

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Sciences Conservational Power Limited (the “Company”) will be held at Harbour Room I & II, Mezzanine Level, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui, Kowloon on Monday, 30 May 2004 at 2:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2004.
2. To re-elect directors and to authorize the board of directors to fix their remuneration.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments the following resolutions numbered below as ordinary resolutions of the Company:

Ordinary Resolutions

(1) **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with ordinary shares of HK\$0.01 each (the “Ordinary Shares”) in the capital of the Company and to make or grant any offer, agreement and option (including derivatives, bonds, warrants, debentures, notes, options or convertible securities of the Company) which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Ordinary Shares allotted or agreed to be allotted by the Directors pursuant to the approval being granted pursuant to sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) exercise of subscription rights attaching to warrants of the Company; (iii) exercise of conversion rights attaching to any convertible securities of the Company; (iv) exercise of subscription rights attaching to options granted by the Company including those granted under a share option scheme adopted the Company; or (v) issue of Ordinary Shares pursuant to any scrip dividend scheme or any other issue of Ordinary Shares in lieu of the whole or part of the payment of dividend by the Company, shall not exceed 20 per cent. of the aggregate nominal amount of shares in the capital of the Company in issue as at the date of the passing of this resolution; and

Notice of Annual General Meeting

- (2) **“THAT:**
- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Ordinary Shares in the capital of the Company, subject to and in accordance with all applicable laws and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Ordinary Shares the Company to be repurchased pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 10 per cent. of the issued Ordinary Shares of the Company as at the date of the passing of this resolution;
- (3) **“THAT** conditional upon resolutions numbered 4(1) and 4(2) in this notice being passed, the aggregate nominal amount of Ordinary Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors in accordance with their powers to allot, issue and otherwise deal with Ordinary Shares pursuant to the authority granted under resolution numbered 4(1) shall be and is hereby extended by the nominal amount of Ordinary Shares repurchased by the Company under the authority granted to the directors as mentioned in resolution numbered 4(2).”
- (4) **“THAT:**
- (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, repurchase and deal with preference shares of HK\$0.01 each (the “Preference Shares”) in the capital of the Company which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the Articles of Association of the Company, be and is hereby generally approved;
 - (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant Preference Shares which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or upon the exercise of rights of subscription or conversion under the outstanding warrants to subscribe for shares of the Company or any securities which are convertible into shares of the Company or the share option scheme of the Company or any scrip dividend in lieu of the whole or part of a dividend on shares of the Company, shall not exceed 300,000,000 Preference Shares, and the said approval shall be limited accordingly.”

Notice of Annual General Meeting

For the purpose of resolutions 4(1), 4(2) and 4(4):

“**Relevant Period**” means the period from the date of the passing of the relevant resolution(s) until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolution(s) by the passing of an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deemed necessary or expedient in relation to fractional entitlements or 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).”

By Order of the Board

China Sciences Conservational Power Limited

Hon Ming Kong

Chairman

Hong Kong, 28 April 2005

Notes:

- (1) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company and any appointment of proxy shall not preclude the shareholder entitled to vote at the said meeting to attend and vote in person if he so desires.
- (2) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a materially certified copy thereof, must be deposited at the registered office of the Company at Unit 3618, 36/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meetings thereof.
- (3) In relation to Resolution numbered (2) in the notice regarding re-election of directors, Mr. Hon Ming Kong, Ms. Wong King King, Mr. Hon Yik Kwong, His Royal Highness Prince Idris Abdallah Al-Senussi, Mr. Alan Grant Quasha, Mr. Lo Wing Yat, Kelvin, Mr. John Douglas Kuhns, Mr. Chan Chi Yuen, Mr. Cheng Kin Chow, Tony and Mr. Chan Tat Chee will retire at the Annual General Meeting, and, being eligible, offer themselves for re-election in accordance with the Articles of Association of the Company. The biographical details of the said directors who are seeking for re-election at the Annual General Meeting are set out in the 2004 Annual Report.