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TIANNENG POWER INTERNATIONAL LIMITED

天能動力國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00819)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of shareholders of the Company will be held at Chang Xing Jin Ling Hotel, No. 89 South Jinling Road, Zhicheng, Changxing, Zhejiang, China on Tuesday, 29 December 2009 at 1:00 p.m. for the following purposes:

1. As an ordinary resolutions, to consider and approve the following resolutions:

ORDINARY RESOLUTIONS

(1) **“THAT**

- (a) the entering into of the New NSN Agreement dated 2 December 2009 (the **“New NSN Agreement”**) with Nanjing Shuang Neng for the purchase of electrode plates as set out in the section headed **“New NSN Agreement”** in the Letter from the Board contained in a circular issued by the Company dated 11 December 2009 (the **“Circular”**) be and is hereby confirmed, ratified and approved and the entering into of the transactions pursuant to the New NSN Agreement be and are hereby approved;
- (b) subject to the passing of resolution numbered 1(a) as set out in this notice of meeting, the annual caps of the New NSN Agreement for each of the three financial years ending 31 December 2010, 2011 and 2012 as set out in the section headed **“Annual Caps”** in the Letter from the Board contained in the Circular be and are hereby approved; and
- (c) subject to the passing of resolutions numbered 1(a) and (b) as set out in this notice of meeting, the directors of the Company be and are hereby authorised to take such actions and to enter into such documents as are necessary to give effect to the New NSN Agreement.”

(2) “**THAT**

- (a) the entering into of the New Distribution Agreement dated 2 December 2009 (the “**New Distribution Agreement**”) by Tianneng Power with each of the Connected Exclusive Distributors regarding the conduction of the Direct Sale Transactions as set out in the section headed “New Distribution Agreement” in the Letter from the Board contained in the Circular be and is hereby confirmed, ratified and approved and the entering into of the transactions pursuant to the New Distribution Agreement be and are hereby approved;
- (b) subject to the passing of resolution numbered 2(a) as set out in this notice of meeting, the annual caps of the New Distribution Agreement for each of the three financial years ending 31 December 2010, 2011 and 2012 as set out in the section headed “Annual Caps” in the Letter from the Board contained in the Circular be and are hereby approved; and
- (c) subject to the passing of resolutions numbered 2(a) and (b) as set out in this notice of meeting, the directors of the Company be and are hereby authorised to take such actions and to enter into such documents as are necessary to give effect to the New Distribution Agreement.”

2. To consider and approve any other business.

11 December 2009

By Order of the Board
Zhang Tianren
Chairman

Notes:

- (1) For definitions and details, please refer to the circular dated 11 December 2009 issued by the Company.
- (2) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (3) To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited with the Company’s Hong Kong Share Registrar, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
- (4) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (5) The Register of Members will be closed from Monday, 28 December 2009 to Tuesday, 29 December 2009 (both days inclusive). In order to qualify for attending and voting at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queens's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Thursday, 24 December 2009.

As at the date of this announcement, the executive Directors are Mr. Zhang Tianren, Mr. Zhang Aogen, Mr. Chen Minru, Mr. Zhang Kaihong, Mr. Shi Borong and Mr. Yang Lianming; the independent nonexecutive Directors are Mr. Ho Tso Hsiu, Dr. Cheng Cheng Wen, Mr. Huang Dongliang and Mr. Wang Jingzhong.