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## **China Power International Development Limited**

**中國電力國際發展有限公司**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 2380)**

### **Notice of the Extraordinary General Meeting**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Power International Development Limited (the “Company”) will be held at Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 8 November 2017 at 11:00 a.m. (the “Extraordinary General Meeting”) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the conditional share sale and purchase agreement (“Agreement I”) dated 9 October 2017 between China Power International Holding Limited (“CPI Holding”), a wholly-owned subsidiary of State Power Investment Corporation\* (國家電力投資集團公司) (“SPIC”) (the ultimate controlling shareholder of the Company and a wholly state-owned enterprise formerly known as China Power Investment Corporation\* (中國電力投資集團公司)), and the Company, pursuant to which the Company has conditionally agreed to acquire and CPI Holding has conditionally agreed to sell SPIC Guangdong Power Company Limited\* (國家電投集團廣東電力有限公司) (excluding CPI Qian Zhan Gang Dian Company Limited\* (中電投前詹港電有限公司)), SPIC Guangxi Power Company Limited\* (國家電投集團廣西電力有限公司), and China Power (Sihui) Cogeneration Company Limited\* (中電(四會)熱電有限責任公司) at an aggregate consideration of RMB4,852,240,000 (equivalent to approximately HK\$5,708,517,600), which is subject to adjustment on completion, a copy of which has been produced to the meeting marked “A” and has been initialled by the

chairman of this meeting for the purpose of identification, and all the transactions contemplated thereunder, be and are hereby generally and unconditionally approved, confirmed and ratified;

- (b) the conditional share sale and purchase agreement (“Agreement II”) dated 9 October 2017 between SPIC and the Company and any amendments thereto, pursuant to which the Company has conditionally agreed to acquire and SPIC has conditionally agreed to sell SPIC Anhui New Energy Development Co., Ltd.\* (國家電力投資集團安徽新能源有限公司), SPIC Hubeilvdong New Energy Co., Ltd.\* (國家電投集團湖北綠動新能源有限公司), SPIC Shandong Energy Development Co., Ltd.\* (國家電投集團山東能源發展有限公司), and SPIC Shouxian New Energy Development Co., Ltd.\* (國家電力投資集團壽縣新能源有限公司) at an aggregate consideration of RMB117,081,000 (equivalent to approximately HK\$137,742,400), which is subject to adjustment on completion, a copy of which has been produced to the meeting marked “B” and has been initialled by the chairman of this meeting for the purpose of identification, and all the transactions contemplated thereunder, be and are hereby generally and unconditionally approved, confirmed and ratified; and
- (c) any director(s) of the Company be and is/are hereby authorized to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementation and completion of Agreement I and Agreement II and transactions contemplated thereunder and (ii) any amendment, variation or modification of Agreement I and Agreement II and the transactions contemplated thereunder.”

\* *English or Chinese translation, as the case may be, is for identification only*

On behalf of the Board  
**China Power International Development Limited**  
**Yu Bing**  
*Chairman*

Hong Kong, 23 October 2017

***Registered Office:***

Suite 6301, 63/F., Central Plaza  
18 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.
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 notarially certified copy of that power or authority must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjourned meeting thereof (as the case may be).
3. The register of members of the Company will be closed from Friday, 3 November 2017 to Wednesday, 8 November 2017, both days inclusive, during which period no transfer of shares of the Company will be effected. In order **to qualify to attend and vote at the Extraordinary General Meeting**, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong **not later than 4:30 p.m. on Thursday, 2 November 2017**.
4. In the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is in effect at any time between 9:00 a.m. and 11:00 a.m. on the day of the above meeting, the above meeting will be automatically postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to notify the shareholders of the Company that the above meeting has been postponed (however, a failure to post such a notice shall not affect the automatic postponement of such meeting). The shareholders of the Company may also telephone the Company's hotline on (852) 2862 8688 to enquire whether the meeting has been cancelled. When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on its website and on the website of the Stock Exchange to notify the shareholders of the Company of the date, time and location of the rescheduled meeting. At least seven clear days' notice shall be given of the rescheduled meeting. The shareholders of the Company should in any event exercise due care and caution when deciding to attend the above meeting in adverse weather conditions.
5. As required by the Listing Rules, the vote will be taken by poll. The chairman of the above meeting will demand a poll on the resolution set out in the notice of the above meeting in according with the articles of association of the Company.

***Please note that refreshments will not be served at the Extraordinary General Meeting.***

*As at the date of this announcement, the directors of the Company are: executive directors Yu Bing and Tian Jun, non-executive directors Guan Qihong and Wang Xianchun, and independent non-executive directors Kwong Che Keung, Gordon, Li Fang and Yau Ka Chi.*