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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 form of proxy enclosed with the 2017 annual report 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.

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**華潤電力控股有限公司**  
**China Resources Power Holdings Company Limited**  
*(Incorporated in Hong Kong under the Companies Ordinance)*  
**(Stock Code : 836)**

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Monday, 28th May, 2018 at 10:00 a.m. is contained in the Appendix III of this circular. Shareholders are advised to read the notice contained herein and to complete and return the form of proxy for use at the annual general meeting in accordance with the instructions printed thereon. Completion of the form of proxy will not preclude the shareholders from attending and voting at the meeting if they so wish.

Hong Kong, 25th April 2018

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## DEFINITIONS

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

“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 Monday, 28th May, 2018 at 10:00 a.m., notice of which is contained in the Appendix III of this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“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)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	19th April 2018, 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
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution the Shares up to a maximum of 10% of the issued Shares at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.5 of the notice of the Annual General Meeting
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange

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## DEFINITIONS

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“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“\$”	Hong Kong dollar
“%”	Per Cent



**華潤電力控股有限公司**  
**China Resources Power Holdings Company Limited**

*(Incorporated in Hong Kong under the Companies Ordinance)*

**(Stock Code : 836)**

**Directors:**

*Non-executive Directors:*

LI Ru Ge (*Chairman*)

CHEN Ying

WANG Yan

*Executive Directors:*

GE Chang Xin (*Vice Chairman*)

HU Min (*President*)

WANG Xiao Bin (*Chief Financial Officer  
and Company Secretary*)

*Independent Non-executive Directors:*

MA Chiu-Cheung, Andrew

LEUNG Oi-sie, Elsie

CH' IEN K.F. Raymond

SO Chak Kwong, Jack

**Registered Office:**

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

Hong Kong, 25th April 2018

*To the shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**GENERAL MANDATE TO REPURCHASE SHARES**

A general mandate was given by Shareholders on 8 June 2017 to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of the Repurchase 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 repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in the Appendix I hereto.

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## LETTER FROM THE CHAIRMAN

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### 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 at the Latest Practicable Date, and adding to such general mandate so granted to the Directors any Shares representing the aggregate number of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued Shares at the date of the Repurchase Resolution.

### RE-ELECTION OF RETIRING DIRECTORS

The board of Directors (“the Board”) currently consists of ten Directors, namely, Mr. LI Ru Ge, Mr. GE Chang Xin, Mr. HU Min, Ms. WANG Xiao Bin, Mr. CHEN Ying, Mr. WANG Yan, Mr. MA Chiu-Cheung, Andrew, Ms. LEUNG Oi-sie, Elsie, Dr. CH’IEN K.F., Raymond and Mr. SO Chak Kwong, Jack.

Pursuant to Article 120 of the Articles of Association, Mr. GE Chang Xin, Mr. HU Min, Ms. WANG Xiao Bin and Mr. SO Chak Kwong, Jack, who are longest in office, shall retire from office by rotation at the Annual General Meeting and being eligible, offer themselves for re-election.

Pursuant to Article 98 of the Articles of Association, Mr. LI Ru Ge, who was newly appointed as Chairman of the Board and Non-executive Director on 5 March 2018, shall hold office until the Annual General Meeting and shall then be eligible for re-election.

Details of retiring Directors proposed for re-election at the Annual General Meeting are set out in the Appendix II of this circular

### ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Repurchase Proposal, the general mandate for Directors to issue new Shares and re-election of retiring Directors is contained in the Appendix III of this circular. Shareholders are advised to read the notice and to complete and return the form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon.

### 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 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 Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE CHAIRMAN

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### RECOMMENDATION

The Directors believe that the Repurchase Proposal, the general mandate for Directors to issue new Shares and the re-election of retiring Directors 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**  
**LI Ru Ge**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued Shares as at the date of the Repurchase 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 Repurchase Resolution and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase 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 REPURCHASE**

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchase 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 repurchase will benefit the Company and its Shareholders.

### **3. FUNDING OF REPURCHASE**

In repurchasing 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 repurchase 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 repurchase 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 2017 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase 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:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2017	14.64	13.70
May 2017	16.36	13.52
June 2017	16.34	14.30
July 2017	15.76	14.40
August 2017	15.56	14.26
September 2017	14.86	13.70
October 2017	15.08	13.78
November 2017	15.78	14.42
December 2017	14.90	13.82
January 2018	15.14	14.00
February 2018	14.68	12.82
March 2018	14.68	13.04
April 2018 (up to the Latest Practicable Date)	14.56	13.96

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase 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 Repurchase 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 Repurchase Proposal is approved by the Shareholders.



**6. TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase 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, the ultimate 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 repurchase Shares under the Repurchase Proposal, then (if the present shareholding of China Resources Company Limited remains the same) the attributable interest of China Resources Company Limited would be increased to approximately 69.87% of the issued Shares.

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

**7. SHARES REPURCHASE MADE BY THE COMPANY**

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

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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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

### **Mr. GE Chang Xin (“Mr. GE”)**

Mr. GE Chang Xin, aged 60, was appointed as an Executive Director and Vice Chairman of the Company on 16th April, 2016. He is also Senior Vice President of the Company and Director of China Resources Coal (Group) Co., Ltd. He has served as the Deputy General Manager of the coal-fired power generation division, head of the Office of the Board and head of the Strategic Development Department of the Company. He served as the Deputy General Manager of the coal-fired power generation division and General Manager of the South China branch in May 2012; General Manager of South China branch in January 2011; General Manager of Guangzhou China Resources Thermal Power Co., Ltd. (廣州華潤熱電有限公司) after December 2007, and successively as Assistant General Manager and Deputy General Manager of China Resources Power Hubei Co., Ltd. (華潤電力湖北有限公司) from August 2002 to November 2007. Prior to joining the Company, he worked in Huaibei Guoan Power Company Limited (淮北國安電力有限公司). Mr. GE holds an MBA from the Huazhong University of Science and Technology (華中科技大學).

Save as above, Mr. GE has not held any directorship in any other listed companies in the last three years and save as above, he does not have any position with the Company or other members of the Group.

There is no service agreement entered into between Mr. GE and the Company. His directorship is subject to rotational retirement and re-election requirement at annual general meetings pursuant to the Articles of Association.

Mr. GE is entitled to an annual basic salary of HK\$1,740,280. He is also entitled to a discretionary bonus determined by the Board at its absolute discretion having regard to the Group’s performance and the prevailing market situation. His remuneration as an Executive Director of the Company is determined with reference to his position, level of responsibilities, remuneration policy of the Company and prevailing market conditions. The director’s fee (if any) and other remunerations (if any) payable are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and authorization from Shareholders at the annual general meetings (where applicable). For the year ended 31st December 2017, Mr. GE received total emoluments amounting to HK\$6,476,630.

Save as above, Mr. GE does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. GE has personal interest in 4,828 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. GE confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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### Mr. HU Min (“Mr. HU”)

Mr. HU Min, aged 53, was appointed as an Executive Director and President of the Company on 16th April 2016. Mr. HU has served as deputy general manager of the Strategic Management Department and director of the Lean Management Office (精益管理辦公室) of China Resources Holdings Co., Ltd. from February 2014 to April 2016; Deputy General Manager of the coal-fired power generation division and General Manager of Jiangsu branch of the Company from May 2012 to February 2014; Assistant President of the Company and General Manager of Jiangsu branch from May 2010 to May 2012; and Deputy Chief Technical Officer and deputy director of Operation Department of the Company from June 2009 to May 2010. Prior to joining the Company, Mr. HU served as general manager of Guangdong Shajiao C Power Plant (廣東沙角C電廠), general manager of Guangdong Yuehua Power Generation Co., Ltd. (廣東粵華發電有限公司), and deputy chief engineer and head of strategic development of Guangdong Yudean Group Co. Ltd. (廣東粵電集團有限公司). Mr. HU holds a bachelor degree in Thermal Energy and Power Engineering (熱能動力工學) from Chongqing University, a master degree in Engineering Thermophysics Engineering (工程熱物理工學) from Chongqing University, and a doctorate degree in Power Engineering and Engineering Thermophysics (動力工程與工程熱物理工學) from Zhejiang University. Mr. HU was a member of the training programme for the second batch of high-level management personnel in Guangdong Province, and was enrolled in University of Massachusetts Boston. He holds the title of senior engineer.

Save as above, Mr. HU has not held any directorship in any other listed companies in the last three years and save as above, he does not have any position with the Company or other members of the Group.

There is no service agreement entered into between Mr. HU and the Company. His directorship is subject to rotational retirement and re-election requirement at annual general meetings pursuant to the Articles of Association.

Mr. HU is entitled to an annual basic salary of HK\$1,969,200. He is also entitled to a discretionary bonus determined by the Board at its absolute discretion having regard to the Group's performance and the prevailing market situation. His remuneration as an Executive Director of the Company is determined with reference to his position, level of responsibilities, remuneration policy of the Company and prevailing market conditions. The director's fee (if any) and other remunerations (if any) payable are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and authorization from Shareholders at the annual general meetings (where applicable). For the year ended 31st December 2017, Mr. HU received total emoluments amounting to HK\$5,408,847.

Save as above, Mr. HU does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders.

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

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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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Save as disclosed above, Mr. HU confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **Ms. WANG Xiao Bin (“Ms. WANG”)**

Ms. WANG Xiao Bin, aged 50, is an Executive Director and Chief Financial Officer and Company Secretary of the Company. She was appointed as an Executive Director on 13th February 2006. Prior to joining the Company in July 2003, Ms. WANG was a director of corporate finance of ING Investment Banking, responsible for execution of capital markets and merger and acquisition transactions in the Asia Pacific region. She worked for Pricewaterhouse in Australia in the audit and business advisory division for five years before joining ING Barings. Ms. WANG is also an independent non-executive director of WorleyParsons Limited, a company listed on the Australian Securities Exchange.

Ms. WANG is a member of the Australian Society of Certified Practising Accountants and holds a graduate diploma in Applied Finance and Investment from the Securities Institute of Australia and a Bachelor’s degree in Commerce from Murdoch University in Australia.

Save as above, Ms. WANG has not held any directorship in any other listed companies in the last three years and save as above, she does not have any position with the Company or other members of the Group.

There is no service agreement entered into between Ms. WANG and the Company. Her directorship is subject to rotational retirement and re-election requirement at annual general meetings pursuant to the Articles of Association.

Ms. WANG is entitled to an annual basic salary of HK\$1,725,600. She is also entitled to a discretionary bonus determined by the Board at its absolute discretion having regard to the Group’s performance and the prevailing market situation. Her remuneration as an Executive Director of the Company is determined with reference to her position, level of responsibilities, remuneration policy of the Company and prevailing market conditions. The director’s fee (if any) and other remunerations (if any) payable are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and authorization from Shareholders at the annual general meetings (where applicable). For the year ended 31st December 2017, Ms. WANG received total emoluments amounting to HK\$5,749,802.

Save as above, Ms. WANG does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders.

As at the Latest Practicable Date, Ms. WANG has personal interest in 3,664,560 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. WANG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED**

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**Mr. SO Chak Kwong, Jack (“Mr. SO”)**

Mr. SO Chak Kwong, Jack, aged 71, was appointed as an Independent Non-executive Director of the Company on 11th June 2014. Mr. SO began his career with the Hong Kong Government and joined the private sector in 1978, having held various senior positions in stockbroking, banking and property development. He served as executive director of the HKTDC from 1985 to 1992 and its chairman from 2007 to 2015. He was chairman and chief executive of the MTR Corporation from 1995 to 2003 and deputy chairman and group managing director of PCCW from 2003 to 2007.

Mr. SO is also an independent non-executive director of AIA Group Ltd. He is also a senior advisor to Credit Suisse, Greater China. He was an independent director of HSBC from 2000 to 2007 and Cathay Pacific Airways Limited from 2002 to 2015.

Mr. SO is the vice chairman of the Hong Kong Philharmonic Society. He is also the chairman of Harrow International School Hong Kong. He served as chairman of the Hong Kong Film Development Council from April 2007 to March 2013.

Mr. SO has been a member of the Chinese People’s Political Consultative Conference since 2008 and was an International Business Advisor to the Mayor of Beijing. He has been appointed Honorary Consultant to the Mayor of San Francisco in May 2013.

A Justice of the Peace, Mr. SO was awarded the Golden Bauhinia Star by the Hong Kong SAR Government in 2011. In the same year, he received an Honorary Doctorate in Social Science from the University of Hong Kong.

Mr. SO is the chairman of the Sustainability Committee and members of the Audit and Risk Committee and the Nomination Committee of the Company.

Save as above, Mr. SO has not held any directorship in any other listed companies in the last three years and save as above, he does not have any position with the Company or other members of the Group.

Mr. SO is 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 annual general meetings of the Company pursuant to 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 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 (where applicable). 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 2017, Mr. SO received a director’s fee of HK\$345,000.

Mr. SO does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders.

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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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

Save as disclosed above, Mr. SO has confirmed that there is no other matter that needs to be brought to the attention of Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to rule 13.51(2) of the Listing Rules.

### **Mr. LI Ru Ge (“Mr. LI”)**

Mr. LI Ru Ge, aged 54, was appointed as the Chairman of the Board and a Non-executive Director of the Company on 5th March 2018. Mr. Li joined China Resources (Holdings) Company Limited, the substantial Shareholder, in December 2017 and is the chief financial officer of the China Resources Group. Prior to that, Mr. LI served as the chief financial officer of the State Grid Corporation of China from November 2007 to December 2017. Mr. LI has rich experience in the power industry as he served as general manager of power plant, fuel procurement company and held many senior management positions in Shandong Province Power Group Company and China Guodian Corporation. Mr. LI is also vice chairman of Hua Xia Bank Co., Limited. Mr. LI is an executive director of the council of China Association of Chief Financial Officers and is a director of the council of The Accounting Society of China. Mr. LI holds a Master in Business Administration degree from Nankai University and is a senior accountant in China.

Mr. LI is the chairman of the Nomination Committee and a member of the Sustainability Committee of the Company.

Save as above, Mr. LI has not held any directorship in any other listed companies in the last three years and save as above, he does not have any position with the Company or other members of the Group.

Mr. LI is appointed as the Chairman of the Board and a Non-executive Director for a term of three years and his directorship is subject to rotational retirement and re-election requirement at annual general meetings of the Company pursuant to the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. LI. The director’s fee and other remuneration (if any) payable to Mr. LI 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. 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 2017, the Company did not pay any director’s fee to Mr. LI.

Save as disclosed herein, Mr. LI does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. LI did not hold any interest in Shares within the meaning of Part XV of the SFO.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED**

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Save as disclosed above, Mr. LI has confirmed that there is no other matter that needs to be brought to the attention of Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to rule 13.51(2) of the Listing Rules.

In the opinion of the Directors, other than the aforesaid matters, there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of each of the above retiring Directors.



**華潤電力控股有限公司**  
**China Resources Power Holdings Company Limited**  
*(Incorporated in Hong Kong under the Companies Ordinance)*  
**(Stock Code : 836)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Company will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 28th May 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Report of the Directors and Independent Auditor's Report for the year ended 31 December 2017.
2. To declare a final dividend for the year ended 31 December 2017.
3.
  - (1) To re-elect Mr. GE Chang Xin as Director;
  - (2) To re-elect Mr. HU Min as Director;
  - (3) To re-elect Ms. WANG Xiao Bin as Director;
  - (4) To re-elect Mr. SO Chak Kwong, Jack as Director;
  - (5) To re-elect Mr. LI Ru Ge as Director;
  - (6) To authorize the Board of Directors to fix the remuneration of all Directors.
4. To re-appoint PricewaterhouseCoopers as Auditors 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 repurchase 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 repurchase 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 repurchased 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 repurchased 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).”

By Order of the Board

**China Resources Power Holdings Company Limited**

**WANG Xiao Bin**

*Executive Director and Company Secretary*

Hong Kong, 25th April 2018

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies 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 form of proxy, 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. With regard to item no.3 in this notice, details of the retiring Directors are set out in Appendix II of the circular to shareholders dated 25th April 2018.
4. An explanatory statement as required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed repurchase mandate under Resolution no.5 above is set out in Appendix I of the circular to shareholders dated 25th April 2018.
5. 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.
6.
  - (i) The register of members of the Company will be closed from Wednesday, 23rd May 2018 to Monday, 28th May 2018 (both days inclusive), during which no share transfer will be registered. To qualify for the entitlement of the shareholders of the Company to attend 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 Monday, 21st May 2018.
  - (ii) The register of members of the Company will be closed on Wednesday, 20th June 2018, during which 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, 19th June 2018.
7. As at the date of this notice, the board of directors of the Company comprises three non-executive directors, namely Mr. LI Ru Ge (*Chairman*), Mr. CHEN Ying and Mr. WANG Yan; three executive directors, namely Mr. GE Chang Xin (*Vice Chairman*), Mr. HU Min (*President*) and Ms. WANG Xiao Bin (*Chief Financial Officer and Company Secretary*); and four independent non-executive directors, namely Mr. MA Chiu-Cheung, Andrew, Ms. LEUNG Oi-sie, Elsie, Mr. CH'IEN K.F., Raymond and Mr. SO Chak Kwong, Jack.