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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 the Taishan Hotel, 8 An Ning Bei Li, Xi San Qi, Haidian District, Beijing, the PRC at 10 a.m. on Wednesday, 28 December 2011 for the purpose of considering and, if appropriate, by way of polls, approving the following resolutions as ordinary resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the announcements of the Company dated 9 November 2011 (the “**Announcement**”). A circular containing, among other things, details of the transactions, a letter from the independent financial adviser containing its advice to the Independent Board Committee, the Shareholders and the independent Shareholders (as applicable) on the transactions, the recommendation of the Independent Board Committee regarding the transactions to the independent Shareholders is expected to be despatched to the Shareholders on or before 12 December 2011 in accordance with the Hong Kong Listing Rules.

ORDINARY RESOLUTIONS

1. To consider and approve, by way of separate ordinary resolutions, the entering into by the Group of the *Proposed Coal, Equipments and Services Purchase (Supply) Framework Agreement* with China Huadian for a term of one year ending 31 December 2012 and the following connected transactions between the Group and China Huadian contemplated thereunder and their respective annual caps; and authorize the general manager of the Company or his authorized person(s) to make the necessary amendments to the following continuing connected transaction agreements at their discretion in accordance with the domestic and overseas regulatory requirements and execute such agreements once a consensus is reached, and to complete other necessary procedures and formalities according to the relevant requirements under the Hong Kong Listing Rules.
 - a. the purchase of coal by the Group from China Huadian and its subsidiaries and the companies whose 30% equity interests or above are directly or indirectly held by China Huadian and the annual cap of such continuing connected transactions be set at RMB5 billion for the financial year ending 31 December 2012;
 - b. the provision of design, engineering equipments, systems, engineering products and construction subcontracting services to the Group by China Huadian and its subsidiaries and the companies whose 30% equity interests or above are directly or indirectly held by China Huadian and the annual cap of such continuing connected transaction be set at RMB1.3 billion for the financial year ending 31 December 2012;
 - c. the purchase of coal procurement services, Quota Services, property management services and Other Services by the Group from China Huadian and its subsidiaries and the companies whose 30% equity interests or above are directly or indirectly held by China Huadian and the annual cap of such continuing connected transaction be set at RMB200 million for the financial year ending 31 December 2012; and

- d. the supply of coal, provision of maintenance services and Quota Services by the Group to China Huadian and its subsidiaries and the companies whose 30% equity interests or above are directly or indirectly held by China Huadian and the annual cap of such continuing connected transactions be set at RMB2 billion for the financial year ending 31 December 2012.
2. To consider and approve the entering into by Group of the *Proposed Financial Services Agreement* with Huadian Finance and the continuing connected transaction contemplated thereunder and the proposed maximum average daily balance of deposits (including accrued interest thereon) placed by the Group with Huadian Finance pursuant to the agreement be set at RMB4.8 billion, which does not exceed the average daily balance of the loan granted by Huadian Finance to the Group, for the financial year ending 31 December 2012; and authorize the general manager of the Company or his authorized person(s) to make the necessary amendments to the following continuing connected transaction agreements at their discretion in accordance with the domestic and overseas regulatory requirements and execute such agreements once a consensus is reached, and to complete other necessary procedures and formalities according to the relevant requirements under the Hong Kong Listing Rules.
 3. To consider and approve, by way of separate ordinary resolutions, the exempted financial assistance to be provided by China Huadian and its subsidiaries and the companies whose 30% equity interests or above are directly or indirectly held by China Huadian, and Shandong International Trust Corporation; and authorize the general manager of the Company or his authorized person(s) to make the necessary amendments to the following continuing connected transaction agreements at their discretion in accordance with the domestic and overseas regulatory requirements and execute such agreements once a consensus is reached, and to complete other necessary procedures and formalities according to the relevant requirements under the Hong Kong Listing Rules.
 - a. China Huadian and its subsidiaries and the companies whose 30% equity interests or above are directly or indirectly held by China Huadian will provide to the Group an annual average loan balance not exceeding RMB20 billion for each of the financial year from 2012 to 2014; and

- b Shandong International Trust will provide to the Group an annual average loan balance not exceeding RMB10 billion for the each of the financial year from 2012 to 2014.

provided that: (i) the financing cost of the Group shall not be higher than that available to the Group from the commercial banks for the same financing products with the same term during the same period; and (ii) the Group shall not be required to provide any securities or pledges.

For details, please refer to the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>) and the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>).

By order of the Board
Huadian Power International Corporation Limited*
Yun Gongmin
Chairman

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

Yun Gongmin (Chairman, Non-executive Director), Chen Feihu (Vice Chairman, Non-executive Director), Yun Gongmin (Chairman, Non-executive Director), Chen Feihu (Vice Chairman, Non-executive Director), Chen Dianlu (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), Wang Yuesheng (Independent Non-executive Director), Wang Jixin (Independent Non-executive Director), Ning Jiming (Independent Non-executive Director) and Yang Jinguan (Independent Non-executive Director).

Beijing, the PRC

11 November 2011

1. Eligibility of attending the EGM and closure of the H 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, 25 November 2011 (the "**Registered Shareholder(s)**") are entitled to attend the EGM conditional upon completion of the necessary registration procedures. The register of members of H shares will be closed from Saturday, 26 November 2011 to Wednesday, 28 December 2011, both days inclusive, for the purpose of determining H Shareholders' entitlement to attend the EGM, during which period no transfer of the H Shares will be registered.

In order to be entitled to attend the EGM, Shareholders of H shares are required to deposit their respective instrument(s) of transfer and the relevant share certificate(s) with the 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, 25 November 2011.

2. 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 Thursday, 8 December 2011. Please use the "Reply Slip for Attendance", 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 Thursday, 8 December 2011.
- (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 EGM in exchange for the original of the admission cards.

3. 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**”) 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).

4. 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 office address of the Company and the contact details of the Secretarial Office of the Board are as follows:

No. 2 Xuanwumennei Street
Xicheng District
Beijing, the PRC
Tel No.: (86) 10 8356 7903
Fax No.: (86) 10 8356 7963

- (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 only*