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## CHINA NEW ENERGY POWER GROUP LIMITED

中國新能源動力集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1041)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (“SGM”) of China New Energy Power Group Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 17 July 2013 at 11:00 a.m. or any adjournment(s) thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the conditional sale and purchase agreement dated 9 May 2013 (the “**Disposal Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Good Base Investments Limited (“**Good Base**”), a wholly owned subsidiary of the Company, as vendor and Billion Sino Investments Limited (“**Billion Sino**”) as purchaser in relation to the sale and purchase of (i) 1 ordinary share of US\$1.00 in the capital of Allywing Investments Limited (“**Allywing**”) and (ii) the shareholder’s loan due and owing to Good Base by Allywing as at the date of completion of the Disposal Agreement, for a consideration of RMB320,000,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (the “**Director**”) be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to the Disposal Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Disposal Agreement as he/she may in his/her absolute discretion consider necessary or desirable.”

2. **“THAT:**

- (a) the conditional agreement dated 9 May 2013 (the **“Acquisition Agreement”**, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) entered into between Win Harbour Investments Limited (**“Win Harbour”**) and Prance Fortune Investments Limited (**“Prance Fortune”**), a wholly owned subsidiary of the Company, pursuant to which, Prance Fortune agreed to purchase or procure to purchase the entire equity interest in 貴陽鼎天投資諮詢有限公司 (Guiyang Ding Tian Investment Consultancy Limited\*) (**“Target Co”**) at an aggregate consideration of RMB69,000,000, comprising (i) the consideration of RMB1,000,000 for the sale and purchase of the entire equity interest in the Target Co under the Acquisition Agreement and (ii) the consideration of RMB68,000,000 to be paid by Target Co under a pre-sale agreement dated 1 April 2013 entered into between 貴陽中渝置地房地產開發有限公司 (Guiyang Zhong Yu Real Estate Development Company Limited\*) (**“GY Zhong Yu”**) as vendor and the Target Co as purchaser for the purchase of a commercial building A27 of 中渝 • 第一城 (First City, Guiyang) Plot A, and the transactions contemplated thereunder (including but not limited to the entering into of a sale and purchase agreement between GY Zhong Yu as transferor and a wholly owned subsidiary of the Company as transferee relating to the transfer of the entire equity interest of the Target Co) be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (the **“Director”**) be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purposes of or in connection to implementing, completing and giving effect to the Acquisition Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Acquisition Agreement as he/she may in his/her absolute discretion consider necessary or desirable.”

By Order of the Board  
**China New Energy Power Group Limited**  
**Yeung Kwok Yu**  
*Executive Director*

Hong Kong, 27 June 2013

\* *for identification purpose only*

*Head Office and principal place  
of business in Hong Kong:*

Unit 2807, 28/F.,  
The Center  
99 Queen's Road Central  
Central  
Hong Kong

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM convened by the notice of SGM is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the SGM. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, 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 SGM or any adjournment thereof.
3. In the case of joint holders of any share of the Company, any one of 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 are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. Completion and return of this accompanying form of proxy will not preclude you from attending and voting at the SGM in person should you so wish.

*As at the date of this notice, the executive directors of the Company are Mr. Ip Cheng Kuong, Mr. Yeung Kwok Yu, Ms. Catherine Chen, Mr. Chiu Kong, Mr. Kwan Kam Hung, Jimmy, Mr. Wah Wang Kei, Jackie and Mr. Chen Guang Lin; the non-executive director of the Company is Mr. Wu Zhuo Tong; and the independent non-executive directors of the Company are Ms. Ma Yin Fan, Mr. Leung Hoi Ying, Mr. Yu Pan and Mr. Lee Ming Tung.*