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華能國際電力股份有限公司

HUANENG POWER INTERNATIONAL, INC.

(a Sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 902)

**RESOLUTIONS PASSED AT
THE NINTH MEETING OF THE NINTH SESSION OF
THE BOARD OF DIRECTORS**

On 13 March 2018, the Board of Directors (“**the Board**”, “**Board of Directors**”) of Huaneng Power International, Inc. (the “**Company**” or “**Huaneng Power International**”) convened the Ninth Meeting (the “**Meeting**”) of the Ninth Session of the Board at the headquarters of the Company. Thirteen Directors were eligible to attend the Meeting. The attendants of the Meeting included 13 Directors, either in person or by proxy. Mr. Cao Peixi (Chairman) was engaged by other matters, thus absent from the Meeting and had appointed Mr. Liu Guoyue (Director) as his proxy for voting. Mr. Liu Jizhen (Independent Director) was engaged by other matters, thus absent from the Meeting and had appointed Mr. Yue Heng (Independent Director) as his proxy for voting. The Supervisors, the senior management of the Company and the Secretary of the Board were also present at the Meeting. The convening of the Meeting complied with the *Company Law of the People's Republic of China* and the Articles of Association of the Company. Mr. Liu Guoyue (Director) presided over the Meeting. The following resolutions were considered and approved unanimously at the Meeting:

- 1. THE WORKING REPORT OF THE PRESIDENT OF THE COMPANY FOR 2017 WAS APPROVED**
- 2. THE WORKING REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR 2017 WAS APPROVED**

3. PROPOSAL ON PROVISION FOR IMPAIRMENT OF THE COMPANY'S MAJOR ASSETS

According to the relevant requirement of *PRC Accounting Standards for Business Enterprises No. 8 – Impairment of Assets*, the Company should make provision for major assets impairment of RMB1,180.0084 million in its consolidated financial statements for 2017, which will decrease the profit before tax for the year by RMB1,180.0084 million. The main particulars are as follows:

I. Provision for impairment of long-term assets of RMB1,155.3606 million

(1) *Units recording operating losses*

Yunnan Diandong Yuwang Energy Limited Company accrued provision for RMB494.8816 million for impairment due to the generation units were in a standby mode, low utilization hours, operating losses and the ceasing of construction of the Phase II power plant. Huaneng Yushe Power Generation Co., Ltd., Huaneng Pingliang Power Generation Co., Ltd. and Huaneng Zuoquan Coal-fired Power Generation Limited Liability Company accrued an aggregate provision of RMB282.7074 million for impairment due to a significant decrease in profitability of the generation units. Enshi City Mawei Valley Hydropower Development Co., Ltd. accrued a provision of RMB57.0849 million for impairment due to a lower-than-expected level of profit.

(2) *Ceasing construction, shutting down units and transfer of assets*

A provision of RMB247.5195 million for impairment of construction in progress fixed assets and other non-current assets in Huaneng Shanxi Taihang Power Generation Limited Liability Company was accrued as it was classified as an aborted project according to the relevant requirements of the “Notice relating to the Opinion on Promoting the Supply-side Structural Reform and Preventing and Resolving the Risks of Over Supply of Coal-Fired Power” (Fa Gai Neng Yuan [2017] No.1404) issued by the National Development and Reform Commission. Impairment of fixed assets of RMB35.6602 million of Shandong Changdao Wind Power Generation Limited was accrued as it was required to cease operation and remove the wind turbine due to the environmental policy requirements of the local government. Impairment of fixed assets of RMB24.3824 million of Huaneng Huaiyin II Power Limited Company was accrued due to losses on the transfer of power transmission lines. Impairment of fixed assets of RMB13.1246 million of Nantong Power Plant of Huaneng Power International, Inc. was accrued due to loss on the transfer of ash field.

II. A provision of RMB24.6478 million for bad debt of current account was incurred, of which, RMB20.0102 million being bad debt of accounts receivables of Huaneng Jiuquan Wind Power Generation Co., Ltd. and RMB4.6376 million being bad debt of prepayments of Yunnan Diandong Yuwang Energy Limited Company.

4. PROPOSAL ON WRITING OFF THE COMPANY'S LOSS IN AND DISPOSAL OF ASSETS

The Company proposes to write off the following loss of assets for the year 2017:

Due to alteration and demolition of relevant domestic power plants, the disposal of fixed assets for reasons of aging, damage, breaking down, loss of usefulness, etc. and losses on transfer of power transmission lines, the losses for disposal of asset were RMB213,402,912.81 (which related to fixed assets at cost of RMB1,414,414,705.52 with accumulated depreciation of RMB1,111,828,336.44 and provision of asset impairment of RMB178,091,684.32).

5. THE FINAL FINANCIAL REPORT OF THE COMPANY FOR 2017 WAS APPROVED

6. THE PROPOSED PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR 2017

As per the annual financial statements audited by KPMG Huazhen LLP and KPMG, the net profits attributable to equity holders of the Company for the accounting year ended 31 December 2017 under the PRC GAAP and the International Financial Reporting Standards were RMB1,793.1510 million and RMB1,579.8360 million respectively. Pursuant to the *Company Law of the People's Republic of China* and the Company's Articles, the Company shall apportion 10% of the net profit attributable to equity holders of the Company for year 2017 based on the calculation according to the PRC GAAP as statutory surplus reserve. There need not be any apportionment when the accumulated statutory surplus reserve is equal to or more than 50% of the registered share capital of the Company. Given that the remaining balance of the statutory surplus reserve of the Company was more than 50% of its registered share capital, there will not be any apportionment of the statutory surplus reserve for 2017. The Company will not apportion any discretionary surplus reserve for 2017.

The Company's proposed profit distribution plan for 2017 is a cash dividend of RMB0.1 (tax inclusive) for each ordinary share of the Company, which is on the basis of the total share capital of the Company. It was estimated that the total amount of cash to be paid as dividends will be RMB1,520.04 million.

7. PROPOSAL REGARDING THE APPOINTMENT OF THE COMPANY'S AUDITORS FOR 2018

It was resolved that KPMG Huazhen LLP would be appointed as the Company's domestic auditors and the auditors for U.S. 20F annual report, and KPMG as the Company's Hong Kong auditors for 2018 with a total remuneration of RMB45.03 million. In particular, the remuneration for financial statement audit and for internal control audit were estimated to be RMB34.93 million and RMB10.10 million respectively.

8. THE SELF-EVALUATION ON INTERNAL CONTROL FOR 2017 OF THE COMPANY BY THE BOARD OF DIRECTORS

The Self-evaluation Report on Internal Control for 2017 of Huaneng Power International, Inc. was approved, and the Chairman was authorized to sign it.

9. THE COMPANY'S ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT FOR 2017 WAS APPROVED

10. THE COMPANY'S SOCIAL RESPONSIBILITY REPORT FOR 2017 WAS APPROVED

11. THE COMPANY'S ANNUAL REPORT FOR 2017 WAS APPROVED

12. PROPOSAL REGARDING THE GRANTING OF THE GENERAL MANDATE TO ISSUE DOMESTIC AND/OR OVERSEAS DEBT FINANCING INSTRUMENTS WAS APPROVED

- i. It was resolved that the Company shall, subject to the approval of relevant regulatory authority and within 24 months from the date of obtaining approval at its general meeting, issue domestic and/or overseas debt financing instruments (in either one or multiple tranches on a rolling basis) with a principal amount of up to RMB34.3 billion or equivalent in or outside the People's Republic of China, such instruments including but not limited to corporate bonds and enterprise bonds in the domestic market, medium-term notes in the interbank bond market, offshore RMB-denominated bonds, overseas USD-denominated bonds and bonds denominated in other foreign currencies in the overseas market (including domestic and overseas perpetual bonds, which include without limitation perpetual mid term notes, renewable corporate bonds and renewable enterprise bonds in the domestic market, perpetual bonds in the overseas market or other perpetual bonds denominated in RMB or any other foreign currency that are permitted under applicable laws and regulations to be issued in or outside the People's Republic of China without a definite maturity date). (For the avoidance of doubt, reference to "debt financing instruments" in this proposal does not include short-term debentures, super short-term debentures and private placement notes issued in the domestic interbank bond market.)

- ii. It was proposed to obtain an approval at the general meeting for granting an unconditional general mandate to the Board or more than two Directors of the Company to, based on the Company's needs and market conditions and in accordance with relevant regulatory requirements, determine the terms and conditions for the issue of the relevant debt financing instruments and attend to other relevant matters (which include but are not limited to):
- (1) determining the details regarding the issue of the relevant debt financing instruments, including but not limited to the type of the bond to be issued, the issuer, whether to issue in tranches, the currency, amount and term of each tranche, the term for and method of repayment of the principal and accrued interest, the method of issue, the method and terms of placement, the interest rate and ways to determine it, and the security arrangements. Issue of corporate bonds in the domestic market must also meet the following requirements: the bonds under such issue shall have a maturity of no more than 20 years (except perpetual bonds) and could be bonds with a single maturity date or a portfolio of bonds with different maturity dates; the proceeds of the issue will be used to meet the Company's production and operation needs, adjust its debt structure, replenish its working capital and/or make project investments; subject to the provisions of applicable laws and regulatory requirements, the issue may be a public or non-public issue or a placement to the shareholders of the Company. Method of issue and placement details (including whether to place or not and the size of placement) shall be determined by the Board or more than two Directors of the Company according to market conditions and details of the issue.
 - (2) representing the Company in engaging in all the negotiations, signing all the agreements and other necessary documents and making proper disclosures of information in connection with the issue of the relevant debt financing instruments;
 - (3) procuring approval of the issue of the relevant debt financing instruments with relevant regulatory authority and making proper adjustments to the detailed issue plan based on the comments and opinions, if any, of the regulatory authority; and
 - (4) taking all the necessary actions to decide on/attend to other particular matters relating to the issue of the relevant debt financing instruments.
- iii. The resolution adopted at the Company's general meeting in relation to the issue of the relevant debt financing instruments shall be valid for 24 months from the date of adoption of such resolution. If the Board or more than two Directors have determined the issue or partial issue of the relevant debt financing instruments within the validity term of the mandate and the Company has procured the approval, permit, filing or registration, as applicable, for the issue with relevant regulatory authority, the Company may complete the issue or partial issue of the relevant debt financing instruments within the term of validity of such approval, permit, filing or registration.

13. PROPOSAL REGARDING THE GRANTING OF THE GENERAL MANDATE TO THE BOARD TO ISSUE DOMESTIC SHARES AND/OR OVERSEAS LISTED FOREIGN SHARES WAS APPROVED

It was agreed to grant that the Board the general mandate to issue domestic shares and/or overseas listed shares.

Details of the mandate are set out below:

- (1) Subject to paragraphs (3) and (4) and pursuant to the *Company Law of the People's Republic of China* (the "PRC") and the relevant regulations of the places where the shares of Huaneng Power International are listed (as amended from time to time), the Board (or the directors authorized by the Board) be and is hereby granted an unconditional general mandate to exercise all the powers of Huaneng Power International within the Relevant Period (as defined below) to separately or concurrently allot, issue and deal with domestic shares and/or overseas listed foreign shares (including securities convertible into such shares, options to subscribe for any shares or such convertible securities), and to determine the terms and conditions for allotting, issuing and dealing with such new shares including but not limited to the following terms:
 - (a) class and number of new shares to be issued;
 - (b) pricing mechanism and/or issue price of the new shares to be issued (including price range);
 - (c) the starting and closing dates of such issue;
 - (d) the class and number of the new shares to be issued to existing shareholders; and/or
 - (e) the making or granting of proposals, agreements and options for the purpose of exercising the authority mentioned above.
- (2) The approval in paragraph (1) shall authorize the Board (or the directors authorized by the Board) of Huaneng Power International within the Relevant Period to make or grant any proposals, agreements and options of which might be exercised after the expiry of the Relevant Period.
- (3) The number of new domestic shares or new overseas listed foreign shares (other than those issued by conversion of the surplus reserve into share capital in accordance with the Company Law of the PRC and the articles of Huaneng Power International) allotted, issued and dealt with (whether pursuant to an option or otherwise), conditionally or unconditionally, separately or concurrently by the Board (or the directors authorized by the Board) of Huaneng Power International within the Relevant Period pursuant to the

approval in paragraph (1) shall not exceed 20% of each class of the existing domestic shares and overseas listed foreign shares of Huaneng Power International in issue at the time when this resolution is passed at the annual general meeting of this year.

(4) In exercising the mandate granted in paragraph (1) above, the Board (or the directors authorized by the Board) of Huaneng Power International shall: a) comply with the Company Law of the PRC and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of Huaneng Power International are listed; and b) obtain approval from the China Securities Regulatory Commission and other relevant PRC government departments.

(5) For the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of Huaneng Power International; and

(ii) the date on which the general mandate set out in this resolution is revoked or varied by a special resolution of the shareholders of Huaneng Power International at a general meeting.

(6) Subject to the approval(s) of the relevant authorities of the PRC and in accordance with the relevant laws, administrative regulations, and the regulatory stipulations of the places where the shares of Huaneng Power International are listed and the Articles of Huaneng Power International, the Board (or the directors authorized by the Board) of Huaneng Power International be and is hereby authorized to increase the registered capital of Huaneng Power International in accordance with the exercise of the powers pursuant to paragraph (1) above.

(7) The Board (or the directors authorized by the Board) of Huaneng Power International be and is hereby authorized to sign any necessary documents, complete any necessary formalities and procedures and take other necessary steps to complete the allotment, issuance and listing of the new shares upon the exercise of the powers pursuant to paragraph (1) above, provided the same do not violate the relevant laws, administrative regulations, the relevant regulatory stipulations of the places where the shares of Huaneng Power International are listed and the articles of Huaneng Power International.

(8) Subject to the approval of the relevant PRC authorities, the Board (or the directors authorized by the Board) of Huaneng Power International be and is hereby authorized to make appropriate and necessary amendments to the articles of Huaneng Power International after completion of the allotment and issue of new shares with reference to the method, type and number of new shares allotted and issued by Huaneng Power

International and the shareholding structure of Huaneng Power International at the time of completion of the allotment and issue of new shares in order to reflect the alteration of the share capital structure and registered capital of Huaneng Power International pursuant to the exercise of this general mandate.

14. PROPOSAL ON THE 2017 IMPLEMENTATION STATUS OF THE PERFORMANCE UNDERTAKING REGARDING CERTAIN ASSETS ACQUIRED IN 2016

1. The special audit report (KPMG Huazhang zhuan zi No. 1800161) provided by KPMG Huazhen LLP detailing the differences between actual net profit/(loss) for 2017 and the forecasted net profit for each of Huaneng Laiwu Power Generation Limited, Huaneng Jiayang Power Generation Limited, Huaneng Jining Canal Power Generation Limited, Huaneng Liaocheng Thermal Power Limited and Huaneng Yantai Power Generation Limited, being the subsidiaries acquired by Huaneng Power International, Inc. from Huaneng Shandong Power Generation Limited was agreed.
2. It was agreed that China Huaneng Group Co., Ltd. should pay the amount of RMB615.0131 million in cash as profit compensation according to the terms of the Profit Forecast Compensation Agreement entered into between China Huaneng Group and Huaneng Power International, Inc.
3. Mr. Liu Guoyue (Director) was authorized to take appropriate actions to deal with other related matters according to actual situation and in principle of safeguarding the best interest of the Company.

15. PROPOSAL ON EXTENDING THE VALIDITY PERIODS OF THE RESOLUTION ON THE NON-PUBLIC ISSUANCE OF A SHARES AND THE AUTHORISATION DELEGATED TO THE BOARD OF DIRECTORS BY SHAREHOLDERS' GENERAL MEETING

It was agreed to extend the validity periods of the Non-public Issuance of A Shares passed at the 2017 second extraordinary general meeting and the authorisation delegated to the Board of Directors by shareholders' general meeting for 12 months from the date of expiry.

16. PROPOSAL REGARDING THE SHAREHOLDERS' RETURN PLAN IN THE NEXT THREE YEARS (2018-2020) OF THE COMPANY

The Shareholders' Return Plan in the Next Three Years (2018-2020) of Huaneng Power International, Inc. was approved.

17. PROPOSAL REGARDING THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The amendments to the Articles of Association of the Company (*Note*) and the submission of the same for approval at shareholder's general meeting were agreed.

Note: please refer to the appendix for further details.

18. PROPOSAL REGARDING THE CONVENING OF THE COMPANY'S ANNUAL GENERAL MEETING FOR 2017

As resolutions numbered 2, 5, 6, 7, 12, 13, 15, 16 and 17 above should be tabled at the general meeting for approval, the Board has decided to convene the annual general meeting for 2017 at the headquarters of the Company (Conference Room A102, the headquarters of the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC) on 3 May 2018 and submit the said proposals at the annual general meeting for 2017 for consideration and approval. Details of the agenda of the meeting will be announced by the Board by way of a separate notice of annual general meeting.

According to the relevant listing rules of the places where the Company's Shares are listed, the Company's directors, Cao Peixi, Liu Guoyue, Huang Jian and Wang Yongxiang (all being related Directors), had abstained from voting at the above resolution numbered 14. The Independent Directors of the Company had approved the above resolution numbers 6, 15 and 16, and provided their opinions.

The above resolutions were passed on 13 March 2018 in Beijing.

By Order of the Board
Huaneng Power International, Inc.
Huang Chaoquan
Company Secretary

As at the date of this announcement, the Directors of the Company are:

Cao Peixi (<i>Executive Director</i>)	Yue Heng (<i>Independent Non-executive Director</i>)
Liu Guoyue (<i>Executive Director</i>)	Xu Mengzhou (<i>Independent Non-executive Director</i>)
Huang Jian (<i>Non-executive Director</i>)	Liu Jizhen (<i>Independent Non-executive Director</i>)
Wang Yongxiang (<i>Non-executive Director</i>)	Xu Haifeng (<i>Independent Non-executive Director</i>)
Mi Dabin (<i>Non-executive Director</i>)	Zhang Xianzhi (<i>Independent Non-executive Director</i>)
Guo Hongbo (<i>Non-executive Director</i>)	
Cheng Heng (<i>Non-executive Director</i>)	
Lin Chong (<i>Non-executive Director</i>)	

Beijing, the PRC
14 March 2018

APPENDIX

Details of the amendments to the Articles of Association are set out below:

1. Addition to Chapter 1 “General Principles”

Articles 8: According to the provisions of the “Company Law” and the “Constitution of the Communist Party of China”, the Company shall establish a working organisation for the Party, which shall be equipped with sufficient staff to deal with the affairs of the Party and provided with sufficient funds for operation of the Party organisation. The Party organisation shall perform the core leadership and political function of the Company.

2. Addition to Chapter 10 “Board of Directors”

Article 103: Prior to making decisions on material issues such as the direction of the reform and development of the Company, its main objectives and tasks, and key work arrangement, the board of directors shall seek advice from the Party organisation. When the Board of Directors appoints senior management personnel of the Company, the Party organisation shall first deliberate on the candidates and make recommendations.

After the amendments, the number of articles shall be increased from 186 articles to 188 articles, and that the numbers of the relevant articles shall correspondingly be adjusted.