



ENERSAVE

# CHINA ENERSAVE LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199706776D)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of China EnerSave Limited (the "Company") will be held at 80 Raffles Place, #21-20, UOB Plaza 2, Singapore (048624) on 8 September 2006 at 10:30 a.m., for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

### ORDINARY RESOLUTIONS:

**That:**

#### • **The Proposed Acquisition**

- (a) the proposed acquisition by the company (the "Proposed Acquisition") of a 51% equity interest in Yima Jinjiang Energy Comprehensive Utilisation Company Limited (河南义马锦江能源综合利用有限公司) through the acquisition of the entire issued and paid-up share capital of China Energy (Henan) Limited be hereby approved and authorised; and
- (b) the Directors of the Company be and are hereby authorised to do all such further acts and execute such further documents which in their opinion may be necessary, desirable or expedient to give effect to the Proposed Acquisition;

#### • **The allotment and issue of the Placement Shares**

- (a) the proposed allotment and issue and placement of up to 406,000,000 new ordinary shares (the "Placement Shares" and each a "Placement Share") at a placement price of S\$0.165 to raise capital to satisfy the cash consideration for the Proposed Acquisition be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised to do all such further acts and execute such further documents which in their opinion may be necessary, desirable or expedient to give effect to this Resolution;

#### • **The allotment and issue of the Consideration Shares**

- (a) the proposed allotment and issue of 96,121,000 new ordinary shares in the capital of the company (the "Consideration Shares" and each a "Consideration Share") at an issue price of S\$0.165 per Consideration Share as part consideration for the Proposed Acquisition be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised to do all such further acts and execute such further documents which in their opinion may be necessary, desirable or expedient to give effect to this Resolution; and

#### • **The allotment and issue of the Referral Shares**

- (a) the proposed allotment and issue of 12,976,000 new ordinary shares in the capital of the company (the "Referral Shares" and each a "Referral Share") at an issue price of S\$0.165 per Referral share as consideration for the referral fee of US\$1.35 million (being 3 per cent of the Consideration) to NovusAsia Advisory Limited in relation to the Proposed Acquisition be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised to do all such further acts and execute such further documents which in their opinion may be necessary, desirable or expedient to give effect to this Resolution.

By Order of the Board

Tan Ching Chek  
Company Secretary

Singapore, 24 August 2006

### Notes:

- (1) A Shareholder entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
- (2) Where a Shareholder appoints two proxies, the Company may treat the appointment as invalid unless the Shareholder specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 80 Raffles Place #21-20, UOB Plaza, Singapore (048624) not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (5) In the case of joint shareholders, all holders must sign the form of proxy.