
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 of the Company to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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



華潤電力控股有限公司

China Resources Power Holdings Company Limited

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 836)

PROPOSED RE-ELECTION OF RETIRING DIRECTOR

AND

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

This supplementary circular should be read together with the circular of the Company dated 28th April 2023 and the notice convening the annual general meeting (the “AGM”) of the Company to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 8th June 2023 at 2:30 p.m. The supplementary notice of the AGM is contained in this supplementary circular.

Whether or not you are able to attend the meeting, you are advised to read carefully this supplementary circular and complete and return the accompanying revised proxy form in accordance with the instructions printed thereon. Completion and return of the revised proxy form will not preclude the shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.

Hong Kong, 23rd May 2023

LETTER FROM THE BOARD



華潤電力控股有限公司

China Resources Power Holdings Company Limited

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 836)

Directors:

Executive Directors:

SHI Baofeng (*Chairman*)

ZHANG Junzheng (*Vice Chairman*)

SONG Kui (*Vice Chairman*)

Non-executive Directors:

LIU Guixin

CHEN Guoyong

Independent Non-executive Directors:

LEUNG Oi-sie, Elsie

CH' IEN Kuo-fung, Raymond

SO Chak Kwong, Jack

YANG Yuchuan

Registered Office:

Rooms 2001-2002,

China Resources Building,

26 Harbour Road, Wanchai,

Hong Kong

Hong Kong, 23rd May 2023

To the Shareholders,

Dear Sir or Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTOR

AND

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplementary circular (the “**Supplementary Circular**”) shall be read together with the circular of China Resources Power Holdings Company Limited (the “**Company**”) dated 28th April 2023 (the “**Circular**”). Unless otherwise stated, the capitalised terms used in this Supplementary Circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The AGM will be held on 8th June 2023. The purpose of this Supplementary Circular is to provide Shareholders with (a) the supplementary notice of the AGM (the “**Supplementary Notice**”) (which is set out on pages 7 to 8 herein); and (b) information regarding the new resolution proposed to consider and approve the re-election of retiring Director, as well as the special arrangements regarding the completion and submission of the revised proxy form (as defined below).

PROPOSED RE-ELECTION OF RETIRING DIRECTOR

Reference is made to the announcement of the Company dated 23rd May 2023 (the “**Announcement**”) in relation to the appointment of Mr. SONG Kui (“**Mr. SONG**”) as an executive Director and Vice Chairman of the Board, with effect from 23rd May 2023. Pursuant to Article 98 of the Articles of Association, Mr. SONG as a Director shall retire from office at the upcoming AGM and being eligible, offer himself for re-election (“**Proposed Re-election of Retiring Director**”). Therefore, a new ordinary resolution regarding the re-election of Mr. SONG as Director will be properly put to the AGM (i.e. ordinary resolution under item no. 8).

The biography details of Mr. SONG are set out in the Appendix I of this Supplementary Circular.

SUPPLEMENTARY NOTICE AND THE REVISED PROXY FORM

As a result of the new resolution regarding the Proposed Re-election of Retiring Director, the Supplementary Notice set out on page 7 to 8 of this Supplementary Circular and the accompanying revised proxy form (the “**Revised Proxy Form**”) are for use at the AGM. Saved as disclosed above, all the resolutions originally proposed in the Circular will remain unchanged.

Please refer to the Circular and the AGM Notice for the details of other resolutions to be proposed in the AGM and other relevant matters.

A Shareholder who has not yet lodged the original proxy form with the Company’s registered office is requested to lodge the Revised Proxy Form in accordance with the instructions printed thereon if the Shareholder wishes to appoint a proxy/proxies to attend the AGM on its/his/her behalf. In this case, the original proxy form should not be lodged with the Company’s registered office.

LETTER FROM THE BOARD

A Shareholder who has already lodged the original proxy form with the Company's registered office should note that:

- (i) if no Revised Proxy Form is lodged with the Company's registered office, the original proxy form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder under the original proxy form will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM other than those referred to in the AGM Notice, as supplemented by the Supplementary Notice of the AGM, and the original proxy form, as revised by the Revised Proxy Form;
- (ii) if the Revised Proxy Form is lodged with the Company's registered office at a time in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the original proxy form previously lodged by the Shareholder; or
- (iii) if the Revised Proxy Form is lodged with the Company's registered office after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the original proxy form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the original proxy form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the original proxy form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so wish. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

LETTER FROM THE BOARD

RECOMMENDATION

Apart from the recommendations as set out in the Circular, the Directors consider that the Proposed Re-election of Retiring Director as set out in this Supplementary Circular is in the best interests of the Company and the Shareholders as a whole and, therefore, recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

GENERAL INFORMATION

The latest practicable date (“**Latest Practicable Date**”) prior to the printing of this Supplementary Circular for ascertaining certain information contained herein is 23rd May 2023. Should there be any discrepancies between the Chinese and English versions of this Supplementary Circular, the English version shall prevail.

Yours faithfully,

China Resources Power Holdings Company Limited
SHI Baofeng
Chairman

The details of Mr. SONG Kui, the retiring Director proposed to be re-elected at the AGM, are set out as follows:

MR. SONG KUI

Mr. SONG, aged 54, has been an executive Director and the Vice Chairman of the Board since 23rd May 2023. Mr. SONG has been serving as the chairman of the board of directors of Chongqing Energy Investment Group Co., Ltd. since December 2020, and he was the Deputy General Manager of Chongqing Energy Investment Group Co., Ltd. from December 2019 to December 2020. Mr. SONG previously held various positions in local government departments of Chongqing Municipality from June 1998 to December 2019 including the member of the Standing Committee of Ba'nán District Committee of Chongqing Municipality, the deputy secretary of the Party Group and also the deputy district chief of Ba'nán District People's Government of Chongqing Municipality, the deputy county governor of Tongnan County of Chongqing Municipality and the member of the Standing Committee of Tongnan County Committee of Chongqing Municipality, the deputy county governor of Dazu County of Chongqing Municipality, and the member of the Standing Committee of Rongchang County Committee of Chongqing Municipality etc. In addition, he also served as the vice president and the director of Chongqing Grain Group Co., Ltd. during the period from March 2008 to August 2009. Mr. SONG holds a bachelor's degree of engineering in mining engineering from the Department of Mining Engineering of Chengdu Institute of Geology (currently known as Chengdu University of Technology).

Under the service contract with the Company, Mr. SONG has no fixed term of service with the Company but will be subject to retirement and re-election requirements at least once every three years at the general meetings in accordance with Article 120 of the Articles of Association.

Mr. SONG's remuneration as an executive Director and the 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 later, and will be subject to review by the Board from time to time pursuant to the power given to it under the Articles of Association and authorization from the Shareholders at annual general meeting.

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



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SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**AGM**”) of China Resources Power Holdings Company Limited (the “**Company**”) dated 28th April 2023 (the “**AGM Notice**”) in relation to the AGM to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 8th June 2023 at 2:30 p.m.

Details of the proposed resolutions to be considered at the AGM were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 28th April 2023. Apart from the amendments stated below, all the information contained in the AGM Notice remains to be valid and effective.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplementary circular of the Company dated 23rd May 2023 (the “**Supplementary Circular**”), the new ordinary resolution under item numbered 8 stated in the AGM Notice is as follows:

“8. To re-elect Mr. SONG Kui as Director.”

Apart from the amendments set out above, all the information contained in the AGM Notice shall remain effective.

.By Order of the Board

China Resources Power Holdings Company Limited

SHI Baofeng

Chairman

Hong Kong, 23rd May 2023

APPENDIX II SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details in respect of the above resolution are set out in Appendix I of this Supplementary Circular.
2. A revised proxy form (the “**Revised Proxy Form**”) in connection with the above resolution is enclosed with this Supplementary Circular.
3. Please refer to the AGM Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
4. Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and speak and, on a poll, vote instead of him, provided that each proxy is appointed to represent the respective number of shares held by the member as specified in the relevant proxy forms. A proxy need not be a member of the Company.
5. 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.
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. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:30 p.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.cr-power.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned Meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.
8. As at the date of this notice, the Board of the Company comprises three executive Directors, namely Mr. SHI Baofeng (Chairman), Mr. ZHANG Junzheng and Mr. SONG Kui; two non-executive Directors, namely Mr. LIU Guixin and Mr. CHEN Guoyong; and four independent non-executive Directors, namely Ms. LEUNG Oisie, Elsie, Dr. CH’IEN Kuo-fung, Raymond, Mr. SO Chak Kwong, Jack and Mr. YANG Yuchuan.