

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

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



華潤電力控股有限公司

China Resources Power Holdings Company Limited

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

(Stock Code: 836)

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

The notice convening the annual general meeting of China Resources Power Holdings Company Limited (the “**Company**”) to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 5th June 2026 at 2:30 p.m. is contained in Appendix III of this circular. Shareholders are advised to read the notice contained herein and to complete and return the proxy form for use at the annual general meeting in accordance with the instructions printed thereon. Completion of the proxy form will not preclude the shareholders from attending and voting at the meeting if they so wish.

Hong Kong, 29th April 2026

DEFINITIONS

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

“2025 Final Dividend”	the final dividend for the year ended 31st December 2025 of HK\$0.771 per Share as recommended by the Directors and subject to approval by Shareholders at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 5th June 2026 at 2:30 p.m., notice of which is contained in Appendix III of this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Buy-back Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to buy back during the period as set out in the Buy-back Resolution the Shares up to a maximum of 10% of the issued Shares (excluding Treasury Shares, if any) at the date of the Buy-back Resolution
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution no. 5 of the notice of the Annual General Meeting
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“Company”	China Resources Power Holdings Company Limited, a company incorporated in Hong Kong with limited liability whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 836)
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, being a Substantial Shareholder of the Company
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Dividend Currency Election Form”	the form that a Shareholder must complete and return to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, in the manner set out in this circular in order to elect to receive all of the 2025 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”	22nd April 2026, 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
“Nomination Committee”	nomination committee of the Company
“PRC”	People’s Republic of China
“Remuneration Committee”	remuneration committee of the Company
“RMB”	Renminbi
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the buy-back by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs (as amended from time to time)
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules and the Companies Ordinance
“%”	per cent



華潤電力控股有限公司

China Resources Power Holdings Company Limited

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

(Stock Code: 836)

Directors:

Executive Directors:

SHI Baofeng (*Chairman*)
WANG Bo (*President*)
SONG Kui (*Vice Chairman*)
HOU Yongjie

Registered Office:

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

Non-executive Directors:

ZHOU Bo
LI Chuanji
ZENG Jun

Independent Non-executive Directors:

YANG Yuchuan (*Lead Independent Non-executive Director*)
LEUNG Oi-sie, Elsie
CH' IEN Kuo Fung, Raymond
SO Chak Kwong, Jack
CHAN Hak Kan
CHAN Yung
MAN Wing Yee, Ginny

Hong Kong, 29th April 2026

To the Shareholders,

Dear Sir or Madam,

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

GENERAL MANDATE TO BUY BACK SHARES

A general mandate was given by the Shareholders on 5th June 2025 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

LETTER FROM THE BOARD

mandate to the Directors to exercise the powers of the Company to buy back Shares. An explanatory statement as required under the Share Buy-back Rules to provide the requisite information of the Buy-back Proposal is set out in Appendix I hereto.

GENERAL MANDATE TO ISSUE SHARES

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares of the Company) not exceeding 20% of the issued Shares (excluding Treasury Shares, if any) at the date of the resolution, representing 1,035,411,548 Shares based on the issued Shares of 5,177,057,740 Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same as at the date of passing the resolution, and adding to such general mandate so granted to the Directors any Shares representing the aggregate number of the Shares bought back by the Company after the granting of the general mandate to buy back up to 10% of the issued Shares (excluding Treasury Shares, if any) at the date of the Buy-back Resolution.

RE-ELECTION OF RETIRING DIRECTORS

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

Pursuant to Article 98 of the Articles of Association, Mr. HOU Yongjie and Ms. MAN Wing Yee, Ginny, who were newly appointed as Directors on 19th December 2025, 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. SONG Kui, who shall retire from office by rotation at the Annual General Meeting and being eligible, offer his for re-election.

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors, including Mr. YANG Yuchuan, Ms. LEUNG Oi-sie, Elsie, Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack, Mr. CHAN Hak Kan and Mr. CHAN Yung, for the year ended 31st December 2025 and the written confirmation of independence of the newly appointed independent non-executive Director, Ms. MAN Wing Yee, Ginny, prior to her appointment based on the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee had considered and nominated Ms. MAN Wing Yee, Ginny to the Board for it to propose to the Shareholders for her re-election at the Annual General Meeting. The Board believes that the skills and experiences that Ms. MAN Wing Yee, Ginny acquired from a different background will be beneficial to the Board with diversity of her comprehensive experiences and knowledges and she will continue to contribute effectively to the Board.

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Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of the above retiring Directors, namely Mr. SONG Kui, Mr. HOU Yongjie and Ms. MAN Wing Yee, Ginny, stand for re-election as Director by way of separate resolution at the Annual General Meeting. Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

PAYMENT OF 2025 FINAL DIVIDEND

At the Board meeting held on 18 March 2026, the Directors recommended a final dividend of HK\$0.771 per Share (2024: HK\$0.691 per Share) in respect of the year ended 31st December 2025. Subject to the approval of the Shareholders at the Annual General Meeting, the proposed 2025 Final Dividend will be paid on Monday, 27th July 2026 to Shareholders on the Company's register of members at the close of business on Friday, 12th June 2026. This represents a total distribution for the year of HK\$5,835 million.

The proposed 2025 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 2025 Final Dividend in RMB (but not part, save in the case of HKSCC Nominees Limited, which may elect to receive part of its entitlement in RMB) at the average benchmark exchange rate of HK\$ to RMB as published by the People's Bank of China during the five business days ending on 5th June 2026 (inclusive), being the date of the Annual General Meeting. To make such election, Shareholders should complete the Dividend Currency Election Form, which is expected to be despatched to Shareholders as soon as practicable after the record date of 12th June 2026 to determine Shareholders' entitlement to the proposed 2025 Final Dividend, and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 8th July 2026. Further announcement in respect of the relevant exchange rate will be published after the Annual General Meeting.

Shareholders who intend to elect to receive all of the 2025 Final Dividend in RMB (but not part, save in the case of HKSCC Nominees Limited, which may elect to receive part of its entitlement in RMB) by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared or transferred without material handling charges or delay in Hong Kong or that RMB cheques will be honoured for payment upon presentation outside Hong Kong. The cheques are expected to be sent to the relevant Shareholders by ordinary post on Monday, 27th July 2026 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, 8th July 2026, such Shareholder will automatically receive the 2025 Final Dividend in HK\$. All dividend payments in HK\$ will be made on Monday, 27th July 2026.

LETTER FROM THE BOARD

If Shareholders wish to receive the 2025 Final Dividend in HK\$ in the usual way, no additional action is required.

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

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Buy-back Proposal, the general mandate for Directors to issue new Shares, the extension of the general mandate to issue new Shares, re-election of retiring Directors, re-appointment of auditors and payment of 2025 Final Dividend is contained in Appendix III of this circular. Shareholders are advised to read the notice and to complete and return the proxy form for use at the Annual General Meeting in accordance with the instructions printed thereon.

CLOSURE OF REGISTER OF MEMBERS

The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the 2026 Annual General Meeting is Friday, 5th June 2026. For determining the entitlement to attend, speak and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 2nd June 2026 to Friday, 5th June 2026 (both days inclusive), during which no transfer of Shares will be registered. To qualify for the entitlement of the Shareholders to attend, speak and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 1st June 2026.

VOTING BY WAY OF POLL

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

TYPHOON AND RAINSTORM ARRANGEMENTS

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

LETTER FROM THE BOARD

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

RECOMMENDATION

The Directors believe that the Buy-back Proposal, the general mandate for Directors to issue new Shares, the extension of the general mandate to issue new Shares, the re-election of retiring Directors, re-appointment of auditors and the payment of 2025 Final Dividend are all in the best interests 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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

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

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares is 5,177,057,740 Shares and the Company does not have any Treasury Shares as defined under the Listing Rules.

Subject to the passing of the Buy-back Resolution and on the basis that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Proposal to buy back a maximum of 517,705,774 Shares (excluding Treasury Shares, if any) 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. On the other hand, the general mandate to buy back shares and to hold/sale such shares as Treasury Shares may provide more flexibility to the Board to potentially resell the Treasury Shares on the market prices to raise additional funds for the Company, or transfer or use for share grants under share schemes that comply with Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles of Association and the Companies Ordinance.

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 2025 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>
April 2025	19.36	17.18
May 2025	20.75	18.80
June 2025	21.45	18.62
July 2025	20.35	19.06
August 2025	20.12	17.90
September 2025	19.34	17.46
October 2025	18.81	17.67
November 2025	19.45	18.31
December 2025	18.89	17.16
January 2026	18.42	17.30
February 2026	18.68	16.90
March 2026	19.64	18.04
April 2026 (from 1 April up to the Latest Practicable Date)	19.55	18.33

5. GENERAL

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

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

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

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

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

To the extent permitted by, and subject to the Company complying with the prevailing requirements of, the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force, if there are any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any Shareholders' entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as Treasury Shares. These measures include that the Company shall (i) procure its broker not to give any instructions to HKSCC Nominees Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures.

6. TAKEOVERS CODE

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

As at the Latest Practicable Date, China Resources Company Limited ("CRCL"), a Substantial Shareholder, is interested in 3,196,019,337 Shares (representing approximately 61.73% of the issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Proposal, then (if the present shareholding of CRCL remains the same) the attributable interest of CRCL would be increased to approximately 68.59% of the issued Shares.

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

7. SHARE BUY-BACKS MADE BY THE COMPANY

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

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

Mr. SONG Kui (“Mr. SONG”)

Mr. SONG, aged 56, joined CR Power since May 2023 and has been appointed as an executive Director and vice chairman of the Board. Mr. SONG has been serving as the chairman of board of Chongqing Energy Investment Group Company Limited since December 2020, and he was the deputy general manager of Chongqing Energy Investment Group Company Limited from December 2019 to December 2020. He worked in government departments and enterprises in Rongchang County, Dazu County, Tongnan County, Chongqing Municipality, and Chongqing Grain Group Co., Ltd., Ba’nan District, Chongqing Municipality, etc. from June 1998 to December 2019. He was the secretary of the Youth League Committee of Rongchang County, Chongqing Municipality from June 1997 to June 1998. He worked in various units in Rongchang County, Sichuan Province from July 1992 to June 1997.

Mr. SONG holds a Bachelor’s Degree of Engineering from Chengdu Institute of Geology (currently known as Chengdu University of Technology) in PRC.

Pursuant to the service contract entered into between Mr. SONG and the Company, Mr. SONG has no fixed term of service with the Company and will be subject to retirement and re-election requirements at least every three years at general meetings of the Company pursuant to the Articles 120 of the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. SONG. Mr. SONG will not receive any director’s fee from the Company. Any remuneration payable to Mr. SONG is subject to review by the Remuneration Committee and approval by the Board from time to time pursuant to the power given to it under the Articles of Association and Shareholders’ authorization at the annual general meetings. Mr. SONG’s emolument is determined with reference to his position, level of responsibilities, remuneration policy of the Company, the Company’s performance, the prevailing market situation and the current arrangement. For the year ended 31st December 2025, Mr. SONG received total emoluments amounting to HK\$2,311,169.

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

Save as disclosed herein, 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; and (iv) there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders; and there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. HOU Yongjie (“Mr. HOU”)

Mr. HOU, aged 57, has been appointed as an executive Director in December 2025. From August 2017 to December 2025, Mr. HOU served as the General Manager of South China Region and a Vice President of the Company; from May 2016 to August 2017, he was the General Manager of the Henan Region of the Company; from September 2010 to May 2016, he served as the Deputy General Manager and the General Manager of the Henan Branch and the General Manager of Dengfeng Project as well as the General Manager of Luore Project; from September 2009 to September 2010, he served as the General Manager of China Resources Power Henan Shouyangshan Company Limited and the General Manager of Luoyang Thermal Power Company Limited; from October 2004 to September 2009, he successively served as the Deputy General Manager and the General Manager of China Resources Thermal Power Luoyang Company Limited; from April 2003 to October 2004, he served as the Manager, the Assistant General Manager of the Production Preparation Division, the Manager of the Power Generation Department, and the Assistant Technical Director of China Resources Power Henan (Dengfeng) Development Company Limited. Prior to joining the Company, Mr. HOU worked at the Gansu Jingyuan Power Plant. Mr. HOU possesses extensive experience in electric power generation and business management.

Mr. HOU holds a Bachelor’s Degree from the Central Party School, China.

Pursuant to the service contract entered into between Mr. HOU and the Company, Mr. HOU has no fixed term of service with the Company and will be subject to retirement and re-election requirements at least every three years at general meetings of the Company pursuant to the Articles 120 of the Articles of Association. There is no agreement on the amount of the director’s fee payable to Mr. HOU. Mr. HOU will not receive any director’s fee from the Company. Any remuneration payable to Mr. HOU is subject to review by the Remuneration Committee and approval by the Board from time to time pursuant to the power given to it under the Articles of Association and Shareholders’ authorization at the annual general meetings. Mr. HOU’s emolument is determined with reference to his position, level of responsibilities, remuneration policy of the Company, the Company’s performance, the prevailing market situation and the current arrangement. For the year ended 31st December 2025, Mr. HOU received total emoluments amounting to HK\$2,789,809.

As at the Latest Practicable Date, Mr. HOU has beneficial interests in 1,740 shares of the Company and 1,000 shares of China Resources Gas Group Limited, respectively within the meaning of Part XV of the SFO. Save as disclosed above, Mr. HOU does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

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

Ms. MAN Wing Yee, Ginny (“Ms. MAN”)

Ms. MAN, aged 52, has been appointed as an independent non-executive Director, a member of the audit and risk committee of the Company and a member of the Remuneration Committee in December 2025. She is currently a consultant at Tsun & Partners, with extensive experience focusing on China inbound and outbound investment, finance, mergers and acquisitions, and corporate restructuring. Ms. MAN has various public appointments, including Hong Kong deputy of the 14th National People’s Congress of the People’s Republic of China, a standing committee member of the 13th Chinese People’s political consultative conference of Guangxi Zhuang Autonomous Region, a member of the Hong Kong Legislative Council, the chairperson of Federation of Hong Kong Guangxi Community Organisations, an executive vice chairperson of Hong Kong Volunteers Federation, a standing vice chairperson of The Hong Kong Island Federation and an executive vice chairperson of the Hong Kong Youth Patriotism Education Foundation. She is currently an independent non-executive director of Million Cities Holdings Limited and an executive director of Uritas Holdings Limited (both being companies listed on the Stock Exchange with stock codes 2892 and 8020, respectively). She is committed to public welfare and currently serves as the member of the advisory board of Tung Wah Group of Hospital. She was awarded a Bronze Bauhinia Star in 2021 and the Justices of the Peace in 2024. Ms. MAN holds a Bachelor of Arts degree in French and International Relations from Wellesley College in Massachusetts in the USA, a Postgraduate Certificate in Laws from the University of Hong Kong, and is a member of the Law Society of Hong Kong.

Pursuant to the written confirmation with the Company, Ms. MAN has no fixed term of service with the Company and will be subject to retirement and re-election requirements at least every three years at annual general meetings of the Company pursuant to the Articles 120 of the Articles of Association. Ms. MAN is entitled to receive a director’s fee of HK\$470,000 per annum from the Company pursuant to the written confirmation with the Company. The director’s fee and other remuneration (if any) payable to Ms. MAN are subject to review by the Remuneration Committee and approval by the Board from time to time pursuant to the power given to it under the Articles of Association and Shareholders’ authorization at the annual general meetings. Ms. MAN’s emolument is determined with reference to her position, level of responsibilities, remuneration policy of the Company, the Company’s performance, the prevailing market situation and the current arrangement. As Ms. MAN was appointed as a Director with effect from 19th December 2025, the Company did not pay any director’s fee to Ms. MAN for the year ended 31st December 2025.

As at the Latest Practicable Date, Ms. MAN has beneficial interests in 437,900 shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. MAN does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. MAN has confirmed (i) that she has and had no other relationships with any directors, senior management or substantial or controlling shareholders of the Company; (ii) that she does not currently hold any other position with the Company or other members of the Group; (iii) that she has not held directorship in any other Hong Kong or overseas listed public companies in the last three years; (iv) her independence as regards each of the criteria referred to in Rule 3.13(1) to (8) of the Listing Rules; (v) that she did not and does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; (vi) that there are no other factors that may affect her independence at the time of her re-election; (vii) there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders; and (viii) there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



華潤電力控股有限公司

China Resources Power Holdings Company Limited

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

(Stock Code: 836)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Annual General Meeting**” or “**Meeting**”) of China Resources Power Holdings Company Limited (the “**Company**”) will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 5th June 2026 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited Financial Statements and the Report of the Directors and Independent Auditor’s Report for the year ended 31st December 2025.
2. To declare a final dividend of HK\$0.771 per share for the year ended 31st December 2025.
3.
 - (1) To re-elect Mr. SONG Kui as Director;
 - (2) To re-elect Mr. HOU Yongjie as Director;
 - (3) To re-elect Ms. MAN Wing Yee, Ginny as Director; and
 - (4) To authorize the board of Directors to fix the remuneration of all Directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix their remuneration.

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

“**THAT:**

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

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

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

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

“**THAT:**

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

- (d) for the purpose of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the Articles of Association of the Company to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

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

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

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

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

Hong Kong, 29th April 2026

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and speak and, on a poll, vote instead of him, provided that each proxy is appointed to represent the respective number of shares held by the member as specified in the relevant proxy forms. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the registered office of the Company at Rooms 2001–2002, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
3. An explanatory statement as required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed buy-back mandate under Resolution no.5 above is set out in Appendix I of the circular to shareholders of the Company dated 29th April 2026.
4. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company.
5.
 - (i) The register of members of the Company will be closed from Tuesday, 2nd June 2026 to Friday, 5th June 2026 (both days inclusive), during which no share transfer will be registered. To qualify for the entitlement of the shareholders of the Company to attend, speak and vote at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 1st June 2026.
 - (ii) The register of members of the Company will be closed on Friday, 12th June 2026, and no share transfer will be registered. To qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 11th June 2026.
6. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:30 p.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.cr-power.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned Meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situation.
7. As at the date of this notice, the Board of the Company comprises four executive Directors, namely Mr. SHI Baofeng (Chairman), Mr. WANG Bo (President), Mr. SONG Kui and Mr. HOU Yongjie; three non-executive Directors, namely Mr. ZHOU Bo, Mr. LI Chuanji and Mr. ZENG Jun; and seven independent non-executive Directors, namely Mr. YANG Yuchuan, Ms. LEUNG Oi-sie, Elsie, Dr. CH'IEN Kuo Fung, Raymond, Mr. SO Chak Kwong, Jack, Mr. CHAN Hak Kan, Mr. CHAN Yung and Ms. MAN Wing Yee, Ginny.