THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Important: If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Conservational Power Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s), or to the banker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

A notice convening an annual general meeting (the "AGM") of China Conservational Power Holdings Limited (the "Company") to be held at 34th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 29 August 2008 at 11:30 a.m. is set out on pages 20 to 25 of this circular.

A form of proxy for the annual general meeting is enclosed herewith. Whether or not you are able to attend the annual general meeting , please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch registrar and transfer office in Hong Kong, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, 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). Completion and return of proxy form will not preclude you from attending and voting at the annual general meeting should you so desire.

31 July 2008

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In this circular, unless otherwise defined, terms used herein shall have the following meaning:

"AGM"	the annual general meeting of the Company to be held at 34th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 29 August 2008 at 11:30 a.m., a copy of the notice is set out on pages 20 to 25 of this circular;
"AGM Notice"	the notice of the AGM as set out on pages 20 to 25 of this circular;
"Articles"	the articles of association of the Company;
"associates"	has the meaning ascribed thereto in the Listing Rules;
"Board"	the board of Directors;
"CG Code"	The Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules;
"Company"	China Conservational Power Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange and the trading of which on the Stock Exchange has been suspended since 29 September 2005;
"connected person"	has the meaning ascribed thereto in the Listing Rules;
"Directors"	the directors of the Company;
"Group"	the Company and its subsidiaries;
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC;
"Independent Third Party"	a third party which is independent of and not connected with the Company, the directors, the chief executive officers and the substantial shareholders of the Company and its subsidiaries and their respective associates (within the meaning of the Listing Rules);

"Issue Mandate"	the general and unconditional mandate to be granted to the Directors at the AGM to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution approving such mandate and any shares repurchased pursuant to the Repurchase Mandate;
"Latest Practicable Date"	23 July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange;
"PRC"	The People's Republic of China, and for the sole purpose of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan;
"Repurchase Mandate"	the general and unconditional mandate to be granted to the Directors at the AGM to repurchase Shares of the Company on the Stock Exchange up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution approving such mandate;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of Share(s);
"Special Resolution(s)"	the special resolution(s) to be proposed at the AGM in order to consider and approve the proposed amendments to be made to the Articles as set out in resolution number 5 of AGM Notice;

"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Repurchases;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong; and
"%"	per cent.

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)

Executive Directors:
Mr. SUN Tak Yan, Desmond *(Chairman)*
Mr. NG Cheuk Fan, Keith *(Managing Director)*
Mr. YEUNG Kwok Leung

Independent Non-Executive Directors:
Mr. NG Kay Kwok
Mr. LAM Ka Wai, Graham
Mr. TAM B Ray Billy

Registered Office:
P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Head Office and Principal Place of Business in Hong Kong:
1702-3, 17th Floor
Skyline Commercial Centre
71-77 Wing Lok Street
Sheung Wan, Hong Kong

31 July 2008

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to (i) the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the proposed amendments to the Articles.

PROPOSED GRANT OF GENERAL MANDATES

At the annual general meeting of the Company held on Wednesday, 29 August 2007, ordinary resolutions were passed granting a general mandate to the Directors to issue, allot and otherwise deal with Shares. These general mandates will lapse at the conclusion of the next annual general meeting, unless renewed at that meeting.

ISSUE MANDATE

At the AGM, ordinary resolutions will be proposed for the approval to grant a general mandate to the Directors to issue Shares equal to an aggregate of up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution (ie. 92,814,000 Shares on the basis of 464,070,000 Shares in issue as at the Latest Practicable Date, assuming there is no change in the issued share capital from the Latest Practicable Date up to the date of the AGM) and any Shares repurchased pursuant to the Repurchase Mandate. The Issue Mandate will expire (i) at the conclusion of the Company's next annual general meeting; or (ii) at the expiry of the period within which the Company is required by any applicable laws or its articles of association to hold its next annual general meeting; or (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting.

REPURCHASE MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities, subject to restrictions, on the Stock Exchange. At the AGM of the Company, an ordinary resolution will be proposed to grant to the Directors of the Company a general mandate to, inter alia, repurchase up to 10% of the issued share capital of the Company as at the date of passing the relevant resolution (ie. 46,407,000 Shares on the basis of 464,070,000 Shares in issue as at the Latest Practicable Date, assuming there is no change in the issued share capital from the Latest Practicable Date up to the date of the AGM). The Repurchase Mandate will expire (i) at the conclusion of the Company's next annual general meeting; or (ii) at the expiry of the period within which the Company is required by any applicable laws or its articles of association to hold its next annual general meeting; or (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting. The Company is required under the Listing Rules to send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Repurchase Mandate, which is set out in Appendix I to this circular. Trading in the Shares of the Company has been suspended since 29 September 2005. As such, the Company cannot utilise the Repurchase Mandate to repurchase of its shares on-market until resumption of trading of the Shares on the Stock Exchange. Upon resumption of trading of the Shares on the Stock Exchange, the Directors have no intention to make any repurchases which would result in the public float of the Company falling below the 25% minimum requirement as required under the Listing Rules.

PROPOSED AMENDMENTS TO THE ARTICLES

With effect from 1 January 2005, the Listing Rules have been amended by the Stock Exchange by replacing the Code of Best Practice in Appendix 14 with the new CG Code and adding a new Appendix 23 on the requirements for a Corporate Governance Report to be included in annual reports of listed issuers. Further amendments have been made to the Listing Rules with effect from 1 March 2006 requiring that, among other matters, the articles of association shall provide that Directors may be removed at any time by ordinary resolution of the Shareholders.

The Directors therefore propose to put forward to the Shareholders for approval of a Special Resolution to amend the Articles at the AGM. The amendments are to bring the current Articles in line with, including but not limited to:–

(i) paragraph A.4.2 of the CG Code which requires that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years and all Directors appointed to fill a casual vacancy should be subject to election by the Shareholders at the first general meeting after their appointment;

(ii) Rule 13.39(3) of the Listing Rules and paragraph E.2.1 of the CG Code which provide, among other things, that if the aggregate proxies held by the chairman of a particular general meeting and/or the Directors account for 5% or more of the total voting rights at the meeting, and if on a show of hands in respect of any resolution, the meeting votes in the opposite manner to that instructed in those proxies, the chairman of the general meeting and/or any Director holding proxies as aforesaid shall demand a poll, unless it is apparent from the total proxies held by those persons that a vote taken on a poll will not reverse the vote taken on a show of hands; and

(iii) paragraph 4(3) of Appendix 3 to the Listing Rules which provides that any Directors may be removed by ordinary resolution in general meeting before the expiration of his period of office.

Further details of the proposed amendments to the Articles to be approved by the Shareholders by way of a Special Resolution are set out in resolution number 5 of the AGM Notice set out on pages 20 to 25 of this circular.

PROPOSED RE-ELECTION OF DIRECTORS

Under Article 116 of the existing Articles, at each annual general meeting, one-third of the Directors (other than the Managing Director or Joint Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third, shall retire from office by rotation. It is also provided in the article 116 that the Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Article 99 of the Articles provides that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation.

Mr. Ng Kay Kwok, Mr. Lam Ka Wai, Graham and Mr. Tam B Ray Billy who were appointed by the Board shall retire at the AGM. On 4 December 2007, Mr. Sun Tak Yan, Desmond and Mr. Ng Cheuk Fan, Keith were appointed as the Chairman and the Managing Director respectively. Mr. Yeung Kwok Leung, who has been the longest in office since last election, shall retire at the AGM pursuant to Article 116 of the existing Articles. Mr. Sun Tak Yan, Desmond, Mr. Ng Cheuk Fan, Keith, Mr. Yeung Kwok Leung, Mr. Ng Kay Kwok, Mr. Lam Ka Wai, Graham and Mr. Tam B Ray Billy are eligible for re-election at the AGM and have agreed to offer themselves for re-election. Each of Mr. Sun Tak Yan, Desmond, Mr. Ng Cheuk Fan, Keith, Mr. Yeung Kwok Leung, Mr. Ng Kay Kwok, Mr. Lam Ka Wai, Graham and Mr. Tam B Ray Billy has confirmed that they are not aware of any matters which should be brought to the attention of the Shareholders.

The biography of each of Mr. Sun Tak Yan, Desmond, Mr. Ng Cheuk Fan, Keith, Mr. Yeung Kwok Leung, Mr. Ng Kay Kwok, Mr. Lam Ka Wai, Graham and Mr. Tam B Ray Billy is set out in Appendix II to this circular. A resolution will be put forward at the AGM to consider the re-election of each of Mr. Sun Tak Yan, Desmond, Mr. Ng Cheuk Fan, Keith, Mr. Yeung Kwok Leung, Mr. Ng Kay Kwok, Mr. Lam Ka Wai, Graham and Mr. Tam B Ray Billy as Director.

THE AGM

The AGM Notice setting out the ordinary resolutions and the Special Resolutions which will be proposed to approve, inter alia, the Issue Mandate, the Repurchase Mandate, the re-election of Directors, and the proposal for amending the Articles.

A proxy form for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's branch registrar and transfer office in Hong Kong, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 80 of the Articles, all resolutions to be proposed at the AGM will be put to the vote of the Shareholders on a show of hands unless a poll is required under the Listing Rules or duly demanded (before or after the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll). A poll may be demanded by:–

(a) the Chairman of the meeting; or

(b) at least five members present in person or in case of a corporation, by its duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or

(c) any member or members present in person or in case of a corporation, by its duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or

(d) any member or members present in person or by a duly authorised corporate representative or by proxy holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

RECOMMENDATIONS

The Directors believe that the Issue Mandate, the Repurchase Mandate, the re-election of Directors, and the proposed amendments to the Articles, are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions set out in the AGM Notice.

DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Articles (inclusive of the proposed amendments thereto as set out in the AGM Notice) is available for inspection at the principal place of business of the Company in Hong Kong at Units 1702-03, 17th Floor, Skyline Commercial Centre, 71-77 Wing Lok Street, Sheung Wan, Hong Kong, during normal business hours for a 14-days period immediately preceding the AGM to be held on 29 August 2008 and at the AGM.

By Order of the Board
China Conservational Power Holdings Limited
Ng Cheuk Fan, Keith
Managing Director

This is the explanatory statement to provide requisite information to the Shareholders of the Company for their consideration of the Repurchase Mandate, as required by Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue were 464,070,000.

Subject to the passing of the resolution number 4(B) set out in the AGM Notice, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 46,407,000 Shares, representing 10% of the issued share capital (assuming there will be no change in the issued share capital of the Company between the Latest Practicable Date and the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital paid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Directors have no intention to repurchase any Share of the Company but it will only undertake such purchases applying legally available funds from the Company's internal resources and/or proceeds of an issue of new Shares.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated accounts contained in the annual report for the year ended 31 March 2008 (a copy of the annual report containing the audited consolidated accounts for the year ended 31 March 2008 is sent to the Shareholders together with this circular) in the event that the proposed shares repurchase was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extend as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The Directors will not repurchase the Shares such that the public float of the Company fall below the minimum public float requirement under the Listing Rules.

4. SHARE PRICES

Trading in the Shares of the Company was suspended since 29 September 2005 and remained suspended up to the date of this circular.

5. UNDERTAKING

None of the Directors nor (to the best of their knowledge and having made all reasonable enquiries) their associates have any present intention to sell any Shares of the Company under the Repurchase Mandate if such is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Listing Rules prohibits a company from knowingly repurchasing its shares on the Stock Exchange from a connected person and a connected person is prohibited from knowingly selling his/her/its shares to the Company on the Stock Exchange.

As at the Latest Practicable Date, no other connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If on exercise of the powers of repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors were aware, the substantial Shareholder of the Company (within the meaning of the Listing Rules) is Good Treasure Holdings Limited ("Good Treasure"), a company incorporated in the British Virgin Islands with limited liability and is interested in 108,000,000 Shares, representing approximately 23.27% of the Company's issued share capital. Good Treasure is beneficially wholly owned by Mr. Li Chun Sing, Andrew ("Mr. Li"). Otherwise than being the substantial Shareholders of the Company, both Good Treasure and Mr. Li are Independent Third Parties.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate (on the basis of 464,070,000 Shares in issue before the exercise of the Repurchase Mandate), the attributable shareholdings of Good Treasure and parties acting in concert with it would be increased to approximately 25.86% of the then issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

The following are the biographies of the Directors proposed to be re-elected at the AGM.

Mr. SUN Tak Yan, Desmond

Mr. SUN Tak Yan, Desmond ("Mr. Sun"), aged 60, appointed as Executive Director of the Company on 11 January 2007 and was further appointed as Chairman on 4 December 2007. Mr. Sun currently is a director of Fidelity Capital Limited. He holds a Bachelor Degree of Economics from the University of Tasmania. Mr. Sun has extensive experience in strategic planning and corporate development, including initial public offer, mergers and acquisitions of listed companies in Hong Kong and in specialized land developments in Hong Kong and in China.

On 14 July 2008, Mr. Sun was newly appointed as an executive director of Xian Yuen Titanium Resources Holdings Limited, a company listed on the main board of the Stock Exchange. He was a director of Northern International Holdings Limited, a company listed on the main board of the Stock Exchange during the period from 1998 to 2004. Saved as disclosed, Mr. Sun has not held any directorship in other listed companies for the past three years. Mr. Sun also held management positions with Citibank and Lloyds Bank in Hong Kong during the 80's. Prior coming to Hong Kong in 1982, Mr. Sun held management positions with the Ford Motor Company and the Australian Consolidated Industries in Australia.

Mr. Sun entered into a service agreement with the Company on 26 January 2007 for a term of one year commencing from 11 January 2007 terminable by either party by giving one (1) month notice to other party and, subject to the removal and rotation provisions in the Articles. Pursuant to the service agreement, Mr. Sun is entitled to a monthly director fee of HK$25,000 each commencing from his date of appointment as an Executive Director of the Company (i.e. 11 January 2007) on a 13 months basis per annum, subject to review by the Board. His remuneration is determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to his academic background, qualifications, working experience, duties and responsibilities in the Group, as well as the business and financial performance of the Group.

Mr. NG Cheuk Fan, Keith

Mr. NG Cheuk Fan, Keith ("Mr. Ng"), aged 47, appointed as Executive Director on 4 April 2007 and was further appointed as Managing Director of the Company on 4 December 2007. Upon his directorate in the Company commenced, he was further appointed as directors of various subsidiaries within the Group. Mr. Ng graduated from the University of Alberta, Canada with a Bachelor degree in commerce, majoring in accounting. He also received a Master of Commerce degree in Professional Accounting from the University of New South Wales, Australia. Mr. Ng is a member of the CPA Australia and the Hong Kong Institute of Certified Public Accountants. Mr. Ng has over 19 years of accounting experience.

During the period from May 2004 to June 2008, Mr. Ng served as an executive director, financial controller, qualified accountant and company secretary of Le Roi Holdings Limited, a company incorporated in the Cayman Islands and the shares of which are listed on the main board of the Stock Exchange. From April 1996, he served as an executive director of Fujian Group Limited ("Fujian"), a company incorporated in Hong Kong, the shares of which are listed on the main board of the Stock Exchange. A Winding-up Petition (HCCW74/2002) was served on Fujian by 6 former employees. The proceeding commenced on 21 January 2002 concerning an amount involved HK$489,425.20. The Winding-up Petition was dismissed by the High Court upon the satisfaction of the payment of the claim. Mr. Ng resigned as director of Fujian on 27 July 2001. From May 1999, he served another listed company, Fu Hui Holdings Limited ("Fu Hui"), a company incorporated in Hong Kong with its business engaged in investments holdings and sale & marketing of jewellery products. Fu Hui underwent a proceeding regarding a corporate restructuring involving subscription of new shares, bank compromise, whitewash waiver and change of name. The proceeding commenced on 20 July 2001 and the amount involved for subscription of new shares was HK$100,000,000.00 and for bank compromise was HK$95,474,962.94. The corporate restructuring was completed on 14 September 2001 and the name of Fu Hui changed to Fushan Holdings Limited with effect from 3 October 2001. Mr. Ng resigned as director of Fu Hui on 14 September 2001. Save as disclosed, Mr. Ng has not held any directorship in other listed companies for the past three years.

Mr. Ng entered into a service agreement with the Company for a term of one year commencing from 4 April 2007 terminable by either party by giving one (1) month notice to other party and, subject to the provisions on removal, re-election and retirement by rotation in the Articles. Pursuant to the service agreement, Mr. Ng is entitled to a monthly director fee of HK$50,000 commencing from his date of appointment (i.e. 4 April 2007) on a 13 months basis per annum, subject to review by the Board. Mr. Ng's remuneration is determined by the Board based on the recommendation of the Remuneration Committee with reference to his academic background, qualifications, working experience, duties and responsibilities in the Group, as well as the business and financial performance of the Group.

Mr. YEUNG Kwok Leung

Mr. YEUNG Kwok Leung ("Mr. Yeung "), aged 34, joined the Group in October 2005 and was appointed the Qualified Accountant of the Company on 2 November 2005. On 23 December 2005, he was appointed as an Executive Director. Mr. Yeung holds a Bachelor degree in Accountancy and has over 10 years' experience in auditing, financial controlling, accounting, corporate development as well as business strategies. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Yeung is responsible for the financial and accounting functions of the Group. He holds directorship in almost all the subsidiaries in the Group.

During the past three years, Mr. Yeung has not held directorship in any other listed companies.

Mr. Yeung and the Company entered into a service agreement on 8 November 2006. Pursuant to the service agreement, Mr. Yeung will be paid a monthly director fee of HK$10,000 each commencing from 1 August 2006 on a 13 months basis per annum. Mr. Yeung is also entitled to a 13-month salary of HK$40,000 each month per annum in his capacity as the Qualified Accountant. The appointment of Mr. Yeung is for a term of one year and can be terminated by the Company by giving one month written notice to Mr. Yeung, subject to the rotation provisions in the Articles. The Directors' remuneration is determined by the Board based on the recommendation of the Remuneration Committee with reference to his qualifications, working experience and responsibilities of Mr. Yeung as qualified accountant of the Company.

Mr. NG Kay Kwok

Mr. NG Kay Kwok ("Mr. Ng"), aged 46, appointed as an Independent Non-Executive Director of the Company on 14 September 2007. Mr. Ng graduated from The Australian National University with a Bachelor's degree in Economics. He is an associate member of CPA Australia. He worked for a number of companies listed in Hong Kong and has extensive experience in accounting and financial management.

Since January 2007, Mr. Ng has been acting as the qualified accountant and company secretary of M Dream Inworld Limited, a company listed on the Growth Enterprise Market ("GEM") of Stock Exchange. Mr. Ng is also an independent non-executive director of Everpride Biopharmaceutical Company Limited, a company listed on the GEM of the Stock Exchange since 17 July 2006. During the period from July 2003 to October 2004, Mr. Ng also has been the qualified accountant, company secretary as well as executive director of Riverhill Holdings Limited, a company which was listed on the GEM of the Stock Exchange and has been de-listed in 2005. Saved as disclosed herein, Mr. Ng has not held any directorship in other listed company in Hong Kong over the past three years.

On 14 September 2007, Mr. Ng signed a Letter of Appointment with the Company. Pursuant to which, Mr. Ng will be paid an amount of HK$100,000.00 per annum which is determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to the remuneration benchmark in the market for independent non-executive directors of companies listed on the Stock Exchange, the financial position of the Company and their respective duties and responsibilities with Company. His appointment is for a term of one year and can be terminated by the Company by giving one month written notice to him, subject to the rotation provisions in the Articles. He will hold office until the conclusion of the forthcoming annual general meeting.

Mr. LAM Ka Wai, Graham

Mr. LAM Ka Wai, Graham ("Mr. Lam"), aged 40, appointed as an Independent Non-Executive Director of the Company on 14 September 2007. Mr. Lam graduated from the University of Southampton, England with a Bachelor of Science degree in Accounting and Statistics. He is an associate member of Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.

Mr. Lam is currently a Managing Director & Head of Corporate Finance Department of an investment bank and has around 14 years experience in investment banking as well as around 4 years experience in accounting and auditing. He is also an independent non-executive director of Cheuk Nang (Holdings) Limited, Applied Development Holdings Limited, ZZNode Technologies Company Limited and Artfield Group Limited. Saved as disclosed herein, Mr. Lam has not held any directorship in other listed company in Hong Kong over the past three years.

Mr. Lam signed a Letter of Appointment with the Company on 14 September 2007, pursuant to which, Mr. Lam will be paid an amount of HK$100,000.00 per annum which is determined by the Board based on the recommendation of the Remuneration Committee with reference to the remuneration benchmark in the market for independent non-executive directors of companies listed on the Stock Exchange, the financial position of the Company and their respective duties and responsibilities with Company. His appointment is for a term of one year and can be terminated by the Company by giving one month written notice to him, subject to the rotation provisions in the Articles. He will hold office until the conclusion of the forthcoming annual general meeting.

Mr. TAM B Ray Billy

Mr. TAM B Ray Billy ("Mr. Tam"), aged 40, appointed as an Independent Non-Executive Director of the Company on 4 December 2007. Mr. Tam has been a practicing solicitor in Hong Kong for over 10 years. He is currently a partner of Messrs. Ho & Tam. Mr. Tam holds a Bachelor of Laws degree from King's College London University and Tsinghua University; and a Master of Laws degree from Hong Kong University.

During the period from April 2005 to December 2006, he was an independent non-executive director of Intcera High Tech Group Limited, a company listed on the GEM of the Stock Exchange. Saved as disclosed herein, Mr. Tam has not held any directorship in other listed company in Hong Kong during the past three years.

On 4 December 2007, Mr. Tam entered into a Letter of Appointment with the Company. Pursuant to which, Mr. Tam will be paid an amount of HK$100,000.00 per annum which is determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to the remuneration benchmark in the market for independent non-executive directors of companies listed on the Stock Exchange, the financial position of the Company and his respective duties and responsibilities with Company. His appointment is for a term of one year and can be terminable by the Company by giving one month written notice to him, subject to the rotation provisions in the Articles. He will hold office until the conclusion of the forthcoming annual general meeting.

Other than as disclosed above, each of Mr. Sun Tak Yan, Desmond, Mr. Ng Cheuk Fan, Keith, Mr. Yeung Kwok Leung, Mr. Ng Kay Kwok, Mr. Lam Ka Wai, Graham and Mr. Tam B Ray Billy further confirmed that:–

(i) he has not previously held any positions with the Company or any of its subsidiaries;

(ii) he is not interested in or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date;

(iii) he does not have any other relationship with any Directors, senior management or substantial or controlling Shareholder of the Company; and

(iv) in relation to their re-election as Directors of the Company, there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51 (2)(h) to 13.51 (2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

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 IS HEREBY GIVEN that the annual general meeting of China Conservational Power Holdings Limited (the "Company") will be held at 34th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 29 August 2008 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 auditor for the year ended 31 March 2008.

2. To re-elect directors of the Company (the "Directors"), namely (a) Mr. Sun Tak Yan, Desmond as Executive Director, (b) Mr. Ng Cheuk Fan, Keith as Executive Director, (c) Mr. Yeung Kwok Leung as Executive Director, (d) Mr. Ng Kay Kwok as Independent Non-executive Director, (e) Mr. Lam Ka Wai, Graham as Independent Non-executive Director, (f) Mr. Tam B Ray Billy as Independent Non-executive Director, and (g) to authorise the Directors to fix the Directors' remuneration.

3. To re-appoint Shu Lun Pan Horwath Hong Kong CPA Limited as auditor of the Company and to authorise the Directors to fix their remuneration.

4. To consider, as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

   (A) "**THAT** the directors of the Company be and are hereby granted an unconditional general mandate to repurchase issued shares in the capital of the Company in accordance with all applicable laws and subject to the following conditions:

      (a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below);

      (b) the aggregate nominal amount of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to this resolution shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution; and

(c) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution 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; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting."

(B) "**THAT** the directors of the Company be and are hereby granted an unconditional general mandate to issue, and allot and deal with additional shares in the capital of the Company or securities convertible into shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below) save that the directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (c) below) or pursuant to the grant or exercise of options issued under any share option scheme adopted by the Company for the grant or issue to employees of the Company and/or any of its subsidiaries and/or associated companies of options to subscribe for or rights to acquire shares of the Company, or pursuant to any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company or with the consent of the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution;

(c) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of 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; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof of members on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong)."

(C) "**THAT** the general mandate granted to the directors of the Company to issue and dispose of additional shares pursuant to Ordinary Resolution 4(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 4(A) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."

5. To consider, as special business and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

"**THAT** the Articles of Association of the Company be amended as follows:

"(a) by deleting the existing Article 99 in its entirety and substituting therefor the following new Article 99:

Board may fill vacancies/ appoint Directors	99	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the Members in general meeting, as an additional to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election at that meeting.

(b) by deleting the existing Article 116 in its entirety and substituting therefor the following new Article 116:

Rotation and retirement of Directors	116	Notwithstanding any other provisions in the articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

(c) by deleting the existing Article 119 in its entirety and substituting therefor the following new Article 119:

Power of general meeting to increase or reduce the number of Directors

119 (i) The Members may, at any general meeting convened and held in accordance with these articles, by ordinary resolution remove a Director (including a managing or other executive director) at any time before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

(ii) A vacancy on the Board created by the removal of a Director under the provisions above may be filled by the election or appointment by the Members at the meeting at which such Director is removed to hold office until the next appointment of Directors in accordance with Article 116 or until their successors are elected or appointed or, in the absence of such election or appointment such general meeting may authorize the Board to fill any vacancy in the number left unfilled. Any Director so appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting." "

By Order of the Board
China Conservational Power Holdings Limited
Ng Cheuk Fan, Keith
Managing Director

Hong Kong, 31 July 2008

Registered Office:
P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Head Office and Principal Place of Business in Hong Kong:
Units 1702-3, 17th Floor
Skyline Commercial Centre
71-77 Wing Lok Street
Sheung Wan
Hong Kong

Notes:

(1) 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.

(2) A form of proxy for use at the annual general meeting is enclosed.

(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, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, 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.