

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of China Resources Power Holdings Company Limited (the “**Company**”) will be held on 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 22nd July, 2013 at 10:00 a.m. for the following purposes: -

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution with or without amendments as an ordinary resolution of the Company:

“THAT:

- (a) the proposed merger of China Resources Gas Group Limited (“**CR Gas**”) through the acquisition of CR Gas by the Company by way of a scheme of arrangement (the “**Scheme**”) under Section 99 of the Companies Act of Bermuda, whereby all the ordinary shares with a nominal value of HK\$0.10 each in the share capital of CR Gas in issue as at the record time for the Scheme (the “**Scheme Shares**”) will be cancelled in consideration for the issue of ordinary shares of HK\$1 each in the share capital of the Company (the “**Consideration Shares**”) at the share exchange ratio of 97 new Consideration Shares for every 100 Scheme Shares, subject to and conditional upon the conditions set out in the circular of the Company dated 4th July, 2013 (the “**Proposed Merger**”) be and is hereby approved (with such amendments as any one of the directors of the Company (the “**Directors**”) may in his or her absolute discretion deems fit);
- (b) the allotment and issue of the Consideration Shares in accordance with the terms and conditions of the Proposed Merger and the Scheme be and is hereby approved and further the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Consideration Shares pursuant to terms and conditions of the Proposed Merger and the Scheme and when allotted and issued as fully paid, will rank pari passu in all respects with all the existing ordinary shares of the Company; and the specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and take all such actions and to enter into such transactions and arrangements as may be necessary, desirable or expedient in order to give effect to the Scheme or the Proposed Merger.”

Yours faithfully
By the order of the board of
China Resources Power Holdings Company Limited
Zhou Junqing
Chairman

Hong Kong, 4th July, 2013

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the registered office of the Company at Rooms 2001-2002, 20th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), any vote taken at a general meeting shall be taken by poll. The Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
4. As at the date of this notice, the executive directors of China Resources Power Holdings Company Limited are Ms. ZHOU Junqing, Mr. WANG Yu Jun, Mr. ZHANG Shen Wen and Ms. WANG Xiao Bin; the non-executive directors are Mr. DU Wenmin, Mr. WEI Bin, Mr. HUANG Daoguo and Mr. CHEN Ying; and the independent non-executive directors are Mr. Anthony H. ADAMS, Mr. CHEN Ji Min, Mr. MA Chiu-Cheung, Andrew, Ms. Elsie LEUNG Oi-sie and Dr. Raymond K.F. CH’IEN.