

**ASIA POWER CORPORATION LIMITED**

Company Registration No. 199701487C  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 11<sup>th</sup> Annual General Meeting of ASIA POWER CORPORATION LIMITED will be held at 65 Chulia Street, The Executives' Club, OCBC Centre #33-01, Private Room 1, Singapore 049513 on 21 April 2008 at 3.30pm for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2007 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To declare a first and final tax exempt dividend of S\$0.009 per ordinary share and a special tax exempt dividend of S\$0.002 per ordinary share for the year ended 31 December 2007. **(Resolution 2)**
3. To approve the payment of Directors' fees of S\$225,000 for the year ended 31 December 2007. **(Resolution 3)**
4. To re-elect Mr Li Tianfei who is retiring by rotation pursuant to Article 91 of the Company's Articles of Association.  
Mr Li Tianfei will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered non-independent for the purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited. **(Resolution 4)**
5. To re-elect Mr Zhao Shuheng who is retiring by rotation pursuant to Article 91 of the Company's Articles of Association. **(Resolution 5)**
6. To re-elect Mr He Jun who is retiring in accordance with Article 97 of the Company's Articles of Association.  
Mr He Jun will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited. **(Resolution 6)**
7. To re-appoint Deloitte & Touche as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

8. Authority to allot and issue shares **(Resolution 8)**  
"That:  
(a) pursuant to Section 161 of the Companies Act, Chapter 50 and the listing rules of the SGX-ST, approval be and is hereby given to the Directors of the Company to:
  - (i) issue shares in the capital of the Company whether by way of rights or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided that:
  - (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent (50%) (or such other limit as may be prescribed by the SGX-ST) of the Company's total number of issued shares excluding treasury shares, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent (20%) (or such other limit as may be prescribed by the SGX-ST) of the Company's total number of issued shares excluding treasury shares, and for the purpose of this Resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for :
    - (a) new shares arising upon the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that the Ordinary Resolution is passed; and
    - (b) any subsequent bonus issue, consolidation or subdivision of shares;
  - (ii) such authority shall, unless revoked or varied by the Company in General Meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."  
(See Explanatory Note 1)
9. Authority to offer and grant options and to allot and issue shares pursuant to the Asia Power Share Option Scheme **(Resolution 9)**  
"That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the rules of the Asia Power Share Option Scheme (the "Scheme"), and pursuant to Section 161 of the Companies Act, Cap. 50 to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options in accordance with the rules of the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the Company's total number of issued shares excluding treasury Shares from time to time."  
(See Explanatory Note 2)
10. To transact any other business which may be properly transacted at an Annual General Meeting.

**NOTICE OF BOOKS CLOSURE**

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed on 3 May 2008 for the purpose of determining Members' entitlements to the first and final tax exempt dividend of S\$0.009 per ordinary share and a special tax exempt dividend of S\$0.002 per ordinary share to be proposed at the 11<sup>th</sup> Annual General Meeting of the Company to be held on 21 April 2008.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00 p.m. on 2 May 2008 by the Company's Share Registrar, M & C Services Pte Ltd, 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 will be registered to determine Members' entitlements to such dividends. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5.00 p.m. on 2 May 2008 will be entitled to such proposed dividends.

The proposed dividends, if approved at the 11<sup>th</sup> Annual General Meeting, will be paid on 23 May 2008.

By Order of the Board

Lee Wei Hsiung  
Company Secretary  
4 April 2008

**Notes:**

1. A Member entitled to attend and vote at the Meeting is entitled to appoint up to two proxies to attend and vote in his stead. A proxy does not need to be a member of the Company.
2. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 5 Shenton Way, #25-02 UIC Building, Singapore 068808 not less than forty-eight (48) hours before the time for holding the Meeting.

**Explanatory Note:**

1. The Ordinary Resolution in item no. 8, if passed, is to authorise the Directors of the Company to issue shares and convertible securities in the Company provided that the aggregate number of shares and convertible securities to be issued does not exceed fifty per cent (50%) of the Company's total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per cent (20%) of the Company's total number of issued shares excluding treasury shares for such purposes as they consider would be in the interests of the Company. The total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed after adjusting for new shares arising from the conversion of convertible securities on issue at the time the resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.
2. The Ordinary Resolution in item no. 9, if passed, will empower the Directors to issue shares pursuant to the Scheme which was approved at the Extraordinary General Meeting held on 19 October 1999 of up to an amount not exceeding in total fifteen per cent (15%) of the Company's total number of issued shares excluding treasury shares from time to time pursuant to the exercise of the options under the scheme.