



CHINA CONSERVATIONAL POWER HOLDINGS LIMITED

中國環保電力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Conservation Power Holdings Limited (the “Company”) will be held at Unit 3616, 36th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 27 August 2004 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and the auditors for the year ended 31 March 2004.
2. To re-elect directors pursuant to articles 99 and 116 of the Articles of Association of the Company (the biographies of the directors proposed for re-election are set out in Appendix II to the circular dispatched to shareholders on 30 July 2004) and to fix their remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.

To consider, as special business and, if thought fit, pass with or without amendments, the following resolutions, of which resolution numbered 4 will be proposed as ordinary resolution and resolution numbered 5 will be proposed as special resolution.

4. (A) To grant a general mandate to the directors to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of the resolution (the “Repurchase Mandate”).

(B) To grant a general mandate to the directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of the resolution (the “Issue Mandate”).

(C) Subject to the passing of the resolutions to grant the Repurchase Mandate and the Issue Mandate, to extend the authority to allot, issue and deal with shares under the Issue Mandate by an additional amount representing such amount of share capital of the Company as repurchased under the Repurchase Mandate.
5. To amend the Articles of Association of the Company to reflect certain amendments made to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) which came into effect on 15 February 2002 and 31 March 2004, respectively and other consequential amendment thereto, a summary of which is set out below:

- Article 2 : To add definitions for the expressions “associates”, “the Company’s Website”, “electronic”, “Electronic Signature” and to amend the expressions “recognized clearing house” and “subsidiary and holding company”
- Articles 15(c), 28, 44, 157(a)(vi), 167(a), 168, 169, 172 and 173 : To provide for service of documents/ notices by the Company by electronic means
- Article 80 : To reflect the requirement of voting by poll in respect of certain transactions under the Listing Rules
- Articles 107(c), (d) and (e) : To be consistent with the provisions of the revised Appendix 3 to the Listing Rules so that, subject to certain exceptions, a director shall abstain from voting at the board meeting on any contract or arrangement in which he and/or any of his associates has/have a material interest nor shall he be counted towards the quorum of the relevant board meeting
- Article 120 : To be consistent with the revised Appendix 3 to the Listing Rules which stipulates the minimum seven-day period for lodgment by a shareholder of the notice to nominate a director and the nomination shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting
- Article 163(c) : To add a new article to allow for the dispatch of summary financial statement of the Company’s annual account in lieu of a completed copy of the Company’s financial statement

By Order of the Board
Ada Chow
Company Secretary

Hong Kong, 30 July 2004

Notes:

- (1) This is a summary of the full text of the notice of the annual general meeting. The full text of resolutions 4(A), 4(B), 4(C) and 5 is set out in the Notice of Annual General Meeting accompanying the circular despatched to shareholders on 30 July 2004 (the “Circular”). The Circular can also be viewed and downloaded from the website of The Hong Kong Exchanges and Clearing Limited at www.hkex.com.hk.
- (2) A member entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (3) In order 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 thereof, must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). Delivery of the instrument appointing the proxy shall not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing the proxy shall be deemed to be revoked.

- (4) In relation to resolution 4(B), an explanatory statement (as required by the Listing Rules) is set out in Appendix to the Circular despatched to shareholders on 30 July 2004. The Circular can also be viewed and downloaded from the website of The Hong Kong Exchanges and Clearing Limited at www.hkex.com.hk.
- (5) Resolution numbered 5 will be proposed as a special business to amend the Articles of Association of the Company, the purpose of the amendments is to bring the Articles of Association of the Company in line with certain changes to the Listing Rules which came into effect on 15 February 2002 and 31 March 2004, respectively and other consequential amendments thereto. The full text of the proposed amendments is set out in the Notice of Annual General Meeting accompanying the Circular despatched to shareholders on 30 July 2004. The Circular can also be viewed and downloaded from the website of The Hong Kong Exchanges and Clearing Limited at www.hkex.com.hk.
- (6) As at the date of this announcement, the board of directors of the Company consists of Mr. Hon Ming Kong, Mr. Hon Yik Kwong, Mr. Lee Yu Leung, Mr. Ting Pascal and Mr. Chen Jun Nong, all of whom are executive directors; Mr. Li Yong, Alfa, an non-executive director; Mr. Fork Siu Lun, Tommy and Mr. Tsoi Wai Kwong, both of whom are independent non-executive directors.

“Please also refer to the published version of this announcement in China Daily”.