

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 New Energy Development Company Limited

中國電力新能源發展有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 735)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of China Power New Energy Company Limited (the “**Company**”) will be held at Room 01–05, 38/F, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong on 31 January 2012 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

1. “**THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below), the allotment and issue of the New Shares (as defined below) on terms and conditions and the other arrangements contemplated by the share purchase agreement (the “**Share Purchase Agreement**”) dated 10 December 2011 entered into between China Power New Energy Development Company Limited (the “**Company**”) and China Three Gorges Corporation (the “**Purchaser**”) be and are hereby approved; and approval be and is hereby specifically granted to the board of directors of the Company to allot and issue 3,230,769,231 new ordinary shares with par value of HK\$0.10 each in the share capital of the Company (the “**New Shares**”) pursuant to and in accordance with the terms and conditions of the Share Purchase Agreement; and

* For identification purposes only

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, or ancillary to or in connection with the matters contemplated in or relating to the Share Purchase Agreement as he/she may consider necessary, desirable or expedient.”

By Order of the Board
China Power New Energy Development Company Limited
Li Xiaolin
Chairman

Hong Kong, 6 January 2012

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Office:

Rooms 3801–3805, 38/F
China Resources Building
26 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, the 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, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting thereof and in default the instrument of proxy shall not be treated as valid. 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. Where there are joint registered holders of any share, any one of such persons may vote at any 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 be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. A form of proxy for use at the SGM is enclosed herewith.
5. The chairman of the SGM will demand a poll on the resolution set out in the notice of the SGM in accordance with the articles of association of the Company.
6. As at the date of this circular, the executive Directors of the Company are Ms. Li Xiaolin, Mr. Zhao Xinyan, Mr. Wang Hao and Mr. Liu Genyu; the non-executive Director are Mr. Cheng Chi and Mr. Yin Lian; and the independent non-executive Directors are Dr. Li Fang, Mr. Chu Kar Wing and Mr. Wong Kwok Tai.