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 the 2011 second extraordinary general meeting (the "EGM") of Huadian Power International Corporation Limited* (the "Company") will be held at 2 p.m. on Tuesday, 26 July 2011 at No. 2 Xuanwumennei Street, Xicheng District, Beijing, the PRC for the purpose of considering and, if appropriate, by way of polls, approving the following resolutions as special resolutions and ordinary resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 10 June 2011 (the "Circular") relating to, among other things, the Proposed Placing and the subscription of new A Shares by China Huadian):

SPECIAL RESOLUTIONS

1. To consider and approve each of the following, by way of separate special resolutions, in relation to the non-public offering *(Note 1)*:

   (1) Class of shares to be issued: RMB denominated ordinary shares (A Shares)

   (2) Nominal value per share: RMB1.00

(3)	Method of issuance:	Non-public offering to target subscribers. Issuance to target subscribers at the right timing by way of non-public offering within 6 months from obtaining necessary approvals from CSRC;
(4)	Target subscribers and lock-up period:	Not more than ten target subscribers under the issue, including the Company's shareholder China Huadian, securities investment funds, securities companies, trust investment companies, financial companies, insurance institutional investors and other qualified investors. After obtaining the necessary approvals, the Board shall (based on the subscription application bidding prices indicated by the target subscribers) determine the final target subscribers (other than China Huadian) in compliance with the principle to give priority to those target subscribers who submitted higher bidding prices. China Huadian shall not transfer its Shares within 36 months from the date of completion of the issue; other such target subscribers shall not dispose their new Shares within 12 months from the date of completion of the issue;
(5)	Method of subscription:	All target subscribers shall subscribe in cash;

(6) Number of shares to be issued: Not more than 600,000,000 new A Shares. The final number of new A Shares to be issued shall be determined by the Board pursuant to the authorization granted under this resolution after taking into account the market conditions and consultations with the sponsor (lead underwriter) of the Proposed Placing. The number of new A Shares to be issued shall be adjusted accordingly if there is any exrights or ex-dividend between the determination date of the issuance price and the issuance date of the Proposed Placing. In particular, the proposed subscription of Shares by China Huadian will be not more than 90,000,000 Shares (the final number of Shares to be issued shall be determined on the basis of negotiation among the Company, China Huadian and the sponsor (lead underwriter) with reference to the conditions of subscription application).

(7) Determination date of the issuance price and the issuance price: The determination date of the issuance price of the Proposed Placing shall be the date of the announcement of the Board resolution in respect of the Proposed Placing. The issuance price shall not be lower than 90% of the average trading price of A Shares during the 20 trading days immediately preceding the determination date of the issuance price (the average trading price of A Shares during the 20 trading days immediately preceding the determination date of the issuance price is the total turnover of A Shares during the 20 trading days immediately preceding the determination date of the issuance price divided by the total trading volume of A Shares during the 20 trading days immediately preceding the determination date of the issuance price);

The final issuance price shall be determined by the Board after obtaining the approval documents of the Proposed Offering, pursuant to the authorization granted by the Shareholders and taking into account the relevant laws, regulations, other regulatory documentations and market conditions, and compliance of the principle to give priority to higher bidding prices based on the subscription application bidding prices indicated by the target subscribers and consultations with the sponsor (lead underwriter) of the Proposed Placing. The issuance price shall be adjusted accordingly if there is any ex-rights or ex-dividend between the determination date of the issuance price and the issuance date of the Proposed Placing;

(8) Listing arrangement: After the expiration of the lock-up period, the shares issued pursuant to the Proposed Placing shall be listed on the Shanghai Stock Exchange;

(9) Use of proceeds *(Note 2)*: The proceeds from the Proposed Placing shall be applied as to:

1. not more than RMB1,072.5 million for the 2×1,000 MW ultra-supercrital coal-fired unit projects of Huadian Laizhou Power Generation Company Limited (華電萊州發電有限公司); among which approximately RMB300 million from the Company's equity fund will be preliminarily invested into the projects, and be replaced after the fund from the Proposed Placing are raised.

2. not more than RMB70 million for the 2×35,000-tonnage general-purpose pier and 35,000-tonnage waterway project of Huadian Laizhou Port Company Limited (華電萊州港務有限公司) ;

3. not more than RMB600 million for capital increase in Hebei Fengyuan Industrial Company Limited (河北峰源實業有限公司); and

4. approximately RMB357.5 million shall be used to replenish working capital of the Company;

(10) Arrangement of retained profits:	The retained profits before the Proposed Placing shall be shared among the existing and new Shareholders after the completion of the Proposed Placing; and
(11) Validity period of these resolutions:	12 months from the date of passing of these resolutions.

2. To consider, approve and authorize the proposed subscription of the new A Shares by China Huadian and the conditional CH Subscription Agreement (Note 3):

"**THAT**:

China Huadian shall subscribe for not more than 90,000,000 new A Shares pursuant to the Proposed Placing. The final number of new A Shares to be subscribed shall be determined by the Company and China Huadian taking into account the market conditions and consultations with the sponsor (lead underwriter) of the Proposed Placing;

China Huadian shall subscribe the new A Shares at the same subscription price as the other investors who subscribe for the new A Shares pursuant to the Proposed Placing. China Huadian shall not participate in the bidding process of the Proposed Placing;

China Huadian shall not dispose its new A Shares within 36 months from the date of completion of the Proposed Placing; and

The conditional CH Subscription Agreement entered into between China Huadian and the Company on 20 May 2011 be approved and confirmed."

3. To consider and approve the following authorizations to the Board in connection with the Proposed Placing:

"**THAT**:

(1) to authorize the Board to handle all things in connection with the Proposed Placing, including but not limited to, determining the method of issuance, number of shares to be issued, issuance price, price determination method, timing and target subscribers;

(2) to authorize the Board, the Chairman and the authorized person of the Chairman to handle all application matters relating to the Proposed Placing, to formulate, prepare, revise, finalize and execute all information documents relating to the Proposed Placing; and to sign all contracts, agreements and documents relating to the Proposed Placing;

(3) to authorize the Board to make relevant adjustments to the issuance method of the Proposed Placing in the event there is any change to the policies of the regulatory authorities relating to non-public offering or there is any change to the market conditions relating to the Proposed Placing, save and except for those matters required to be approved by the Shareholders pursuant to any laws, regulations and the Articles of Association;

(4) to authorize the Board, the Chairman and the authorized person of the Chairman to handle the capital verification procedures relating to the Proposed Placing;

(5) to authorize the Board, subject to the scope of this resolution, to make appropriate adjustments to the arrangements of the use of proceeds raised from the Proposed Placing accordingly;

(6) to authorize the Board, the Chairman and the authorized person of the Chairman to handle the listing of the new A Shares on the Shanghai Stock Exchange and submit relevant documents upon completion of the Proposed Placing;

(7) to authorize the Board, the Chairman and the authorized person of the Chairman to make consequential amendments to the relevant provisions in the Articles of Association upon completion of the Proposed Placing and handle relevant approval procedures, and to deal with relevant registration procedures relating to the change of the registered capital of the Company;

(8) to authorize the Board to handle all other matters incidental to the Proposed Placing; and

(9) the authorizations described in paragraphs (5) to (7) in this resolution shall be valid in the duration of the relevant events commencing from the date of passing of this resolution in a general meeting, other authorizations shall be valid for a period of 12 months from the date of passing of this resolution in a general meeting."

4. To consider and approve the issuance of inter-bank debt financing instruments:

"**THAT**:

(a) the Company be authorized, in accordance with laws and regulations, to issue non-public placed bond for once or multiple times with a principal balance not exceeding RMB10 billion according to its capital requirements; and any one of the executive director or the financial controller of the Company is authorized to handle all matters in relation to the issuance of non-public placed bond, including the determination of issuance time, size of issuance, term, price and interest rate thereof, plan and use of proceeds, and execution of the documents and agreements required for the application and issuance of non-public placed bond, including the underwriting agreement and the offering prospectus according to the market conditions, as well as making appropriate information disclosure. The authorization will be valid for one year, commencing from the date of passing of such resolution at the EGM.

(b) the Company be authorized, in accordance with laws and regulations, to issue super & short-term commercial paper for once or multiple times with a principal balance not exceeding RMB10 billion with rollover issuance within the registered valid period according to its capital requirements; and any one of executive director or the financial controller of the Company is authorized to handle matters in relation to the issuance of super & short-term commercial paper, including the determination of issuance time, size of issuance, term, price and interest rate thereof, plan and use of proceeds, and execution of the documents and agreements required for the application and issuance of super & short-term commercial paper, including the underwriting agreement and the offering prospectus according to the market conditions, as well as making appropriate information disclosure. The authorization will be valid for one year, commencing from the date of passing of such resolution at the EGM.

ORDINARY RESOLUTIONS

5. To consider and approve that the Company satisfies the conditions for non-public issuance of A Shares under the Administrative Measures for the Issuance of Securities by Listed Companies《上市公司證券發行管理辦法》and Detailed Implementation Rules for the Non-public Issuance of Stocks by Listed Companies《上市公司非公開發行股票實施細則》of the PRC.

6. To consider and approve the Feasibility Analysis Report.

7. To consider and approve the Report on the Previous Use of Proceeds.

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), 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), Ning Jiming (Independent Non-executive Director) and Yang Jinguan (Independent Non-executive Director), Wang Jixin (Independent Non-executive Director).

Beijing, the PRC
10 June 2011

* *For identification purposes only*

Notes:

1. Proposed Placing of new A Shares by the Company

   The Proposed Placing is conditional upon, among others, obtaining necessary approvals from CSRC.

2. Use of Proceeds

   In the event the proceeds raised and received from the Proposed Placing are not consistent with the factual progress of applicable ratification, approval and endorsement applications and implementation of these projects, the Company will first fund the investment in the projects with other resources and then replace the same when the proceeds are received. The Board may arrange the use of proceeds according to the factual progress of applicable ratification, approval and endorsement applications, the implementation and the funding needs of these projects within the scope of the projects mentioned under special resolution 1(9) upon receipt of proceeds. The Board may exercise their full discretion to determine the use of proceeds, the priority of investment and the investment amount in accordance with the progress of the projects mentioned above. In the event the amount of proceeds raised under the Proposed Placing is less than the estimated amount, the Company will use alternative methods to finance its projects. Any surplus from the proceeds raised shall be applied to repaying the loans from the financial institutions and replenishing the working capital of the Company.

3. Proposed subscription of new A Shares by China Huadian and the CH Subscription Agreement

   Reference is made to the announcement dated 20 May 2011 and the circular dated 10 June 2011 issued by the Company. Since China Huadian is the controlling shareholder of the Company, holding approximately 47.21% equity interests of the Company. Hence, China Huadian is a connected person of the Company for the purpose of the Hong Kong Listing Rules. Accordingly, the subscription of new A Shares pursuant to the CH Subscription Agreement and the transactions contemplated thereunder constitute connected transactions of the Company which is subject to approval by independent shareholder as required under Chapter 14A of the Hong Kong Listing Rules. China Huadian and its associates will abstain from voting at the EGM on the special resolution approving the proposed subscription of new A Shares by China Huadian and the transactions and matters incidental thereto.

   This resolution shall not be implemented without obtaining necessary approvals from CSRC.

4. 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, 24 June 2011 (the "Registered Shareholders") 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, 25 June 2011 to Tuesday, 26 July 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, 24 June 2011.

5. 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 Wednesday, 6 July 2011. 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 Wednesday, 6 July 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 meeting in exchange for the original of the admission cards.

6. 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).

7. Miscellaneous

(1) Each of the Shareholders (or his proxy) shall exercise his voting rights at the EGM 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