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CHINA RENEWABLE ENERGY INVESTMENT LIMITED

中國再生能源投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 987)

(website: www.cre987.com)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of the shareholders of China Renewable Energy Investment Limited (the “Company”) will be held at Grand Ballroom, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 1 June 2012 at 10:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened at the same place and on the same date at 9:30 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the entering into and the terms and conditions of the agreement to guarantee (the “Agreement to Guarantee”) executed by the Company and 中節能風力發電股份有限公司 (“CECWP”) on 28 March 2012 in respect of, amongst other things, the giving of a counter guarantee (the “Counter Guarantee”) in favour of 中國節能環保集團公司 (“CECEP”), the holding company of CECWP, for 40% of all liabilities and expenses which may be incurred by CECEP under the guarantee given by CECEP for facilities granted to CECWP and on-lent to 中節能港建(甘肅)風力發電有限公司 (a copy of which marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) be and are hereby approved, ratified and confirmed;
- (b) all the transactions contemplated under the Agreement to Guarantee including, without limitation, the execution of the Counter Guarantee in substantially the form set out in the schedule to the Agreement to Guarantee be and are hereby approved; and

- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things and execute all documents or make such arrangement as he may determine to be appropriate, necessary or desirable to give effect to or in connection with the Agreement to Guarantee and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
China Renewable Energy Investment Limited
YUNG Pak Keung, Bruce
Executive Director and Managing Director

Hong Kong, 27 April 2012

Principal place of business in Hong Kong:
9th Floor, Tower 1
South Seas Centre
75 Mody Road
Tsimshatsui East
Kowloon
Hong Kong

Registered office in the Cayman Islands:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. A form of proxy for use at the Meeting is enclosed with the circular despatched on 27 April 2012 to the shareholders.
2. A shareholder entitled to attend and vote at the above Meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a shareholder of the Company.
3. 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 certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

As at the date of this announcement, the Board comprises eight directors, of which Mr. OEI Kang, Eric, Mr. CHANG Li Hsien, Leslie, Dr. YUNG Pak Keung, Bruce and Mr. LEUNG Wing Sum, Samuel are executive directors; Mr. WANG Sing is non-executive director (with Mr. TSANG Chi Kin as his alternate); and Mr. ZHANG Songyi, Mr. TANG Siu Kui, Ernest and Mr. YU Hon To, David are independent non-executive directors.