

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 6th Annual General Meeting of ASIA POWER CORPORATION LIMITED will be held at 168 Robinson Road, Level 9, STI Auditorium, Capital Tower, Singapore 068912 on Wednesday, 26 November 2003 at 3.00 pm for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the year ended 30 June 2003 together with the Auditors' Report thereon. (Resolution 1)

2. To declare a first and final tax exempt dividend of S\$0.005 per share for the year ended 30 June 2003. (2002: S\$0.005) (Resolution 2)

3. To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company's Articles of Association:

Mr Wong Sow Voon (Resolution 3)

(Mr Wong Sow Voon, will upon re-election as a Director of the Company remain as the Non-Executive Chairman of the Board of Directors; Chairman of the Share Option Scheme Administration Committee and member of the Audit Committee, Nominating Committee and Remuneration Committee.)

Mr Li Tianfei (Resolution 4)

(Mr Li Tianfei is the Executive Vice President in charge of China operations and will upon re-election as a Director of the Company remain as a member of the Share Option Scheme Administration Committee.)

4. To approve the payment of Directors' fees of S\$65,000 for the year ended 30 June 2003. (2002: S\$65,000) (Resolution 5)

5. To re-appoint KPMG as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 6)

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares up to fifty per cent (50%) of the issued capital (Resolution 7)

That pursuant to Section 161 of the Companies Act (Chapter 50) and the listing rules of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorised to allot and issue shares in the share capital of the Company at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this resolution shall not exceed fifty per cent (50%) of the issued share capital of the Company for the time being, of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the issued share capital of the Company and that such authority shall, unless revoked or varied by the Company at a general meeting continue in force until the date on which the next Annual General Meeting is held or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

8. Authority to offer and grant options and to allot and issue shares pursuant to the Asia Power Share Option Scheme (Resolution 8). 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 (Chapter 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 total issued share capital of the Company.

9. Authority to offer and grant options and to allot and issue shares to controlling shareholders pursuant to the Asia Power Share Option Scheme. 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"), to each of the following Directors who are controlling shareholders of the Company to subscribe for shares in the share capital of the Company not exceeding 480,000 shares each and pursuant to Section 161 of the Companies Act (Chapter 50) to allot and issue from time to time such number of fully paid shares in the Company to each of them upon the exercise by each of them of their options in accordance with the rules of the Scheme.

Mr Wong Sow Voon (Resolution 9)

Dr Chang Pan, Peter (Resolution 10)

By Order of the Board

Pang Hin Long

Company Secretary

10 November 2003

Explanatory Notes on Special Business to be Transacted

(i) The ordinary resolution proposed in No. 7 above, if passed, will empower the Directors from the date of the above Meeting until the date on which the next Annual General Meeting is held or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to allot and issue shares in the Company. The number of shares, which the Directors may allot and issue under this resolution, shall not exceed fifty per cent (50%) of the issued share capital of the Company for the time being. For issue of shares other than on a pro rata basis to existing shareholders, the aggregate number of shares to be issued shall not exceed twenty per cent (20%) of the issued share capital of the Company.

Rule 806(3) of the Listing Manual of the Singapore Exchange Securities Trading Limited currently provides for the percentage of issued share capital to be calculated based on the maximum potential share capital at the time that the resolution is passed (taking into account the conversion or exercise of any convertible securities and employee share options on issue at the time that the resolution is passed, which were issued pursuant to previous shareholder approval), adjusted for any subsequent consolidation or subdivision of shares.

(ii) The ordinary resolution as proposed in No. 8 above, 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 issued share capital of the Company for the time being pursuant to the exercise of the options under the Scheme.

(iii) The ordinary resolutions as proposed in No. 9 and 10 above, if passed separately will empower the Directors to offer and grant options of not exceeding 480,000 shares in the share capital of the Company to each of the two controlling shareholders (who shall abstain from voting individually on their respective resolution) in accordance with the Scheme which was approved at the Extraordinary General Meeting held on 19 October 1999, and to allot and issue fully paid shares pursuant to the exercise of their options in accordance with the rules of the Scheme on the following terms:

1. Subscription Price: The average of the last dealt prices for the Company's shares on the SGX-ST for the three consecutive trading days ("Market Price") immediately preceding the Offer Date of the option, rounded up to the nearest whole cent. (Refer to Clause 7 of the Scheme)

2. Option Period: The option to subscribe for not exceeding 480,000 shares is exercisable at any time after the first anniversary of the relevant Offer Date and shall cease to be exercisable after the fifth anniversary of the relevant Offer Date.

3. Offer Date: At any time within 14 market days of the date of the approval.

Appendix to Notice of Annual General Meeting

(a) Justification and rationale for the participation of the Controlling Shareholders

Both Mr Wong Sow Voon and Dr Chang Pan, Peter are principal founders of the Company and have contributed significantly to the success of the Group. Dr Chang Pan, Peter, President, is the chief executive of the Company and is instrumental in sourcing acquisition projects for the Company and maintaining good relationship with the Company's joint venture partners and various authorities in China. Mr Wong Sow Voon, non-executive Chairman, had provided valuable insights in the management and board decisions drawn from his wealth of experience, business acumen, and understanding of Chinese culture. Mr Wong and Dr Chang's participation in the Scheme is to reward them in consideration of their contributions set out above. Although Mr Wong and Dr Chang already have substantial shareholdings in the Company, they will continue to commit and contribute to the Group as Directors of the Company and will participate in management and board decisions which will be critical to the future growth and success of the Group. The extension of the Scheme to encompass them will ensure that they are equally entitled as other participants to take part and benefit from the Scheme and thereby enhancing their long term commitment to the Group.

(b) Existing Shareholding of Controlling Shareholders

Controlling Shareholder	Direct Interest	Deemed Interest	%
Wong Sow Voon	34,742,860	179,200,000	66.78
Chang Pan, Peter	26,057,140	179,200,00	64.07

Asiapower Holdings Corporation Ltd ("APH"), being the immediate and ultimate holding company of Asia Power Corporation Limited, holds 179,200,000 ordinary shares in the Company. By virtue of Mr Wong Sow Voon's indirect shareholdings of 1,761,250 shares (held through his 100% interest in Gereg Holdings Ltd, a company incorporated in British Virgin Islands) and Dr Chang Pan, Peter's indirect shareholdings of 803,550 shares (held through his 100% interest in Asia Power Ventures Corporation Ltd, a company incorporated in British Virgin Islands) respectively in the total issued and paid up capital of 5,000,000 shares of US\$1.00 each of APH, they are deemed to have interest in the 179,200,000 shares held by APH.

(c) Existing remuneration of each Controlling Shareholder

Mr Wong Sow Voon, as a non-executive Chairman of the Company, was paid a directors' fee of around S\$25,000 for the

last financial year, with additional benefit of the service of a personal driver.

Dr Chang Pan, Peter, President is the chief executive of the Company and has a service contract with the Company. His remuneration package was around S\$320,000 for the last financial year, with additional benefit of the use of a company car. The Company does not have any profit sharing scheme.

(d) Rationale for arriving at the number of shares offered to each of the Controlling Shareholders

Mr Wong Sow Voon

In determination of the offer and grant of options of not exceeding 480,000 shares to Mr Wong Sow Voon, the Committee administering the Scheme has taken into account Mr Wong's significant contribution to the success of the Group, by providing insights in the management and board decisions drawn from his wealth of experience in finances, business acumen, understanding of the Chinese culture and market behaviour in China. The participation of Mr Wong in the Scheme is to reward him in consideration of his continued and immense contribution to the Group. He has maintained a close rapport with the Management of the Company in providing them with operational guidance and led active and efficient participation in board meetings in the formulation of strategies and financial initiatives with the aim to strengthening and broadening of the Company's earnings base, such as, the investment in the construction of new hydro-power plants in the Anning River Project in Sichuan, China and the development of a combined-cycle power plant in Changzhou, Jiangsu, China, which is in shortage of power.

Relating to the restructuring of Shenzhen NARI from indirect holding of 31.7% to direct holding of 35%, he has guided the Board of Directors to approve and carry it into effect with a capital gain of S\$1.7 million attributable to the Group.

Dr Chang Pan, Peter

In determination of the offer and grant of options of not exceeding 480,000 shares to Dr Chang Pan, Peter, the Committee administering the Scheme has taken into account his responsibilities, performance and contribution. Dr Chang Pan, Peter since the listing of the Company, has brought the Company to new dimensions, by broadening and diversifying the earnings base for the Group. He has also been instrumental in bringing in strategic and influential partners of related to state power bureau which has again enhanced the Group's earnings potential. The Company has also entered into investment agreements to jointly develop new power projects in the Anning River by partnering with related parties of local power bureau. This will secure long term business potential for the Group.

In the last financial year, the Company invested in 33.3% of the paid up capital of Shanghai Witlong Electric Co., Ltd, a company that manufactures and assembles computerised automation systems used for power grid systems to supplement the Company's investment in Shenzhen NARI in expanding the Company's geographical market position. In addition, he had identified and secured for the Company the opportunity to jointly participate in new investment in the development of a combined-cycle power plant owned by Changzhou Huayuan in Jiangsu, China, which is in shortage of power.

(e) Number of shares available under the Scheme and its administering

The aggregate number of shares available under the Scheme over which the Administering Committee may grant options on any date added to the number of shares issued and issuable in respect of all options granted under the Scheme is 48,019,484 shares. It shall not exceed fifteen per cent (15%) of the total issued shares of the Company on that day, based on the calculation in accordance with Rule 806(3) of the Listing Manual of the SGX-ST as above-mentioned in the Explanatory Notes.

The aggregate number of shares which may be offered by way of grant of options to Controlling Shareholders or their associates collectively under the Scheme shall not exceed twenty-five per cent (25%) of the total number of shares

available under the Scheme. The total number of options of 960,000 shares to be granted as proposed in resolutions No. 9 and 10 to Mr Wong Sow Voon and Dr Chang Pan, Peter is equivalent to eight per cent (8%) of the aggregate number of 12,004,871 shares available under the Scheme over which the Administering Committee may grant to Controlling Shareholders or their associates.

Any options to be granted to a Controlling Shareholder or his associate shall not exceed ten per cent (10%) of the aggregate number of shares available under the Scheme.

The Administering Committee comprises Directors of the Company duly authorised and appointed by the Board to administer the Scheme. Members of the Committee are: Mr Wong Sow Voon (Chairman), Ng Fook Ai, Victor and Li Tianfei. Mr Wong Sow Voon, being a Controlling Shareholder and Chairman of the Committee, has not participated in any deliberation or decision in respect of options granted or to be granted to him.

(f) Options granted as of 30 June 2003

Participants	Aggregate no. of options granted	As % of options for Controlling Shareholders	As % of total options granted under the scheme
Wong Sow Voon	1,947,170	16.22%	66.78
Chang Pan, Peter	1,947,170	16.22%	64.07
Other participants	11,466,162		23.88%

(g) Recommendation of the Administering Committee

For the reasons as set out in Explanatory Note (iii) and Appendix relating to ordinary resolutions No. 9 and 10, Members of the Administering Committee (except for Mr Wong Sow Voon) are of the opinion that the participation and grant of options to the Controlling Shareholders Mr Wong Sow Voon and Dr Chang Pan, Peter are in the interest of the minority shareholders.

(h) Directors' Recommendation

For the reasons as set out in Explanatory Note (iii) and Appendix relating to ordinary resolutions No. 9 and 10, the Directors of the Company (except for Mr Wong Sow Voon and Dr Chang Pan, Peter) recommend that Mr Wong Sow Voon and Dr Chang Pan, Peter be each offered an option under the Scheme of up to 480,000 shares of US\$0.05 each in the share capital of the Company.

(i) Directors' Responsibility Statement

The Directors of the Company collectively and individually accept full responsibility to the accuracy of the information given herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statements in this Notice misleading.

(j) Inspection of Document

The Terms of the Asia Power Share Option Scheme is available for inspection at the registered office of the Company at 5 Shenton Way #12-08 UIC Building Singapore 068808 during normal business hours on any weekday (Saturday and Public Holidays excepted) from the date of this Notice up to and including the date of the Annual General Meeting.

(k) SGX-ST Disclaimer

The SGX-ST assumes no responsibility for the correctness of any statements made or opinions expressed or reports

contained in this Notice of Annual General Meeting.

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 #12-08 UIC Building Singapore 068808 not less than forty-eight (48) hours before the time for holding the Meeting.

NOTICE OF BOOKS CLOSURE

Notice is hereby given that the transfer books and the register of members will be closed on 6 December 2003 for the preparation of dividend warrants. Duly completed transfers received by the Company's Registrar M & C Services Pte Ltd at 138 Robinson Road #17-00 The Corporate Office Singapore 068906 up to the close of business at 5.00 pm on 5 December 2003 will be registered to determine shareholders' entitlement to the above dividend.

In respect of ordinary share in the securities account with The Central Depository (Pte) Ltd ("CDP"), the dividend will be paid by the Company to the CDP, which will distribute the entitlement to shareholders.