



# CHINA POWER INTERNATIONAL DEVELOPMENT LIMITED

中國電力國際發展有限公司

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

**(Stock Code: 2380)**

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of China Power International Development Limited (the “Company”) will be held at Concord Room I, 8/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on December 6, 2006 at 10:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** the conditional sale and purchase agreement (the “Acquisition Agreement”) dated November 2, 2006 between China Power Investment Corporation (“CPI Group”) and the Company, a copy of which has been produced to the meeting marked “A” and has been initialled by the chairman of this meeting for the purpose of identification, pursuant to which, inter alia, CPI Group agreed to sell, and the Company agreed to purchase, 390,876,250 shares in the issued share capital of Shanghai Electric Power Co., Ltd. for a total consideration of RMB 1,665,132,825, and the transaction contemplated thereunder, be and are hereby generally and unconditionally approved, confirmed and ratified and that the directors of the Company are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Acquisition Agreement.”

By Order of the Board

**China Power International Development Limited**

**Tse Hiu Tung, Sheldon**

*Company Secretary*

Hong Kong, November 18, 2006

#### Notes:

1. A shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more but (not exceeding two) proxies to attend and, on a poll, vote on his behalf. A proxy need not be a shareholder of the Company.

2. Where there are joint registered holders of any share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or at any adjourned meeting should the shareholder so wishes.

*As at the date of this announcement, the directors of the Company are: executive directors Li Xiaolin and Hu Jiandong, non-executive directors Wang Binghua and Gao Guangfu, and independent non-executive directors Kwong Che Keung, Gordon, Li Fang and Tsui Yiu Wa, Alec.*