



## 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 the shareholders of China Power International Development Limited (the “Company”) will be held at Island Ballroom A, 5/F, Island Shangri La, Pacific Place, Supreme Court Road, Central, Hong Kong on July 21, 2005 at 10:30 a.m., for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as Ordinary Resolutions:

#### ORDINARY RESOLUTIONS

1. **“THAT** the conditional sale and purchase agreement (the “Acquisition Agreement”) dated June 9, 2005 between China Power International Holding Limited (“CPI Holding”), China Power Development Limited (“CPDL”) and the Company, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A”, pursuant to which, inter alia, CPDL agreed to sell, and the Company agreed to purchase, the entire issued share capital of Tianze Development Limited for a total purchase price of RMB560,000,000 (subject to an adjustment in certain specified circumstances as set out in the circular of the Company dated June 30, 2005), is hereby generally and unconditionally approved 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.”
2. **“THAT** subject to the passing of Ordinary Resolution No. 1 set out above, each of the prospective connected transactions referred to in section 7(b) in the Letter from the Board in the circular of the Company dated June 30, 2005 (the “Circular”), namely the technical repair and maintenance framework agreement, the fuel and chemical processing services framework agreement, the non-power generation facilities maintenance framework agreement and the composite ancillary services framework agreement, and the annual caps for each such prospective connected transaction for the years ending December 31, 2005, December 31, 2006 and December 31, 2007 as set out in the Circular, are hereby generally and unconditionally approved 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 each of the prospective connected transactions referred to in section 7(b) in the Letter from the Board in the Circular.”

By Order of the Board  
**Tse Hiu Tung, Sheldon**  
Company Secretary

Hong Kong, June 30, 2005

**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 member of the Company.
2. In order to be valid, a form of proxy together with any 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 46/F, 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 wish.
3. Only shareholders of the Company whose names appear on the Register of Members of the Company on July 19, 2005 or their proxies are entitled to attend the Extraordinary General Meeting. All transfer documents, accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by close of trading on July 18, 2005.

*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.*