



華電國際電力股份有限公司

Huadian Power International Corporation Limited*

(A Sino-foreign investment joint stock company limited by shares incorporated in the People's Republic of China (the "PRC"))

(Stock Code: 1071)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Huadian Power International Corporation Limited* (the “**Company**”) will be held at 9:30 a.m. on Monday, 29 December 2008 at Shenzhen Hotel, No. 1 Guang’anmenwai Street, Xuanwu District, Beijing, the PRC for the purpose of considering and, if appropriate, approving the following resolutions as special resolution and ordinary resolution of the Company:

SPECIAL RESOLUTION

1. (A) To consider, approve and confirm the issuance of medium-term notes or corporate bonds or the combination of them (the “**Debentures Financing Products**”) by the Company and the term of authorization shall commence from the date of granting of the approval at the EGM and expire at the conclusion of the annual general meeting of the Company for the year ending 31 December 2008 (*Note 1*).
- (B) To consider, approve and confirm, subject to the laws, regulations and other regulatory documents, and to the extent and scope permitted by this special resolution and the articles of association of the Company, any one executive director or the financial controller of the Company is generally and unconditionally authorized to handle matters in relation to the issuance of the Debentures Financing Products in accordance with the circumstances of the Company and after taking into account the then market conditions, including but not limited to:

- (i) the issuance size, actual aggregate amount, term of the debentures, price, interest rate or method to determine interest rate, timing, whether by way of single or multiple issuances, whether to include repurchase and redemption provision, credit rating arrangement, provision of guarantee, maturity date for repayment of principal and interest, place of listing, use of proceeds subject to the authorization scope approved by the shareholders, specific placing arrangement and all other matters in relation to the issuance of the Debentures Financing Products;
- (ii) to take all necessary actions in relation to the issuance of Debentures Financing Products, including but not limited to, the appointment of intermediary institution, the determination of underwriting arrangement, the compilation and filing of application documents with the relevant regulatory authorities and to obtain approvals from such regulatory authorities, the appointment of trustees for the Debentures Financing Products, the execution of trust agreements and determination of meeting rules of holders of Debentures Financing Products and all other matters in relation to the issuance, trading and circulation of the Debentures Financing Products;
- (iii) to conduct all necessary steps in relation to the issuance and application for the listing of the Debentures Financing Products, including but not limited to, negotiation, authorization, execution, performance, revision and completion of all necessary legal documents, agreements and contracts and to make relevant disclosure as required by the regulatory authorities; and
- (iv) in the event there is any change to the policies of the regulatory authorities in relation to the issuance of the Debentures Financing Products or there is any change to the market conditions in relation to the issuance of Debentures Financing Products, save and except for those matters required to be approved by the shareholders of the Company pursuant to any laws, regulations and articles of association of the Company, to make relevant adjustments to the issuance plan regarding the Debentures Financing Products or relevant matters in accordance with the requirements of the regulatory authorities.

ORDINARY RESOLUTION

2. To consider, approve and confirm the provision of project loan guarantee in the amount of RMB200 million by the Company to 安徽華電宿州發電有限公司 Anhui Huadian Suzhou Power Generation Company Limited* (“**Suzhou Company**”) proportional to its 97% shareholding in Suzhou Company, to authorise the general manager or financial controller of the Company to execute the relevant guarantee agreement and documents, and to authorise the secretary to the board of directors of the Company (the “**Board**”) to make timely disclosure regarding the abovementioned guarantee as required by the regulatory authorities (*Note 2*).

By order of the Board
Huadian Power International Corporation Limited*
Zhou Lianqing
Secretary to the Board

As at the date of this notice, the Board comprises:

Yun Gongmin (Chairman, Non-executive Director), Chen Feihu (Vice Chairman, Non-executive Director), Meng Fanli (Vice Chairman, Non-executive Director), Chen Jianhua (Executive Director), Wang Yingli (Non-executive Director), Chen Bin (Non-executive Director), Zhong Tonglin (Executive Director), Chu Yu (Non-executive Director), Zhao Jinghua (Independent Non-executive Director), Ding Huiping (Independent Non-executive Director), Wang Chuanshun (Independent Non-executive Director) and Hu Yuanmu (Independent Non-executive Director).

Beijing, the PRC

13 November 2008

Notes:

1. The Debentures Financing Products

The Debentures Financing Products will be issued with a principal amount not exceeding RMB3 billion. The Debentures Financing Products can be issued by way of one or multiple issuance. The term of the Debentures Financing Products shall not exceed ten years from the date of issuance, which may comprise Debentures Financing Products of a single term date or combination of different Debentures Financing Products with different term dates. The proceeds from the issuance of the Debentures Financing Products will be applied to supplement the Company's working capital or as replacement finance for bank borrowings. The Debentures Financing Products may be issued in such form as the Company may determine, including corporate bonds and medium-term notes, and such issuance may be placed to holders of the A shares of the Company. The interest rate of the Debentures Financing Products shall be determined with reference to the prevailing market interest rates, but in any event shall not be higher than the best lending rate for commercial bank borrowings during the same period.

2. Provision of project loan guarantee by the Company to Suzhou Company

As the liabilities to assets ratio of Suzhou Company exceeds 70%, the provision of project loan guarantee by the Company to Suzhou Company shall be approved by ordinary resolution of the Shareholders at the EGM according to the requirements of the relevant PRC regulatory authorities and the rules of Management Methods on External Guarantees of the Company.

3. Eligibility of attending the EGM and closure of the share register of members

Shareholders of the Company's H shares whose names appear on the Company's register of members at the close of business on Friday, 28 November 2008 (the "**Registered Shareholders**") are entitled to attend the EGM conditional upon completion of the necessary registration procedures.

The Company's H share register of members will be closed from Saturday, 29 November 2008 to Monday, 29 December 2008, both days inclusive, during which period no transfer of the Company's H shares will be effected. Where applicable, in order to be entitled to attend the EGM, shareholders of the Company's H shares are required to deposit their respective instrument(s) of transfer and the relevant share certificate(s) with the Company's H share registrar, Hong Kong Registrars Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Friday, 28 November 2008.

4. Registration procedures for attending the EGM

- (1) Registered Shareholders who intend to attend the EGM are required to deliver the completed and signed written reply slip to the Secretarial Office of the Board of the Company on or before Tuesday, 9 December 2008. Please use the “Reply Slip for Attendance”, as enclosed with the Circular or a duplicate copy thereof to reply. In addition to the requirements mentioned above, Registered Shareholders who intend to attend the EGM shall also deliver copies of their instrument(s) of transfer and the relevant share certificates to the Secretarial Office of the Board of the Company on or before Tuesday, 9 December 2008.
- (2) Registered Shareholders may deliver the necessary registration documents to the Company in person, by post or by facsimile. Upon receipt of the above documents, the Company shall complete the registration procedures in respect of attending the EGM, and shall issue copies or facsimile copies of admission cards for attending the EGM by post or by facsimile. Shareholders or their proxies may produce such copies of the admission cards at the time of attending the meeting in exchange for the original of the admission cards.

5. Proxies

Any Registered Shareholder is entitled to appoint one or more proxies to attend and vote at the EGM on his behalf by completing the “Proxy Form For Use at the Extraordinary General Meeting” (the “**Proxy Form**”) enclosed with the Circular or by completing a duplicate copy thereof. A proxy need not be a shareholder of the Company. Should more than one proxy be appointed, such proxies shall only exercise his/her voting rights on a poll. The Proxy Form shall be signed by a Registered Shareholder or his attorney duly authorized in writing. If the Proxy Form is signed by the attorney of a Registered Shareholder, the power of attorney or other documents of authorization authorizing the attorney to appoint the proxy shall be notarised. If the Registered Shareholder is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorised person. The notarized power of attorney or other authorization documents and the completed Proxy Form shall be delivered to Hong Kong Registrars Limited not less than 24 hours before the time designated for convening the EGM or any adjournment thereof (as the case may be).

6. Procedure to demand a poll

Pursuant to Articles 78 to 80 of the articles of association of the Company, at any general meeting of the Company, a resolution shall be decided on a show of hands unless otherwise provided for under the applicable listing rules or other securities laws or regulations, or unless a poll is (before or after any vote by a show of hands) demanded by:

- (i) the chairman of the meeting;
- (ii) at least two Shareholders, who possess the right to vote, present in person or by proxy; or
- (iii) one or more Shareholders (including proxies) representing, either calculated separately or in aggregate, one-tenth or more of all shares carrying the right to vote at the meeting.

A demand for a poll may be withdrawn by the person who makes such demand. A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and for any business other than that upon which a poll has been demanded the meeting may proceed. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. On a poll taken at the meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his or her votes in the same way.

7. Miscellaneous

- (1) Each of the shareholders (or his proxy) shall exercise his voting rights according to the number of shares with voting rights represented by him and shall be entitled to one vote for each share held.
- (2) The EGM is expected to take about half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.

- (3) The registered address of the Company and the contact details of the Secretarial Office of the Board are as follows:

No. 14 Jingsan Road
Jinan, Shandong Province
The People's Republic of China
Tel No.: (86531) 8236 6222
Fax No.: (86531) 8236 6090/8236 6091

- (4) The address and contact details of Hong Kong Registrars Limited are as follows:

Rooms 1712-1716, 17th floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990/2529 6087

* *For identification purpose only*