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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 2021 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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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 BUY BACK SHARES AND TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PAYMENT OF FINAL DIVIDEND, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting (the "AGM") of China Resources Power Holdings Company Limited (the "Company") to be held at 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 7th June 2022 at 2:30 p.m. is contained in the Appendix IV 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.

SPECIAL ARRANGEMENTS FOR THE EPIDEMIC AT THE ANNUAL GENERAL MEETING

Please see page i to ii of this circular for special arrangements for the AGM.

SHAREHOLDERS ARE STRONGLY ENCOURAGED TO EXERCISE THEIR RIGHTS TO VOTE AT THE AGM BY APPOINTING THE CHAIRMAN OF THE AGM AS THEIR PROXIES AND VOTE ACCORDING TO VOTING INSTRUCTIONS AS INDICATED IN THEIR PROXY FORMS.

Hong Kong, 12th May 2022

SPECIAL ARRANGEMENTS FOR THE AGM

The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights to attend and vote at the AGM, but is conscious of the need to protect the AGM attendees from possible exposure to the COVID-19 pandemic. For the health and safety of the AGM attendees, the Company would be adopting special arrangements for the AGM. Details of which are set out below.

No Shareholder (or any proxy or corporate representative appointed by any Shareholder) will be permitted to attend the AGM in person, other than a minimum number of Shareholders (in person or by proxy) who are required to do so to form a quorate meeting. The quorum will be formed by Director(s) or other senior staff members of the Company who are Shareholders and/or proxies appointed by the Shareholders. A limited number of other attendees will also attend in person to ensure the proper conduct of the meeting. There will be NO distribution of corporate souvenirs, food, beverages or any other item at the AGM venue.

SHAREHOLDERS ARE STRONGLY ENCOURAGED TO EXERCISE THEIR RIGHTS TO VOTE AT THE AGM BY APPOINTING THE CHAIRMAN OF THE AGM AS THEIR PROXIES AND VOTE ACCORDING TO VOTING INSTRUCTIONS AS INDICATED IN THEIR PROXY FORMS. If a Shareholder appoints a person who is not the Chairman of the AGM as his/her/its proxy, such person will not be permitted entry to the meeting and therefore will not be able to cast votes on behalf of that Shareholder.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to make changes to arrangements relating to the AGM at short notice. Shareholders should check the Company's website (www.cr-power.com) or the HKEXnews website (www.hkexnews.hk) for any future announcements and updates on the AGM arrangements.

WEBCAST PARTICIPATION

Registered Shareholders may join the AGM online (the "Online AGM") as an observer by viewing the live webcast of the AGM proceedings through <http://meetings.computershare.com/CRPower2022AGM> (the "Online Platform"). Joining the webcast will not count towards the quorum, will not enable Shareholders to cast their votes online. Login details for joining the webcast are set out below:

Login details for registered Shareholders

Details regarding the AGM arrangements including login details to access the Online Platform are included in the Company's notification letter to registered Shareholders ("Shareholder Notification") sent together with this circular.

SPECIAL ARRANGEMENTS FOR THE AGM

Login details for non-registered Shareholders

Non-registered Shareholders who wish to join the Online AGM should (1) contact and instruct their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their shares are held (together, the “Intermediary”) to appoint themselves as proxy to join the Online AGM and (2) provide their e-mail address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the Online AGM arrangements including login details to access the Online Platform will be sent by the Company’s share registrar to the e-mail addresses of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 12:00 noon on Monday, 6th June 2022 should reach out to the share registrar of the Company for assistance. Without the login details, non-registered Shareholders will not be able to participate using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else.

ONLINE Q&A

In addition to above webcast participation, the Company will provide a platform to enable registered Shareholders to submit questions relevant to the proposed resolutions online during the AGM through <http://meetings.computershare.com/CRPower2022AGM> (“Online Q&A”). Registered Shareholders may participate in the Online Q&A after successfully logging in to the webcast by entering their distinctive username and password previously notified to each registered Shareholder in writing by letter dated 12th May 2022. Once logged in to the webcast, there will be prominent wording on-screen indicating how questions may be submitted to the Company in writing. The Company may not be able to respond to all questions received during the Online Q&A, but will endeavour, where appropriate, to respond to such questions at the AGM.

GENERAL

Webcast participation and participating in the Online Q&A will not count towards the quorum and will not enable Shareholders to cast votes online.

DEFINITIONS

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

“2021 Final Dividend”	the final dividend for the year ended 31st December 2021 of HK\$0.045 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 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 7th June 2022 at 2:30 p.m., notice of which is contained in the Appendix IV of this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of the Directors of the Company
“Buy-back Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to buy back during the period as set out in the Buy-back Resolution the Shares up to a maximum of 10% of the issued Shares at the date of the Buy-back Resolution
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution no.5 of the notice of the Annual General Meeting
“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)
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, is a substantial shareholder of the Company

DEFINITIONS

“Director(s)”	the director(s) of the Company
“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 2021 Final Dividend in RMB (but not part, save in the case of HKSCC Nominees Limited, which may elect to receive part of its entitlement in RMB)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar
“Latest Practicable Date”	5th May 2022, 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
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs (as amended from time to time)
“%”	Per Cent

LETTER FROM THE CHAIRMAN



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:

WANG Chuandong (*Chairman*)
LIU Guixin
CHEN Guoyong

Registered Office:

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

Executive Directors:

SHI Baofeng (*President*)
ZHANG Junzheng (*Vice Chairman*)
WANG Xiao Bin
(Senior Vice President and Company Secretary)

Independent Non-executive Directors:

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

To the Shareholders,

Hong Kong, 12th May 2022

Dear Sir or Madam,

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

GENERAL MANDATE TO BUY BACK SHARES

A general mandate was given by the Shareholders on 7th June 2021 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 the Appendix I hereto.

LETTER FROM THE CHAIRMAN

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 bought back by the Company after the granting of the general mandate to buy back up to 10% of the issued Shares at the date of the Buy-back Resolution.

RE-ELECTION OF RETIRING DIRECTORS

The board currently consists of ten Directors, namely, Mr. WANG Chuandong, Mr. SHI Baofeng, Mr. ZHANG Junzheng, Ms. WANG Xiao Bin, Mr. LIU Guixin, Mr. CHEN Guoyong, Ms. LEUNG Oi-sie, Elsie, Dr. CH'IEN Kuo-fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan.

Pursuant to Article 98 of the Articles of Association, Mr. SHI Baofeng, who was newly appointed as Director on 30th September 2021, and Mr. LIU Guixin, Mr. CHEN Guoyong and Mr. YANG Yuchuan, who were newly appointed as Directors on 15th September 2021, 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, Mr. WANG Chuandong, Mr. ZHANG Junzheng, Dr. CH'IEN Kuo-fung, Raymond and Mr. SO Chak Kwong, Jack, who are existing Directors longest in office since their last re-election, 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 had assessed and reviewed the annual written confirmation of independence of each of the Independent Non-executive Directors for the year ended 31 December 2021 based on the independence criteria as set out in Rule 3.13 of the Listing Rules, including Dr. CH'IEN Kuo-fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan. The Nomination Committee of the Company had considered and nominated Dr. CH'IEN Kuo-fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. The Board believes that the skills and experiences they acquired from a 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 CHAIRMAN

Dr. CH'IEN Kuo-fung, Raymond has served as an Independent Non-executive Director for more than 9 years and his re-election will be subject to a separate resolution to be approved by the Shareholders. As an Independent Non-executive Director with in-depth understanding of the Company's operations and business, Dr. CH'IEN has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating firm commitment to his role. The Board considers that the long services of Dr. CH'IEN would not affect his exercise of independent judgment and is satisfied that Dr. CH'IEN has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director. The Board considers that the re-election of Dr. CH'IEN as an Independent Non-executive Director is in the best interest of the Company and the Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee of the Company, the Board has proposed that each of the above retiring Directors, namely Mr. WANG Chuandong, Mr. SHI Baofeng, Mr. ZHANG Junzheng, Mr. LIU Guixin, Mr. CHEN Guoyong, Dr. CH'IEN Kuo-fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan stands for re-election as Director by way of separate resolution at the Annual General Meeting.

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

PAYMENT OF 2021 FINAL DIVIDEND

At the Board meeting held on 16th March 2022, the Directors recommended a final dividend of HK\$0.045 per Share (2020: HK\$0.406 per Share) in respect of the year ended 31st December 2021. Subject to approval of the Shareholders at the Annual General Meeting, the proposed 2021 Final Dividend will be paid on Friday, 22nd July 2022 to Shareholders on the Company's register of members at the close of business on Monday, 13th June 2022. This represents a total distribution for the year of HK\$1,419.08 million.

The proposed 2021 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 2021 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 7th June 2022 (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 in late June 2022 as soon as practicable after the record date of 13th June 2022 to determine Shareholders' entitlement to the proposed 2021 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 Wednesday, 6th July 2022. Further announcement in respect of the relevant exchange rate will be published after the Annual General Meeting.

LETTER FROM THE CHAIRMAN

Shareholders who intend to elect to receive all of the 2021 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 Friday, 22nd July, 2022 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 Wednesday, 6th July 2022, such Shareholder will automatically receive the 2021 Final Dividend in HK\$. All dividend payments in HK\$ will be made on Friday, 22nd July 2022.

If Shareholders wish to receive the 2021 Final Dividend in HK\$ in the usual way, no additional action is required.

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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To further enhance the corporate governance of the Company, to bring the Articles of Association in line with the latest amendments to the relevant Listing Rules and relevant regulations, to provide flexibility to the Company in relation to the conduct of general meetings and for house-keeping purposes, a special resolution will be proposed at the Annual General Meeting for the proposed amendments to the Articles of Association. The proposed amendments to the Articles of Association are subject to the Shareholders' approval at the Annual General Meeting and will become effective upon approval by the Shareholders. Details of the proposed amendments are set out in Appendix III to this circular. Save for the proposed amendments, other provisions in the Articles of Association will remain unchanged.

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

LETTER FROM THE CHAIRMAN

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Buy-back Proposal, the general mandate for Directors to issue new Shares, the extension of the general mandate to issue new Shares, re-appointment of auditors, re-election of retiring Directors, payment of 2021 Final Dividend, and special resolution to approve the proposed amendments to the Articles of Association is contained in the Appendix IV 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.

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, re-appointment of auditors, re-election of retiring Directors, payment of 2021 Final Dividend and the proposed amendments to the Articles of Association are all in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

China Resources Power Holdings Company Limited

WANG Chuandong

Chairman

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

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

1. SHARE CAPITAL

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

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

2. REASONS FOR BUY-BACK

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

3. FUNDING OF BUY-BACK

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

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31st December 2021 in the event that the power to buy back Shares pursuant to the Buy-back Proposal was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the power to buy back Shares pursuant to the Buy-back Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

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

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
May 2021	10.48	9.84
June 2021	10.94	9.18
July 2021	13.80	10.08
August 2021	19.40	13.28
September 2021	24.80	18.30
October 2021	22.40	17.70
November 2021	21.35	17.18
December 2021	28.85	19.72
January 2022	27.85	18.04
February 2022	21.30	15.36
March 2022	17.96	12.40
April 2022	15.72	13.62
May 2022 (from 1 May up to the Latest Practicable Date)	15.46	14.38

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 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.

6. TAKEOVERS CODES

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 Codes. 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 Codes.

As at the Latest Practicable Date, China Resources Company Limited ("CRCL"), 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 buy back Shares under the Buy-back Proposal, then (if the present shareholding of CRCL remains the same) the attributable interest of CRCL would be increased to approximately 69.94% of the issued Shares.

The Directors are not aware of any consequences which may arise under the Takeovers Codes 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.

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

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

Mr. WANG Chuandong (“Mr. Wang”)

Mr. Wang, aged 58, was appointed as the Chairman of the Board and a Non-executive Director of the Company in March 2020. Mr. Wang has been the chairman of the board of China Resources Gas Group Limited (“CR Gas”) since June 2012 and a non-executive director since January 2019. He was first appointed as a director and general manager of China Resources Gas (Holdings) Limited (“CR Gas Holdings”) in February 2007, then appointed as an executive director and general manager of CR Gas on November 2008. CR Gas is a fellow subsidiary of the Company and its shares are listed on the Main Board of the Stock Exchange. He is currently also a deputy general manager of CRH. Mr. Wang joined China Resources Petrochems (Group) Company Limited in 1985 and served as its director and deputy general manager. He has over 36 years of corporate management experience in the energy area.

Mr. Wang holds a Bachelor’s Degree in Science majoring in Petroleum Refining from the China University of Petroleum and a Master of Business Administration (“MBA”) Degree from the University of Texas in the United States of America.

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

Save as disclosure herein, at the Latest Practicable Date, Mr. Wang had not held any directorship in any other listed companies in the last three years, nor held any position with the Company or other members of the Group.

Mr. Wang’s directorship is subject to rotational retirement and re-election requirement at the annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

Mr. Wang will not receive any director’s fee from the Company. The director’s fee and other remuneration (if any) payable to Mr. Wang 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. 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.

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

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

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

Save as disclosed above, Mr. Wang 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. SHI Baofeng (“Mr. Shi”)

Mr. Shi, aged 50, was appointed as an Executive Director and President of the Company in September 2021. Mr. Shi served as an executive director, president and chairman of corporate governance committee of CR Gas from 28 November 2018 to 30 September 2021. Mr. Shi joined CRH in 2006 and 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 an MBA Degree from Southwest Jiaotong University, China and a Master’s Degree from China Europe International Business School. He also holds a Senior Engineer qualification.

Save as disclosed herein, at the Latest Practicable Date, Mr. Shi had not held any directorship in any other listed companies in the last three years, nor held any position with the Company or other members of the Group.

Mr. Shi’s directorship is subject to rotational retirement and re-election requirement at the annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

Mr. Shi will not receive any director’s fee from the Company. His remuneration as an Executive Director and President of the Company will be determined with reference to his position, level of responsibilities, remuneration policy of the Company and prevailing market conditions. The remunerations payable is subject to review 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. For the year ended 31st December 2021, Mr. Shi received total emoluments amounting to HK\$503,045.

Save as disclosed herein, Mr. Shi 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. Shi did not hold any interest in Shares within the meaning of Part XV of the SFO.

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

Save as disclosed above, Mr. Shi 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. ZHANG Junzheng (“Mr. Zhang”)

Mr. Zhang, aged 57, was appointed as an Executive Director of the Company and Vice Chairman of the Board in December 2019. He served as a director of the Health Safety and Environment Department of CRH from June 2014 to December 2019, deputy director from February 2010 to June 2014 and assistant general manager from June 2009 to February 2010 of the office of the board of CRH respectively. Before joining CRH in 2009, he had worked for China Resources (Xuzhou) Electric Power Co., Ltd. and served as General Manager of the Assets Operations Department of the Company from November 2004 to June 2009.

Mr. Zhang has an MBA Degree from China Europe International Business School.

Save as disclosed herein, at the Latest Practicable Date, Mr. Zhang had not held any directorship in any other listed companies in the last three years, nor held any position with the Company or other members of the Group.

Mr. Zhang has entered into a director’s service contract with the Company for a term of three years. His directorship is subject to rotational retirement and re-election requirement at the annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

Mr. Zhang will not receive any director’s fee from the Company. His remuneration as an Executive Director and Vice Chairman of the Board will be determined with reference to his position, level of responsibilities, remuneration policy of the Company and prevailing market conditions. The remunerations payable is subject to review 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. For the year ended 31st December 2021, Mr. Zhang received total emoluments amounting to HK\$5,998,165.

Save as disclosed herein, Mr. Zhang 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. Zhang and his spouse had personal interests in 700,000 Shares and 96,000 Shares respectively within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang 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.

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

Mr. LIU Guixin (“Mr. Liu”)

Mr. Liu, aged 58, was appointed as a Non-executive Director in September 2021. Mr. Liu had successively served various managerial positions including the vice president, the regional general manager (Shanxi), the general manager of the Technology Research and Development Centre, the chief operating officer, the regional general manager (Guizhou) and the regional general manager (Guangxi) in China Resources Cement Holdings Limited (“CR Cement”) from July 2003 to August 2021. CR Cement is a fellow subsidiary of the Company and its shares are listed on the Main Board of the Stock Exchange. Mr. Liu also serves as a non-executive director of China Resources Property Management Limited, which is a fellow subsidiary of the Company.

Mr. Liu obtained a Bachelor’s Degree in Engineering from Wuhan University of Technology, China in 1987. He is a Senior Engineer, and has over 30 years of working experience in the building materials and cement industry.

Mr. Liu is a member of the Sustainability Committee of the Company.

Save as disclosure herein, at the Latest Practicable Date, Mr. Liu had not held any directorship in any other listed companies in the last three years, nor held any position with the Company or other members of the Group.

Mr. Liu’s directorship is subject to rotational retirement and re-election requirement at the annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

There is no agreement on the amount of the director’s fee payable to Mr. Liu. The director’s fee and other remuneration (if any) payable to Mr. Liu 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. Liu’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 2021, the Company did not pay any directors’ emolument to Mr. Liu.

Save as disclosed herein, Mr. Liu 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. Liu did not hold any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu 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.

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

Mr. CHEN Guoyong (“Mr. Chen”)

Mr. Chen, aged 60, was appointed as a Non-executive Director in September 2021. Mr. Chen was appointed as vice president of CR Gas in March 2012. He serves as regional chief representative (Henan Region) of CRH and regional general manager (Greater Central and Western Region) of CR Gas since April 2015, responsible for operation and management of Greater Central and Western Region. He concurrently serves as the chairman and general manager of Zhengzhou China Resources Gas Co., Ltd. He is currently a member of the Gas Transmission and Distribution Professional Committee of the China Civil Engineering Society. He worked for Jining Gas Company from 1984 to 2007 and served as an assistant engineer of the Design Institute, the director of the Dispatch Office and an engineer, the deputy general manager and the general manager. He served as the general manager of Jining China Resources Gas Co., Ltd. from 2007 to 2011, and a regional general manager (Greater Jinan Area) of CR Gas and the general manager of Jining China Resources Gas Co., Ltd. from 2011 to 2015.

Mr. Chen is a member of the Audit and Risk Committee of the Company.

Save as disclosure herein, at the Latest Practicable Date, Mr. Chen had not held any directorship in any other listed companies in the last three years, nor held any position with the Company or other members of the Group.

Mr. Chen’s directorship is subject to rotational retirement and re-election requirement at the annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

There is no agreement on the amount of the director’s fee payable to Mr. Chen. The director’s fee and other remuneration (if any) payable to Mr. Chen 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. Chen’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 2021, Mr. Chen received total emoluments amounting to HK\$18,089.

Save as disclosed herein, Mr. Chen 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. Chen did not hold any interest in Shares within the meaning of Part XV of the SFO.

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

Save as disclosed above, Mr. Chen 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.

Dr. Ch'ien Kuo-fung, Raymond (“Dr. Ch'ien”)

Dr. Ch'ien, aged 70, was appointed as an Independent Non-executive Director of the Company in April 2010. 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 an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited from November 1997 to November 2020, a non-executive chairman of MTR Corporation Limited from July 2003 to December 2015, and the chairman and an independent non-executive director of Hang Seng Bank Limited from August 2007 to May 2021.

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 SAR. From January 2008 to January 2018, he 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 Hong Kong SAR on 1 July 1997 and served until June 2002. He 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 previously 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 is a member of the Audit and Risk Committee, Nomination Committee, Remuneration Committee and Sustainability Committee of the Company.

Save as disclosed above, at the Latest Practicable Date, Dr. Ch'ien had not held any directorship in any other listed companies in the last three years, nor held any position with the Company or other members of the Group.

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

Dr. Ch'ien 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 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 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. 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, 2021, Dr. Ch'ien received total emoluments amounting to HK\$470,000.

Save as disclosed herein, Dr. Ch'ien does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders. 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 above, Dr. Ch'ien 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. SO Chak Kwong, Jack ("Mr. So")

Mr. So, aged 77, was appointed as an Independent Non-executive Director of the Company in June 2014. Mr. So assumed the chairmanship of the Airport Authority Hong Kong in June 2015. 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 an executive director of the Hong Kong Trade Development Council from 1985 to 1992 and its chairman from 2007 to 2015. He was a chairman and a chief executive of the MTR Corporation Limited from 1995 to 2003 and a deputy chairman and a group managing director of PCCW Limited from 2003 to 2007.

Mr. So is also an independent non-executive director of AIA Group Ltd. and 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.

In March 2018, Mr. So was appointed member of the Chief Executive's Council of Advisors on Innovation and Strategic Development. He served as Chairman of the Committee on Economic Co-operation with Mainland from 2013 to 2015 and also served as Chairman of the Hong Kong Film Development Council from 2007 to 2013.

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

In addition, Mr. So was a member of the Chinese People's Political Consultative Conference from 2008 to 2018 and was an international business advisor to the Mayor of Beijing.

A Justice of the Peace, Mr. So was awarded the Golden Bauhinia Star and Grand Bauhinia Medal by the Hong Kong SAR Government in 2011 and 2017 respectively. He received an Honorary Doctorate in Social Science from the University of Hong Kong in 2011.

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 the annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

There is no agreement on the amount of the director's fee payable to 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. 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 2021, Mr. So received total emoluments amounting to HK\$470,000.

Mr. So 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. So had corporate interests in 400,000 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.

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

Mr. YANG Yuchuan (“Mr. Yang”)

Mr. Yang, aged 58, was appointed as an Independent Non-executive Director in September 2021. 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 (stock code: 0509), a non-executive director of TTG Fintech Limited, a company listed on The Australian Securities Exchange (stock code: TUP), 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 was appointed as an independent non-executive director of CR Gas in August 2018.

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

Mr. Yang is the chairman of the Audit and Risk Committee of the Company.

Save as disclosure herein, at the Latest Practicable Date, Mr. Yang had not held any directorship in any other listed companies in the last three years, nor held any position with the Company or other members of the Group.

Mr. Yang’s directorship is subject to rotational retirement and re-election requirement at the annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

There is no agreement on the amount of the director’s fee payable to Mr. Yang. The director’s fee and other remuneration (if any) payable to Mr. Yang 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. 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 2021, Mr. Yang received total emoluments amounting to HK\$138,389.

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

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

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 above, Mr. Yang 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.

Existing Articles	Revised Articles
NA	Add in Preliminary <u>A special resolution shall be required to alter the Articles of the Company, to approve any amendment of the Articles or to change the name of the Company.</u>
NA	Add definition of “the Management”: <u>Means the personnel including but not limited to the president, the chief financial officer/financial director, the senior vice president/the vice president, the general counsel, the Board Secretary or such other member as decided by the Board</u>
NA	Add definition of “Relevant Period”: <u>Means the period commencing from the date on which any of the securities of the Company first become listed on the Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed)</u>
NA	Add definition of “special resolution”: <u>Means a resolution as defined in the Ordinance</u>
NA	Article 14(c): <u>(c) During the Relevant Period (except when the register is closed in accordance with the Listing Rules and the Ordinance), any Shareholder may inspect during business hours any register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Ordinance.</u>

Existing Articles	Revised Articles
<p>Article 65: The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next (unless a longer period would not infringe the Ordinance and the Listing Rules). The annual general meeting shall be held at such time and place in Hong Kong or elsewhere as the Directors shall appoint.</p>	<p>Article 65: The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next (unless a longer period would not infringe the Ordinance and the Listing Rules). The annual general meeting shall be held at such time and place in Hong Kong or elsewhere as the Directors shall appoint.</p>
<p>Article 68: The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance.</p>	<p>Article 68: The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, <u>or by one or more members holding in aggregate not less than 5% of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene an extraordinary general meeting and add resolutions to the agenda of a meeting,</u> or in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. <u>A general meeting may be held at two or more places using any technology that enables members who are not together at the same place to listen, speak and vote at such meeting.</u></p>

Existing Articles	Revised Articles
<p>Article 69:</p> <p>An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Company.</p> <p>A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-</p> <p>(a) in the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.</p>	<p>Article 69:</p> <p>An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Company.</p> <p>A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-</p> <p>(a) in the case of a meeting called as the annual general meeting by all the Members entitled to attend, speak and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having a right to attend, speak and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.</p>

Existing Articles	Revised Articles
<p>Article 77</p> <p>1. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration the result of the show of hands) demanded:–</p> <p>(a) by the chairman; or</p> <p>(b) by at least five Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.</p> <p>The demand for a poll may be withdrawn in accordance with Article 82.</p>	<p>Article 77</p> <p>1. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:–</p> <p>(a) by the chairman; or</p> <p>(b) by at least five Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to speak and vote at the meeting; or</p> <p>(c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to speak and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.</p> <p>The demand for a poll may be withdrawn in accordance with Article 82.</p>

Existing Articles	Revised Articles
NA	<p>Article 82A:</p> <p><u>All Shareholders of the Company (including a Shareholder which is a clearing house (or its nominee(s))) shall have the right to speak and vote at a general meeting except where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, in which case any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted. Otherwise, all Shareholders shall have the right to vote at a general meeting. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</u></p>
<p>Article 97:</p> <p>The number of Directors shall not be less than two. The Company may from time to time by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than 2. There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting.</p>	<p>Article 97:</p> <p>The number of Directors shall not be less than two, <u>and non-executive directors and independent non-executive directors shall hold a majority of seats of the Board.</u> The Company may from time to time by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than 2. There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting.</p>

Existing Articles	Revised Articles
<p>Article 98:</p> <p>The Board shall have the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board. Any director so appointed by the Board shall hold office until the next general meeting of the Company (in case of filling a casual vacancy on the Board) or until next annual general meeting of the Company (in case of an addition to the Board) and shall then be eligible for re-election pursuant to the provisions of these articles.</p>	<p>Article 98:</p> <p>The Board shall have the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board. Any director so appointed by the Board shall hold office until the <u>first annual general meeting of the Company after his appointment</u> and shall then be eligible for re-election pursuant to the provisions of these articles. <u>The Board of the Company may, having considered all relevant laws and regulations and ensuring the diversity of the Board of Directors, nominate Directors in accordance with these Articles, as it deems necessary.</u></p>
<p>Article 100:</p> <p>Unless contrary to any provision of any laws or the Ordinance, the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive director) at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of any such meeting convened for the purposes of removing a Director shall contain a statement of the intention so to do and be served on such Director forthwith or 14 days before the meeting (whichever is earlier) and at such meeting such Director shall be entitled to be heard on the motion for his removal.</p>	<p>Article 100:</p> <p>Unless contrary to any provision of any laws or the Ordinance, the Members may, at any general meeting convened and held in accordance with these Articles, by <u>ordinary resolution</u> remove a Director (including a managing or other executive director) at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of any such meeting convened for the purposes of removing a Director shall contain a statement of the intention so to do and be served on such Director forthwith or 14 days before the meeting (whichever is earlier) and at such meeting such Director shall be entitled to be heard on the motion for his removal.</p>

Existing Articles	Revised Articles
<p>Article 110: Subject to any exercise by the Board of the powers conferred by Articles 113, 131 and 133, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Ordinance or by Statutes or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Ordinance and Statutes and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.</p>	<p>Article 110: The business of the Company shall be managed by the Directors. <u>The responsibilities of the Board are defined as “making strategies, making decisions and preventing risks”. Subject to the Statutes, these Articles, and any regulation prescribed by the Company in general meetings from time to time which are not inconsistent with the relevant provisions of these Articles (provided that such regulations will not operate to convert from valid to invalid a matter which the Board has previously conducted in the absence of such regulations), in addition to the powers and authorities expressly granted to the Board under these Articles, the Board may exercise all powers the Company is entitled to and may carry out all acts and matters the Company is capable of or may approve (including but not limited to the decision-making on medium- and long-term development, the selection and appointment of the Management members, the performance appraisal of the Management members, the management of the remuneration of the Management members, the management of the allocation of staff salaries, the management of significant financial matters, and the promotion and improvement of the Company’s risk prevention and management system in response to the risks faced by the Company, where such powers, acts and matters are not expressly directed or required by these Articles or by the Statutes to be exercised or carried out by the Company in general meetings).</u></p>

Existing Articles	Revised Articles
	<p>(a) <u>the power of decision-making on medium- and long-term development, including the formulation of medium and long-term development plans, the formulation of annual investment plans and the cultivation of new business areas.</u></p> <p>(b) <u>the selection and appointment of the Management members, including the formulation of a work plan for the selection and recruitment of the Management members, the steady implementation of the selection and recruitment of the Management Members, the implementation of the tenure system and contractual management and reflect in the terms of the senior management, scientifically set the basic regarding contractual objectives, standardisation of tenure management and strict assessment of exit.</u></p> <p>(c) <u>the performance appraisal of the Management members, including the formulation of business performance appraisal methods, the signing of annual and term management performance responsibility letters and the scientific and reasonable determination of the results of performance appraisal of the Management.</u></p>

Existing Articles	Revised Articles
	<p data-bbox="810 325 1359 597">(d) <u>the management of the remuneration of the Management members, including the formulation of remuneration management methods, the formulation of remuneration allocation plans and the establishment of a sound disciplinary mechanism.</u></p> <p data-bbox="810 646 1359 1081">(e) <u>the management of the allocation of staff salaries, including the formulation of the salary management measures, the definition of the mechanism for determining salaries, the dynamic monitoring of the implementation of indicators relating to employee salaries and the comprehensive promotion of the reform of the internal income distribution system of the Company.</u></p> <p data-bbox="810 1129 1359 1357">(f) <u>the management of significant financial matters, including the formulation of guarantee management system, liability management system and external donation management system.</u></p>

Existing Articles	Revised Articles
<p>Article 113:</p> <p>The Board may entrust to and confer upon a managing director, joint managing director, deputy managing director, an executive director or any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.</p>	<p>Article 113:</p> <p>The Board may entrust to and confer upon <u>the Management</u>, an executive director or any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.</p>
<p>Retirement and re-election of Directors</p> <p>Article 120. Notwithstanding any other provisions in these articles, at each annual general meeting of the Company, one-third of the directors of the Company for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every director of the Company shall be subject to retirement by rotation at least once every three (3) years. The director to retire in every year shall be those who have been longest in office since their last re-election or appointment but as between persons who become directors of the Company on the same day, those to retire shall (unless otherwise agree between themselves) be determined by lot. A retiring director shall be eligible for re-election.</p>	<p>Retirement and re-election of Directors</p> <p><u>Article 120. Notwithstanding any other provisions in these articles, at each annual general meeting of the Company, one-third of the directors of the Company for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every director of the Company shall be subject to retirement by rotation at least once every three (3) years. The director to retire in every year shall be those who have been longest in office since their last re-election or appointment but as between persons who become directors of the Company on the same day, those to retire shall (unless otherwise agree between themselves) be determined by lot. A retiring director shall be eligible for re-election. Every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election.</u></p>

Existing Articles	Revised Articles
<p>Article 126: The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.</p>	<p>Article 126: <u>Taking into account the regulatory requirements and practical needs, the Company may set up strategy, nomination, investment, remuneration, audit and risk committees to provide advice and recommendations to the Board on major decisions.</u> The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.</p>

Existing Articles	Revised Articles
<p>Managing Director, etc. Article 131: The Board may form time to time and at any time to appoint one or more of their body to the office of Managing Director, Joint Managing Director, Deputy Managing Directors or other executive Director and/or such other office in the management of the business of the Company as it may decide for such period and on such terms as they think fit and subject to the terms of any arrangement entered into in any particular case, may revoke such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director. A Director appointed to an office under this Article shall be subject to the same provision as to rotation, resignation and removal as the other Directors, and he shall (subject to the provisions of any contract between him and the Company) ipso facto cease to hold the office of Directors for any cause.</p>	<p><u>The Management</u> Article 131: The Board may <u>from</u> time to time and at any time to appoint one or more of their body to the office of <u>the Management</u> or other executive Director and/or such other office in the management of the business of the Company as it may decide for such period and on such terms as they think fit and subject to the terms of any arrangement entered into in any particular case, may revoke such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director. A Director appointed to an office under this Article shall be subject to the same provision as to rotation, resignation and removal as the other Directors, and he shall (subject to the provisions of any contract between him and the Company) ipso facto cease to hold the office of Directors for any cause.</p>

Existing Articles	Revised Articles
<p>Article 132: Managing director, joint managing director, deputy managing director or other executive director and/or such other office in the management of the business of the Company appointed under Article 131 shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, either in addition to or in lieu of his remuneration as a Director.</p>	<p>Article 132: <u>The Management</u> or other executive director and/or such other office in the management of the business of the Company appointed under Article 131 shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, either in addition to or in lieu of his remuneration as a Director. <u>Subject to instructions given by the Directors from time to time, the Management is responsible for “seeking business, grasping implementation, and strengthening management” and managing the daily business of the Company. The Board may delegate to the Management all or any powers deemed appropriate by the Board, and the Management shall be managed and supervised by the Board and shall be accountable to the Board.</u></p>
N/A	<p>Article 132A: <u>The Company has a general counsel. The general counsel shall be responsible for advising on general legal matters and to attend any meeting of the Board at which legal questions or matters are discussed.</u></p>

Existing Articles	Revised Articles
N/A	<p>Article 132B: <u>The Company shall comply with applicable laws and administrative regulations regarding labor protection and production safety and implement relevant policies promulgated by the local government to protect the legitimate rights and interests of the employees, and shall develop labor, personnel and salary system in accordance with the applicable laws, administrative regulations and policies of the local government regarding labor and personnel and in accordance with the needs of production and operation. The Company shall establish a selection and employment mechanism that meets market requirements after taking into consideration the actual situation, and at the same time establish a market-competitive salary allocation system for key core employees and actively and orderly carry out medium- and long-term incentive plans.</u></p>

Existing Articles	Revised Articles
<p>Article 157: Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.</p>	<p>Article 157:</p> <p>(a) <u>The Shareholders shall at each annual general meeting appoint one or more firms of auditors to hold office by ordinary resolution until the conclusion of the next annual general meeting on such terms and with such duties as may be approved by the ordinary resolution, but if an appointment is not made, the auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed auditors of the Company. A body other than the Board which has been designated by the Shareholders by ordinary resolution may fill any casual vacancy in the office of auditors subject to the approval by ordinary resolution of the Shareholders at general meeting, but while any such vacancy continues the surviving or continuing auditors (if any) may act.</u> Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.</p> <p>(b) <u>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditors in its place for the remainder of the term.</u></p>

Existing Articles	Revised Articles
<p>Article 158: Subject as otherwise provided by the Ordinance, the remuneration of the auditors shall be fixed by the Company in general meeting provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.</p>	<p>Article 158: Subject as otherwise provided by the Ordinance, the removal and remuneration of the auditors shall be fixed by the Shareholders in general meeting by an ordinary resolution provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.</p>
<p>Article 173 Every Director, managing Director, joint managing director, deputy managing director, other executive director, agent, auditor, Secretary and such other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in relation to the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Ordinance in which relief is granted to him by the court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by any provision of the Ordinance.</p>	<p>Article 173 Every Director, the Management, other executive director, agent, auditor, Secretary and such other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in relation to the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Ordinance in which relief is granted to him by the court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by any provision of the Ordinance.</p>
	Deleted contents relating to authorised capital
THE COMPANIES ORDINANCE (CHAPTER 32)	THE COMPANIES ORDINANCE (Cap. 622)
	Updated/deleted the reference number of the provisions in the Company Ordinance



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 (the “AGM” or “Meeting”) will be held at 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 7th June 2022 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited Financial Statements and the Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2021.
2. To declare a final dividend for the year ended 31 December 2021.
3.
 - (1) To re-elect Mr. Wang Chuandong as Director;
 - (2) To re-elect Mr. Shi Baofeng as Director;
 - (3) To re-elect Mr. Zhang Junzheng as Director;
 - (4) To re-elect Mr. Liu Guixin as Director;
 - (5) To re-elect Mr. Chen Guoyong as Director;
 - (6) To re-elect Dr. Chi’en Kuo-fung, Raymond as Director;
 - (7) To re-elect Mr. So Chak Kwong, Jack as Director;
 - (8) To re-elect Mr. Yang Yuchuan as Director;
 - (9) To authorize the Board of Directors to fix the remuneration of all Directors.
4. To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and to authorise the Directors to fix their remuneration.

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which the Directors of the Company are authorised to buy back pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued shares of the Company as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution,

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

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

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

“**THAT:**

- (a) subject to paragraph (c) below and pursuant to Section 141 of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the issued shares of the Company as at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution), and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;

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

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

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

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

SPECIAL RESOLUTION

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

“**THAT** the Articles of Association of the Company be and are hereby amended as detailed in the explanatory statement on proposed amendments to the Articles of Association of the Company which is contained in the circular of the Company dated 12th May 2022 and forms part of this Notice of Annual General Meeting and that the amended Articles of Association produced to the meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted.”

By Order of the Board

China Resources Power Holdings Company Limited

WANG Xiao Bin

Executive Director and Company Secretary

Hong Kong, 12th May 2022

Notes:

1. As set out in the section headed “Special Arrangements for the AGM” of this circular (of which this notice forms part), no Shareholder (or any proxy or corporate representative appointed by any Shareholder) will be permitted to attend the AGM in person, other than a minimum number of Shareholders (in person or by proxy) who are required to do so to form a quorate meeting. The quorum will be formed by Director(s) or other senior staff members of the Company who are Shareholders and/or proxies appointed by the Shareholders.
 2. 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.
- SHAREHOLDERS ARE STRONGLY ENCOURAGED TO EXERCISE THEIR RIGHTS TO VOTE AT THE AGM BY APPOINTING THE CHAIRMAN OF THE AGM AS THEIR PROXIES AND VOTE ACCORDING TO VOTING INSTRUCTIONS AS INDICATED IN THEIR PROXY FORMS.**
3. 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.
 4. With regard to the resolutions set out in item no.3 in this notice, details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II of the circular to shareholders dated 12th May 2022.
 5. An explanatory statement as required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed buy-back mandate under Resolution no.5 above is set out in Appendix I of the circular to shareholders dated 12th May 2022.
 6. 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.

7. (i) The register of members of the Company will be closed from Wednesday, 1st June 2022 to Tuesday, 7th June 2022 (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 Tuesday, 31st May 2022.
 - (ii) The register of members of the Company will be closed on Monday, 13th June 2022, 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 Friday, 10th June 2022.
8. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to make changes to arrangements relating to the AGM at short notice. Shareholders should check the Company's website (www.cr-power.com) or the HKEXnews website (www.hkexnews.hk) for any future announcements and updates on the AGM arrangements.
9. As at the date of this notice, the Board of Directors of the Company comprises three Non-executive Directors, namely Mr. WANG Chuandong (*Chairman*), Mr. LIU Guixin and Mr. CHEN Guoyong; three Executive Directors, namely, Mr. SHI Baofeng (*President*), Mr. ZHANG Junzheng (*Vice Chairman*) and Ms. WANG Xiao Bin (*Senior Vice President and Company Secretary*); and four Independent Non-executive Directors, namely Ms. LEUNG Oi-sie, Elsie, Dr. CH'IEN Kuo-fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan.