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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 9:00 a.m. on Tuesday, 27 March 2012 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 10 February 2012 in accordance with the Hong Kong Listing Rules.

## ORDINARY RESOLUTIONS

1. 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 daily balance of the Deposit Services (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 three financial years ending 31 December 2014; 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 Listing Rules of Shanghai Stock Exchange and the Hong Kong Listing Rules.
2. To consider and approve the establishment of the nomination committee of the Board, in accordance with the Code on the Corporate Governance for Listed Companies promulgated by China Securities and Regulatory Commission and the revised Hong Kong Listed Rules on the corporate governance.

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

Beijing, the PRC

10 February 2012

\* For identification purposes only

**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, 24 February 2012 (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, 25 February 2012 to Tuesday, 27 March 2012, 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 February 2012.

**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 Wednesday, 7 March 2012. 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 Wednesday, 7 March 2012.
- (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