



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)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We _____ with H share shareholder account number (if applicable): _____ of _____ (Note 1),

being shareholder(s) of _____ domestic shares/H shares (Note 2) in 華電國際電力股份有限公司 Huadian Power International Corporation Limited* (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or _____ of _____ (Note 3) as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of the Company to be held at the Taishan Hotel, 8 An Ning Bei Li, Xi San Qi, Haidian District, Beijing, the PRC at 9 a.m. on Tuesday, 27 March 2012 or at any adjournment thereof and to vote for me/us on my/our behalf at such meeting or at any adjournment thereof in respect of the resolutions set out in the Notice of Extraordinary General Meeting as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
	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.			

	RESOLUTIONS	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
	ORDINARY RESOLUTIONS			
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.			

Signature *(Note 5)* _____

Date: _____ 2012

Notes:

1. Please insert full name and address in block capitals.
2. Please delete as appropriate and insert the number of shares in the Company registered in your name and to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name.
3. You are entitled to choose any person to be your proxy. If a person other than the Chairman of the Extraordinary General Meeting is to be appointed as your proxy, please strike out the words "THE CHAIRMAN OF THE MEETING or" and insert the full name and address of the proxy to be appointed in the space provided. The proxy need not be a member of the Company. You are entitled to appoint one or more proxies to attend and vote at the meeting. However, if you appoint more than one proxy, you should state the number of shares each of them represents. Any alteration made to this proxy form must be signed by the person who signs the proxy form.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN", AND YOUR VOTES WILL BE COUNTED IN THE TOTAL NUMBER OF VOTES CAST IN THAT RESOLUTIONS, FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION. In respect of each of the resolutions, failure to tick either box or failure to indicate as to how to vote on the proxy form returned will entitle your proxy to decide whether to vote and as to how to vote at his discretion.
5. This proxy form must be signed by you or your attorney duly authorised in writing. If the attorney is a corporation or an institution, this proxy form must be executed under seal or executed by its director or a duly authorised person. All powers of attorney referred to in this Note must be notarised.
6. To be valid, this proxy form and the notarised power of attorney or other documents of authorisation must be delivered to the Secretarial Office of the Board of Directors of the Company or the Company's H share registrar at Hong Kong Registrars Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as the case may be, not less than 24 hours before the time designated for convening the Extraordinary General Meeting.
7. When attending the Extraordinary General Meeting, proxies representing the respective shareholders should present their completed and signed proxy forms and their identity documents.
8. This proxy form should be completed in duplicate. One form should be delivered according to the instructions as set out in Note 6 and the other should be presented by the proxy when attending the Extraordinary General Meeting according to the instructions as set out in Note 7.

* *for identification only*