

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.



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)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China Power International Development Limited (the “Company”) will be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 15 November 2013 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 12 October 2013 between China Power International Holding Limited (“CPI Holding”), a substantial and controlling shareholder of the Company, and the Company, pursuant to which, inter alia, CPI Holding agreed to sell, and the Company agreed to purchase 100% of the equity interests of Wuhu Electric Power Generating Company Limited (“Wuhu Electric Power”) for a total consideration of RMB1,450,000,000, of which 15% (or RMB217,500,000) is to be payable by way of cash payment and 85% (or RMB1,232,500,000) to be satisfied by allotment and issue of 541,710,619 new shares of HK\$1.00 each in the share capital of the Company (the “Consideration Shares”), credited as fully paid at HK\$2.88 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 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

Li Xiaolin

Chairman & Chief Executive Officer

Hong Kong, 30 October 2013

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, this 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 17M Floor, 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.

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

As at the date of this notice, 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.