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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 Companies Ordinance)*

**(Stock Code: 2380)**

### **COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES**

The Board is pleased to announce that all conditions set out in the Placing and Subscription Agreement have been fulfilled. The Placing was completed on 21 August 2012 and the Subscription Shares were allotted and issued to the Vendor on 29 August 2012. Pursuant to the terms and conditions of the Placing and Subscription Agreement, an aggregate of 443,248,000 Sale Shares have been successfully placed by the Placing Agents to not less than six places at the Placing Price of HK\$2.10 per Sale Share and an aggregate of 443,248,000 Subscription Shares, representing approximately 7.99% of the enlarged issued share capital of the Company immediately after the issue of such Subscription Shares, have been issued and allotted to the Vendor at the Subscription Price of HK\$2.10 per Subscription Share.

Reference is made to the announcement issued by China Power International Development Limited (the “Company”) dated 16 August 2012 in respect of, inter alia, the placing of existing shares and the subscription of new shares (the “Announcement”). Unless otherwise defined, capitalised terms used in this announcement shall have the meaning ascribed to them in the Announcement.

### **COMPLETION OF THE PLACING AND THE SUBSCRIPTION**

The Board is pleased to announce that all conditions set out in the Placing and Subscription Agreement have been fulfilled. The Placing was completed on 21 August 2012 and the Subscription Shares were allotted and issued to the Vendor on 29 August 2012. Pursuant to the terms and conditions of the Placing and Subscription Agreement, an aggregate of 443,248,000 Sale Shares have been successfully placed by the Placing Agents to not less than six places at the Placing Price of HK\$2.10 per Placing Share.

Each of the placees is independent of and not acting in concert (as defined under the Takeovers Code) with any of the Vendor or its concert parties and are not any of the Vendor's, the Company's or its subsidiaries' directors (as defined in the Listing Rules), chief executive (as defined in the Listing Rules) or substantial shareholders (as defined in the Listing Rules), or any of their respective associates.

Pursuant to the Placing and Subscription Agreement, an aggregate of 443,248,000 Subscription Shares, representing approximately 7.99% of the enlarged issued share capital of the Company immediately after the issue of such Subscription Shares, have been issued and allotted to the Vendor at the Subscription Price of HK\$2.10 per Subscription Share. The net proceeds from the Subscription amount to approximately HK\$911 million.

### Effects of the Placing and the Subscription on the shareholding structure of the Company

The following table illustrates the shareholding structure of the Company: (i) immediately before completion of the Placing and the Subscription; (ii) immediately after completion of the Placing but before the Subscription; and (iii) immediately upon completion of the Placing and the Subscription.

Shareholder	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing but before the Subscription		Immediately upon completion of the Placing and the Subscription	
	No. of Shares	% of issued share capital of the Company	No. of Shares	% of enlarged issued share capital of the Company	No. of Shares	% of enlarged issued share capital of the Company
CPDL	1,996,500,000	39.09%	1,996,500,000	39.09%	1,996,500,000	35.97%
CPI Holding (Note 1)	3,529,327,927	69.11%	3,086,079,927	60.43%	3,529,327,927	63.59%
CPI Group (Note 2)	3,529,327,927	69.11%	3,086,079,927	60.43%	3,529,327,927	63.59%
Placees of the Sale Shares	—	—	443,248,000	8.68%	443,248,000	7.99%
Other Shareholders	<u>1,577,732,850</u>	<u>30.89%</u>	<u>1,577,732,850</u>	<u>30.89%</u>	<u>1,577,732,850</u>	<u>28.42%</u>
Total	<u>5,107,060,777</u>	<u>100%</u>	<u>5,107,060,777</u>	<u>100%</u>	<u>5,550,308,777</u>	<u>100%</u>

*Notes:*

1. As at the date of this announcement, CPI Holding is the beneficial owner of 1,532,827,927 Shares. Further, CPI Holding is the beneficial owner of CPDL and therefore CPI Holding is deemed to be interested in the Shares owned by CPDL for the purposes of the SFO.
2. CPI Group is the beneficial owner of CPI Holding and therefore CPI Group is deemed to be interested in 1,532,827,927 Shares owned by CPI Holding and 1,996,500,000 Shares owned by CPDL for the purposes of the SFO.

As disclosed in the above shareholding table, immediately after completion of the Placing as well as immediately after completion of the Placing and the Subscription, not less than 25% of the Company's total issued share capital was held by the public.

By order of the Board  
**China Power International Development Limited**  
**LI Xiaolin**  
*Chairman*

Hong Kong, 29 August 2012

*As at the date of this announcement, the directors of the Company are: executive directors Li Xiaolin and Gu Dake, non-executive directors Guan Qihong and Wang Zichao, and independent non-executive directors Kwong Che Keung, Gordon, Li Fang and Tsui Yiu Wa, Alec.*