of the Articles of Association. There is no agreement on the amount of the director's fee payable to Mr. ZENG. Mr. ZENG will not receive any director's fee from the Company. The remuneration (if any) payable to Mr. ZENG 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. ZENG'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. Mr. ZENG was appointed as a Director with effect from 18 February 2025 and the Company did not pay any director's emoluments to Mr. ZENG For the year ended 31st December 2024.

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

Save as disclosed herein, Mr. ZENG 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.

Dr. CH'IEN Kuo Fung, Raymond ("Dr. CH'IEN")

Dr. CH'IEN, aged 73, was appointed as an Independent Non-executive Director of the Company in April 2010. Dr. CH'IEN is a partner of Asia Pacific Capital (HK) Limited, and the chairman of the College Council and School Management Committee of St Stephen's College, Hong Kong.

Dr. CH'IEN served as an independent non-executive director of Swiss Re Limited and Swiss Re Asia Pte. Ltd. until 13 April 2022. Dr. CH'IEN was the chairman and an independent non-executive director of Hang Seng Bank Limited from August 2007 to May 2021, an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited from November 1997 to November 2020 and a non-executive chairman of MTR Corporation Limited from July 2003 to December 2015.

In public service, Dr. CH'IEN is an honorary president and past chairman of the Federation of Hong Kong Industries. From January 2013 to March 2018, Dr. CH'IEN was a member of the Economic Development Commission of the Government of the Hong Kong Special Administrative Region ("HKSAR"). From January 2008 to January 2018, Dr. CH'IEN was a member of the Standing Committee of the Tianjin Municipal Committee of the Chinese People's Political Consultative Conference. From 1992 to 1997, Dr. CH'IEN was a member of the Executive Council of Hong Kong, then under British administration. He was appointed a member of the Executive Council of the HKSAR on 1 July 1997 and served until June 2002. Dr. CH'IEN was a Hong Kong member of the APEC Business Advisory Council from 2004 to 2009. He was Chairman of the Hong Kong/European Union Business Cooperation Committee from 2005 to January 2012. Dr. CH'IEN was the previous chairman of the advisory committee on corruption of the Independent Commission Against Corruption, the Hong Kong/Japan Business Cooperation Committee, the Industry and Technology Development Council and the Hong Kong Industrial Technology Centre Corporation Ltd.

Dr. CH'IEN received a doctoral degree in economics from the University of Pennsylvania in 1978 and was a trustee of the University from 2006 to 2016. Dr. CH'IEN was appointed a Justice of the Peace in 1993 and a Commander in the Most Excellent Order of the British Empire in 1994. In 1999, he was awarded the Gold Bauhinia Star Medal. In August 2008, Dr. CH'IEN was conferred the honour of Chevalier de l'Ordre du Mérite Agricole of France.

Dr. CH'IEN was initially appointed as an Independent Non-executive Director for a term of three years and his directorship is subject to rotational retirement and re-election requirement at the annual general meeting 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 Dr. CH'IEN. The director's fee and other remuneration (if any) payable to Dr. CH'IEN are subject to review by the Remuneration Committee 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. Dr. CH'IEN'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, 2024, Dr. CH'IEN received total emoluments amounting to HK\$470,000.

As at the Latest Practicable Date, Dr. CH'IEN had family interest in 4,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Dr. CH'IEN 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 other 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. SO Chak Kwong, Jack (“Mr. SO”)

Mr. SO Chak Kwong, Jack, aged 80, was appointed as an Independent Non-executive Director of the Company in June 2014. Mr. SO is the chairperson of the Sustainability Committee and a member of the Audit and Risk Committee and the Nomination Committee. He is currently an independent non-executive director of AIA Group Limited, a company listed on the Stock Exchange, and a member of the Chief Executive’s Council of Advisers of the HKSAR Government. Mr. SO was previously an independent senior advisor to Credit Suisse, Greater China from January 2008 to October 2022, a non-official member of the Chief Executive’s Council of Advisers on Innovation and Strategic Development from March 2018 to June 2022, the chairman of the Consultative Committee on Economic and Trade Co-operation between Hong Kong and Mainland China from October 2013 to December 2015 and the chairman of Airport Authority Hong Kong from June 2015 to May 2024. Mr. SO was awarded the Gold Bauhinia Star and the Grand Bauhinia Medal by the HKSAR Government in 2011 and 2017, respectively. Mr. SO served as an executive director of the Hong Kong Trade Development Council from 1985 to 1992 and served as its chairman from 2007 to 2015. He was an independent non-executive director of Cathay Pacific Airways Limited from 2002 to 2015, a non-executive director of The Hongkong and Shanghai Banking Corporation Limited from 2000 to 2007, the chairman of the Hong Kong Film Development Council from 2007 to 2013 and a member of the National Committee of the Chinese People’s Political Consultative Conference from 2008 to 2018.

Mr. SO was initially appointed as an Independent Non-executive Director for a term of three years and his directorship is subject to rotational retirement and re-election requirement at the annual general meeting 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 Mr. SO. The director’s fee and other remuneration (if any) payable to Mr. SO are subject to review by the Remuneration Committee 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. SO’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 2024, Mr. SO received total emoluments amounting to HK\$470,000.

As at the Latest Practicable Date, Mr. SO had corporate interests in 400,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. SO 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 other 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. YANG Yuchuan (“Mr. YANG”)

Mr. YANG, aged 61, was appointed as an Independent Non-executive Director of the Company in September 2021. Mr. YANG is the chairperson of the Audit and Risk Committee and a member of the Remuneration Committee. Mr. YANG is the guest professor of Hong Kong Financial Services Institute, the chief executive and chief macro economist of Prime China Securities Limited, responsible for the day-to-day management and operation of the company. He has extensive experience in the financial industry. Mr. YANG was an executive director of Century Sunshine Group Holdings Limited, a company listed on the Stock Exchange, a non-executive director of TTG Fintech Limited, a company listed on The Australian Securities Exchange, an executive director of Partners Capital Securities Limited and the chief executive of Sunshine Asset Management (HK) Limited. Mr. YANG was an independent non-executive director of Huiyin Holdings Group Limited from December 2018 to June 2020. He has been appointed as an independent non-executive director of CR Gas and Bojun Education Company Limited, both being companies listed on the Stock Exchange, in August 2018 and September 2024, respectively.

Mr. YANG holds a Bachelor’s Degree from Shanghai Jiao Tong University in China and an MBA Degree from the University of San Francisco in the United States of America.

Mr. YANG has no fixed term of service with the Company and his directorship is subject to retirement and re-election requirements at least every three years at the annual general meeting of the Company pursuant to the Article 120 of the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. YANG. The director’s fee and other remuneration (if any) payable to Mr. YANG are subject to review by the Remuneration Committee 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. YANG’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 2024, Mr. YANG received total emoluments amounting to HK\$470,000.

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

Save as disclosed herein, Mr. YANG has confirmed that (i) he has and had no other relationships with any Directors, senior management of the Company or substantial or controlling Shareholders; (ii) he does not currently hold any other position with the Company or other members of the Group; (iii) he has not held any other directorship in any other Hong Kong or overseas listed public companies in the last three years; (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. CHAN Hak Kan

Mr. CHAN Hak Kan, aged 48, has been appointed as an Independent Non-executive Director, a member of the Sustainability Committee, and a member of the Remuneration Committee in March 2025. Mr. CHAN Hak Kan is currently a non-official member of the Executive Council of the HKSAR, a member of the Legislative Council of HKSAR (the “**Legislative Council**”), and the chairman of the Democratic Alliance for the Betterment and Progress of Hong Kong (“**DAB**”). He has been elected as a member of the Legislative Council for four consecutive terms in 2008, 2012, 2016, and 2021. He currently serves as an independent non-executive director of Xinyi Electric Storage Holdings Limited, Oshidori International Holdings Limited, and Imagi International Holdings Limited, all being companies listed on the Stock Exchange, an independent non-executive director of Hong Kong Mortgage Corporation Limited, the vice chairman of the new energy strategic development committee of Sinopec (Hong Kong) Petroleum Holding Limited, a member of the Po Leung Kuk Advisory Board, a member of the Disaster Relief Fund Advisory Committee, and a member of the Xiamen Municipal Committee of the Chinese People’s Political Consultative Conference. Mr. CHAN Hak Kan has previously served as a council member of The Chinese University of Hong Kong, a member of the Governing Committee of Hong Kong Beat Drugs Fund Association, a standing member of the Advisory Board of Tung Wah Group of Hospitals, and a member of the 10th and 11th sessions of the All-China Youth Federation. Prior to becoming a member of the Legislative Council, he was appointed as a special assistant to the Chief Executive of HKSAR. He was awarded the title of Justices of the Peace in 2012, was awarded a Bronze Bauhinia Star in 2016, and was awarded a Silver Bauhinia Star in 2021. He has served as the chairman of the Panel on Environmental Affairs of the Legislative Council and the chairman of the Panel on Security of the Legislative Council and he possess in-depth and unique insights into Hong Kong’s environmental and security policies.

Mr. CHAN Hak Kan holds a bachelor degree of social science in government and public administration and a master degree of social science in law and public affairs from The Chinese University of Hong Kong.

Mr. CHAN Hak Kan has no fixed term of service with the Company and his directorship is subject to retirement and re-election requirements at least every three years at the annual general meeting of the Company pursuant to the Article 120 of the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. CHAN Hak Kan. The director’s fee and other remuneration (if any) payable to Mr. CHAN Hak Kan are subject to review by the Remuneration Committee 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. CHAN Hak Kan’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. As Mr. CHAN Hak Kan was appointed as a Director with effect from 19th March 2025, the Company did not pay any director’s emoluments to Mr. CHAN Hak Kan for the year ended 31st December 2024.

As at the Latest Practicable Date, Mr. CHAN Hak Kan did not hold any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. CHAN Hak Kan has confirmed that (i) he has and had no other relationships with any Directors, senior management of the Company or substantial or controlling Shareholders; (ii) he does not currently hold any other position with the Company or other members of the Group; (iii) he has not held any other directorship in any other Hong Kong or overseas listed public companies in the last three years; (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. CHAN Yung

Mr. CHAN Yung, aged 55, has been appointed as an Independent Non-executive Director, a member of the Sustainability Committee and a member of the Audit and Risk Committee in March 2025. He is currently an independent non-executive director of Famous Tech International Holdings Limited and Wang On Group Limited, both being companies listed on the Stock Exchange. Mr. CHAN Yung has various public appointments, including Hong Kong Deputy to the 12th to 14th National People's Congress of the People's Republic of China, the convener of Hong Kong Deputies to the National People's Congress, a member of the 7th Legislative Council, the vice chairman of the DAB, and the president of New Territories Association of Societies. He holds a master's degree in law and public affairs from The Chinese University of Hong Kong, a bachelor's degree in social work (Honors) from The City University of Hong Kong, a post-graduate diploma of political science and public administration from Tsinghua University, and is a registered social worker. He possesses in-depth professional insights into social services and public policy in Hong Kong. Mr. CHAN Yung was appointed as a Justice of the Peace by the HKSAR government in 2011, awarded a Bronze Bauhinia Star in 2014, and awarded a Silver Bauhinia Star in 2024.

Mr. CHAN Yung has no fixed term of service with the Company and his directorship is subject to retirement and re-election requirements at least every three years at the annual general meeting of the Company pursuant to the Article 120 of the Articles of Association. There is no agreement on the amount of the director's fee payable to Mr. CHAN Yung. The director's fee and other remuneration (if any) payable to Mr. CHAN Yung are subject to review by the Remuneration Committee 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. CHAN Yung'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. As Mr. CHAN Yung was appointed as a Director with effect from 19th March 2025, the Company did not pay any director's fee to Mr. CHAN Yung for the year ended 31st December 2024.

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

Save as disclosed herein, Mr. CHAN Yung has confirmed that (i) he has and had no other relationships with any Directors, senior management of the Company or substantial or controlling Shareholders; (ii) he does not currently hold any other position with the Company or other members of the Group; (iii) he has not held any other directorship in any other Hong Kong or overseas listed public companies in the last three years; (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.



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 Thursday, 5th June 2025 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 the Independent Auditor’s Report for the year ended 31st December 2024.
2. To declare a final dividend of HK\$0.691 per share for the year ended 31st December 2024.
3.
 - (1) To re-elect Mr. SHI Baofeng as Director;
 - (2) To re-elect Mr. WANG Bo as Director;
 - (3) To re-elect Mr. LI Chuanji as Director;
 - (4) To re-elect Mr. ZENG Jun as Director;
 - (5) To re-elect Dr. CH’IEN Kuo Fung, Raymond as Director;
 - (6) To re-elect Mr. SO Chak Kwong, Jack as Director;
 - (7) To re-elect Mr. YANG Yuchuan as Director;
 - (8) To re-elect Mr. CHAN Hak Kan as Director;
 - (9) To re-elect Mr. CHAN Yung as Director; and
 - (10) To authorize the board of Directors to fix the remuneration of all Directors.

4. To re-appoint Deloitte Touche Tohmatsu as the auditor 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 (excluding the treasury shares, if any) 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 (including any sale or transfer of treasury shares) 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 (excluding the treasury shares, if any) 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 (excluding the treasury shares, if any) 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).”

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

Hong Kong, 29th April 2025

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 to the circular to shareholders of the Company dated 29th April 2025.
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 Monday, 2 June 2025 to Thursday, 5th June 2025 (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 Friday, 30th May 2025.
 - (ii) The register of members of the Company will be closed on Friday, 13th June 2025, 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 Thursday, 12th June 2025.
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. WANG Bo (President) and Mr. SONG Kui; four Non-executive Directors, namely Mr. ZHOU Bo, Mr. ZHANG Yingzhong, Mr. LI Chuanji and Mr. ZENG Jun; and six Independent Non-executive Directors, namely Ms. LEUNG Oi-sie, Elsie, Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack, Mr. YANG Yuchuan, Mr. CHAN Hak Kan and Mr. CHAN Yung.