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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 (the “EGM”) 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, at 11:00 a.m. (or so soon thereafter as the annual general meeting of the Company convened at 10:00 a.m. on the same day and place shall have concluded or adjourned) on Friday, 2 September 2011 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

### SPECIAL RESOLUTION

#### IMPLEMENTATION OF THE COMPANY’S REORGANISING PROPOSAL

“**THAT**, conditional upon (i) confirmation of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”), registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction; and (ii) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.01 each in the issued share capital of the Company upon the date (the “**Effective Date**”) on which the Capital Reduction (as defined below) becomes effective:

- (a) every five shares of HK\$0.10 each in the issued and unissued share capital of the Company be consolidated into one share (each a “**Consolidated Share**”) of HK\$0.50 each in the share capital of the Company (the “**Share Consolidation**”);

- (b) immediately following the Share Consolidation, (i) all fractional entitlements remaining following aggregation of fractional entitlements following the Share Consolidation be cancelled, (ii) the issued share capital of the Company be reduced by canceling paid-up capital to the extent of HK\$0.49 on each Consolidated Share in issue on the Effective Date so that the nominal value of each issued Consolidated Share be reduced from HK\$0.50 to HK\$0.01 (each a “**New Share**”) and (iii) the authorized share capital of the Company be diminished by subdividing each of the authorised but unissued Consolidated Shares of HK\$0.50 each in the capital of the Company into fifty New Shares of HK\$0.01 each in the capital of the Company and then canceling such number of New Shares so that the authorized share capital of the Company is diminished from HK\$200,000,000 divided into 400,000,000 Consolidated Shares of HK\$0.50 each to HK\$4,000,000 divided into 400,000,000 New Shares of HK\$0.01 each on the Effective date (collectively, the “**Capital Reduction**”);
- (c) upon the Capital Reduction becoming effective, the entire amount standing to the credit of the share premium account of the Company be cancelled (“**Share Premium Cancellation**”);
- (d) subject to and forthwith upon the Capital Reduction and Share Premium Cancellation becoming effective, the credit amount arising from the Capital Reduction and Share Premium Cancellation be applied to eliminate the previous accumulated losses of the Company as at the Effective Date and the remaining balance be credited to a distributable reserve of the Company where it may be utilised by the directors of the Company in accordance with the articles of association of the Company and all applicable laws (the “**Application of Credit**”); and
- (e) the directors of the Company be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation, the Capital Reduction, the Share Premium Cancellation and the Application of Credit.”

## ORDINARY RESOLUTION

### AMENDMENT TO THE TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS AND ADOPTION OF THE AMENDED AND RESTATED TERMS AND CONDITIONS

“THAT

- (a) conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for amending the terms and conditions of the conditional amendment agreement (the “**Amendment Agreement**”) dated 20 July 2011 entered into between the Company and the convertible bondholder (the “**Convertible Bondholder**”) as defined in the circular of the Company dated 11 August 2011 (“**Circular**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purposes, pursuant to which subject to the terms and conditions of the Amendment Agreement, the Convertible Bondholder agrees to, amongst others, grant a right to the Company that the Company may (but is not obliged to) at any time up to the maturity date of the Convertible Bonds by notice in writing to the Convertible Bondholder to redeem in whole or in part the Convertible Bonds and in the event that the redemption occurs (i) six months before the maturity date of the Convertible Bonds, it shall be effected at 110% of the then outstanding amount of the Convertible Bonds; or (ii) within six months of the maturity date of the Convertible Bonds, it shall be effected at 100% of the then outstanding amount of the Convertible Bonds, the Amendment Agreement be and is hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange granting the approval for the amendments made to the Amendment Agreement and the adoption of the Amended and Restated Terms and Conditions (as defined in the Circular), a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purposes, and subject to the passing of the resolutions under paragraph (a) of this ordinary resolution in relation to the Amendment Agreement, the Terms and Conditions (as defined in the Circular) be replaced in its entirety by the Amended and Restated Terms and Conditions and the adoption of the Amended and Restated Terms and Conditions be and is hereby approved and confirmed; and

- (c) any one director of the Company, or any two directors of the Company or any one director and the secretary of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorised to execute the Amendment Agreement and do all such acts and things and to sign and execute all such other or further documents (if any) and to do all such steps which in his/her opinion, may be necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in and for completion of the Amendment Agreement and the adoption of the Amended and Restated Terms and Conditions and the transactions contemplated thereunder and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in his/her opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the transactions contemplated under the Amendment Agreement and/or the Amended and Restated Terms and Conditions.”

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

Hong Kong, 11 August 2011

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The PRC

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ING Tower  
308 Des Voeux Road Central  
Hong Kong

*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 nominee(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.
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 of Directors comprises executive Directors, namely Mr. Li Kangying (Chairman), Mr. Wang Dongbin, Mr. Cheung Jonathan, Mr. Cheng Wai Lam James and Mr. Li Wing Sang 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](http://www.hkgem.com) for at least 7 days from the date of its publication and on the Company's website at [www.ceptchina.com](http://www.ceptchina.com).*