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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)**

## **NOTICE OF 2021 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting (the “Annual General Meeting” or “General Meeting”) of Huaneng Power International, Inc. (the “Company”) will be held at 9:00 a.m. on 28 June 2022 at Conference Room A102, the headquarters the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People’s Republic of China for considering and approving the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the working report from the Board of Directors of the Company for 2021
2. To consider and approve the working report from the Supervisory Committee of the Company for 2021
3. To consider and approve the audited financial statements of the Company for 2021
4. To consider and approve the profit distribution plan of the Company for 2021 (*Note 1*)
5. To consider and approve the proposal regarding the appointment of the Company’s auditors for 2022 (*Note 2*)

### **SPECIAL RESOLUTIONS**

- 6.00 Proposals regarding the issue of short-term debentures, super short term debentures and debt financing instruments (by way of non-public placement) by the Company
  - 6.01 To consider and approve the proposal regarding the issue of short-term debentures by the Company (*Note 3*)
  - 6.02 To consider and approve the proposal regarding the issue of super short-term debentures by the Company (*Note 3*)

- 6.03 To consider and approve the proposal regarding the issue of debt financing instruments (by way of non-public placement) (*Note 3*)
7. To consider and approve the proposal regarding the granting of general mandate to issue domestic and/or overseas debt financing instruments (*Note 3*)
8. To consider and approve the proposal regarding the granting of general mandate to the Board of Directors to issue domestic shares and/or overseas listed foreign shares (*Note 3*)

### **ORDINARY RESOLUTIONS**

9. To consider and approve the proposal regarding the provision of guarantee by the Company to its subsidiary Diandong Energy (*Note 4*)
10. To consider and approve the proposal regarding the provision of guarantee by the Company to its subsidiary Diandong Yuwang (*Note 4*)

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

As at the date of this notice, the directors of the Company are:

Zhao Keyu ( <i>Executive Director</i> )	Xu Mengzhou ( <i>Independent Non-executive Director</i> )
Zhao Ping ( <i>Executive Director</i> )	Liu Jizhen ( <i>Independent Non-executive Director</i> )
Huang Jian ( <i>Non-executive Director</i> )	Xu Haifeng ( <i>Independent Non-executive Director</i> )
Wang Kui ( <i>Non-executive Director</i> )	Zhang Xianzhi ( <i>Independent Non-executive Director</i> )
Lu Fei ( <i>Non-executive Director</i> )	Xia Qing ( <i>Independent Non-executive Director</i> )
Teng Yu ( <i>Non-executive Director</i> )	
Mi Dabin ( <i>Non-executive Director</i> )	
Cheng Heng ( <i>Non-executive Director</i> )	
Li Haifeng ( <i>Non-executive Director</i> )	
Lin Chong ( <i>Non-executive Director</i> )	

Beijing, the PRC  
13 May 2022

*Notes:*

#### **1. The profit distribution plan of the Company for 2021**

According to the Articles of Association, the net profit attributable to shareholders of the Company in 2021 was negative, the Board recommended not to declare dividend in 2021 after taking into account the investment requirement for the transformation development of the Company, the rise of the gearing ratio of the Company in 2021 and other factors.

## **2. Proposal regarding the appointment of the Company’s auditors for 2022**

The board of directors of the Company proposes to appoint Ernst & Young Hua Ming LLP to be the Company’s domestic auditors and the auditors for U.S. 20F annual report, and Ernst & Young to be the Company’s Hong Kong auditors for 2022. The total remuneration for 2022 is RMB27.83 million, including internal control audit fees of RMB3.98 million, which shall be subject to appropriate adjustment according to the actual audit scope.

3. Please refer to the circular of the Company dated 13 May 2021 for details.

4. “Diandong Energy” refers to Huaneng Yunnan Diandong Energy Limited Liability Company (華能雲南滇東能源有限責任公司), which is a wholly-owned subsidiary of the Company, whilst “Diandong Yuwang” refers to Yunnan Diandong Yuwang Energy Limited Company (雲南滇東雨汪能源有限公司), which is a wholly-owned subsidiary of the Company.

## **5. Proxy**

- (1) A member eligible to attend and vote at the Annual General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder.
- (2) A proxy should be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarised.
- (3) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered, in the case of holders of Domestic Shares, to the Company and, in the case of holders of H Shares, to Hong Kong Registrars Limited, not less than 24 hours before the time designated for holding of the Annual General Meeting.
- (4) If more than one proxy is appointed by a shareholders such proxies shall only exercise the right to vote by poll.
- (5) The resolutions set out in this Notice will be voted by poll.

## **6. Registration procedures for attending the Annual General Meeting**

- (1) A shareholder or his proxy shall produce proof of identity when attending the meeting. If a shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the Annual General Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person(s) to attend the meeting.
- (2) Holders of H Shares intending to attend the Annual General Meeting should return the reply slip for attending the Annual General Meeting to the Company on or before 7 June 2022.
- (3) Shareholders may send the reply slip to the Company in person, by post or by fax.

## **7. Registration Matters for H Shareholders**

In order to determine the shareholders of H shares who will be entitled to attend the Annual General Meeting, the Company will suspend registration of transfer of H shares from 7 June 2022 to 28 June 2022 (both days inclusive).

In order to qualify to attend and vote at the Annual General Meeting, non-registered holders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company’s H Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 6 June 2022. Holders of H shares whose names are recorded in the register of member of the Company on 28 June 2022 are entitled to attend the Annual General Meeting.

## 8. Other Businesses

- (1) Shareholders and their proxies who attend shall bear their own accommodation and travelling expenses.
- (2) The address of the Share Registrar for H Shares of the Company, Hong Kong Registrars Limited, is at:  
  
1712-1716, 17/F, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong
- (3) The address for contact:  
  
Capital Market Department of  
Huaneng Power International, Inc.  
Huaneng Building,  
6 Fuxingmennei Street,  
Xicheng District, Beijing 100031,  
The People's Republic of China
- (4) Contact Person: Xie Meixin/Hu Boxuan  
  
Contact Telephone No: (+86)10-6322 6590/(+86)10-6322 6557  
  
Email address: xiemx@hpi.com.cn/huboxuan@hpi.com.cn
- (5) Time and dates in this notice are Hong Kong time and dates.

## 9. Special Notice

All shareholders attending the Meeting need to hold a shareholder account card and their own ID card, and the appointed proxy entrusted to attend the Meeting also need to hold a power of attorney and the proxy's ID card. Representatives of legal person shareholders need to hold a certificate of the shareholder unit and go through the registration procedures. Shareholders in different places can process the registration matters by mail or fax. Registration of participation is not a prerequisite for shareholders to participate in the shareholders' meeting in accordance with the law. Due to the epidemic, shareholders who are interested in attending the Meeting should follow the anti-epidemic policies of Beijing and Huaneng Building and inform the contact person(s) above at least three working days in advance and go through the formalities for entering into the building, so that they can enter the building on time on the day of the Meeting. Shareholders who fail to go through the formalities for entering into the building in accordance with the foregoing requirements, or having symptoms such as fever, or fail to wear masks as required, or fail to comply with the epidemic prevention and control requirements will not be admitted to enter into the venue for shareholders' meeting. The Company wishes to advise the shareholders that they may consider appointing the Chairman of the meeting as their proxy to vote on the resolution and to return their proxy forms by the time specified in the notice of meeting, instead of attending the meeting in person.