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## **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 the Lounge, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 22 July 2009 at 11:00 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**

- a.** the conditional acquisition agreement (the “Acquisition Agreement”) dated 8 June 2009 between China Power International Holding Limited (“CPI Holding”), a substantial and controlling shareholder of the Company, and the Company, pursuant to which, CPI Holding agreed to sell, and the Company agreed to purchase 63% of the equity interests of Wu Ling Power Corporation (“Wu Ling Power”) for a total consideration of RMB4,465,087,500 (subject to adjustment as disclosed in the shareholders’ circular of the Company dated 29 June 2009), of which 30% (or RMB1,339,526,250) (subject to adjustment as aforesaid) is to be payable by way of cash payment and 70% (or RMB3,125,561,250) (subject to adjustment as aforesaid) to be satisfied by allotment and issue of 1,466,729,324 new shares (subject to adjustment as aforesaid) of HK\$1.00 each in the share capital of the Company (the “Consideration Shares”), credited as fully paid at HK2.408 each, 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, and all the transactions contemplated thereunder, be and are hereby generally and unconditionally approved, confirmed and ratified;
- b.** the allotment and issue of the Consideration Shares pursuant and subject to the terms and conditions of the Acquisition Agreement be and are hereby approved; and the directors of the Company be and are hereby generally and specially authorised to allot and issue the Consideration Shares accordingly; and
- c.** any director(s) of the Company be and is/are hereby authorised to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementation and completion of the Acquisition Agreement and

transactions contemplated thereunder, (ii) any amendment, variation or modification of the Acquisition Agreement and the transactions contemplated thereunder and (iii) the allotment and issue of the Consideration Shares, upon such terms and conditions as the board of directors of the Company may think fit.”

By Order of the Board  
**China Power International Development Limited**  
**Chong Wai Sang**  
*Company Secretary*

Hong Kong, 29 June 2009

*Registered Office:*

Suite 6301, 63/F.  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

**Notes:**

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is holding two or more shares of the Company is entitled to appoint more than one proxy to attend and vote in his stead. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member of the Company from attending the meeting or any adjournment thereof and voting in person if such member so wishes and in such event, the form of proxy will be deemed to be revoked.
3. As required by the Listing Rules, the vote will be taken by poll. The chairman of the above meeting will demand a poll on the resolution set out in the notice of the above meeting in accordance with the articles of association of the Company.
4. As at the date of this notice, the directors of the Company are: executive directors Ms. Li Xiaolin and Mr. Liu Guangchi, non-executive directors Mr. Gao Guangfu and Mr. Guan Qihong and independent non-executive directors Mr. Kwong Che Keung, Gordon, Mr. Li Fang and Mr. Tsui Yiu Wa, Alec.

Please note that refreshments will not be served at the Extraordinary General Meeting.