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CHINA ELECTRIC POWER
TECHNOLOGY HOLDINGS LIMITED

中國電力科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8053)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Electric Power Technology Holdings Limited (the “**Company**”) will be held at Room 1201-1206, 12th Floor, Block A, Di Sam Ji Plaza, No. 66 North Fourth Ring West Road, Haidian District, Beijing, the PRC on Monday, 16 January 2012 at 9:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 21 December 2011 (the “**Circular**”) of which the notice convening this meeting forms part.

ORDINARY RESOLUTIONS

1. “**THAT** conditional upon the Capital Reorganisation becoming effective on and with effect from the Business Day next following the date that the Capital Reorganisation became effective (Hong Kong time):-
 - (a) the authorised share capital of the Company be increased from HK\$4,000,000 divided into 400,000,000 New Shares of HK\$0.01 each after completion of the Capital Reorganisation to HK\$15,000,000 divided into 1,500,000,000 New Shares of HK\$0.01 each by the creation of an additional 1,100,000,000 unissued New Shares of HK\$0.01 each (the “**Capital Increase**”); and
 - (b) any one director of the Company (the “**Director(s)**”) be and is hereby authorized for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Capital Increase.”

2. “**THAT** conditional upon the Capital Reorganisation and the Capital Increase referred to in the ordinary resolution numbered 1 above becoming effective and conditional upon fulfillment or wavier (where applicable) of the conditions of the Underwriting Agreement (as defined below),:
- (a) the allotment and issue of not less than 754,975,576 New Shares and not more than 837,353,336 New Shares in the share capital of the Company (the “**Offer Shares**”) by way of open offer (the “**Open Offer**”) at a subscription price of HK\$0.0674 per Offer Share to the qualifying holders of the New Shares (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on Tuesday, 31 January 2012 (or such later date as the Company and the Underwriters may agree to be the record date for such Open Offer) (the “**Record Date**”) other than those shareholders with addresses on the Record Date are outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the “**Excluded Shareholders**”) as described in further details in the Circular and on and subject to such terms and conditions as may be determined by the Directors and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**” including all supplemental agreement(s) relating thereto, if any) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 16 November 2011 and made between the Company, and Pacific Motion Limited and Daily Growth Securities Limited as underwriters (the “**Underwriters**”), and the transactions contemplated thereunder, be and are hereby approved;
 - (b) any one Director be and is hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that (i) the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and (ii) excess Offer Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Excluded Shareholders (as the case may be) will be made available for subscription under forms of application for excess Offer Shares;

- (c) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Offer Shares, if any, by the Underwriters) be and are hereby approved;
 - (d) the arrangements for application for Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and are hereby approved, confirmed and ratified;
 - (e) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution.”
3. “**THAT** subject to the Executive granting to Pacific Motion Limited, Mr. Cheung Jonathan and the parties acting in concert with any of them the Whitewash Waiver and the satisfaction of any condition(s) attached to the Whitewash Waiver and such other necessary waiver or consent of the Executive for the transactions contemplated under the Open Offer, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) waiving any obligation on the part of Pacific Motion Limited, Mr. Cheung Jonathan and the parties acting in concert with any of them to acquire securities (including all outstanding Derivatives) of the Company other than those already owned by Pacific Motion Limited, Mr. Cheung Jonathan and the parties acting in concert with any of them which would otherwise arise under Rule 26.1 of the Takeovers Code as result of the fulfillment of the obligations under the Underwriting Agreement, the principal terms of which are set out in the Circular, be and is hereby approved.”

By order of the Board
China Electric Power Technology Holdings Limited
Li Kangying
Chairman

Hong Kong, 21 December 2011

Registered office:
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in the PRC and Hong Kong:*

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68 Connaught Road Central
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Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
2. A form of proxy for use in connection with the EGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the directors of the Company) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrars of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders is present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
4. All resolutions shall be voted by way of a poll of the shareholders of the Company.

As of the date of this announcement, the Board comprises executive Directors, namely Mr. Li Kangying (Chairman), Mr. Wang Dongbin, Mr. Cheung Jonathan and Mr. Cheng Wai Lam James, non-executive Director, Mr. Chau King Fai and independent non-executive Directors, Mr. Yeung King Wah, Mr. Gao Feng and Mr. Chiang Sheung Yee Anthony.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at www.ceptchina.com.