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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 2022 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 first extraordinary general meeting (the “**Extraordinary General Meeting**”) of Huaneng Power International, Inc. (the “**Company**”) will be held at 9:00 a.m. on 20 December 2022 at Conference Room A102, 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 Proposal regarding taking employee liability insurance against directors, supervisors and senior management (*Note 1*);
2. To consider and approve the Proposal regarding the continuing connected transactions for 2023 between the Company and Huaneng Group (*Note 2*);
3. To consider and approve the Proposal regarding the continuing connected transactions between the Company and Tiancheng Leasing from 2023 to 2025 (*Note 2*);
4. To consider and approve the Proposal to the adjust by increasing the cap amount of the continuing connected transactions on loan advancement between the Company and Huaneng Finance (*Note 2*);
5. To consider and approve the Proposal on appointment of auditors of the Company for 2023 (*Note 3*); and
6. To consider and approve the Proposal regarding the provision of renewable entrusted loans by the Company to its controlled subsidiaries (*Note 2*).

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 (*Executive Director*)

Huang Jian (*Non-executive Director*)

Wang Kui (*Non-executive Director*)

Lu Fei (*Non-executive Director*)

Teng Yu (*Non-executive Director*)

Mi Dabin (*Non-executive Director*)

Cheng Heng (*Non-executive Director*)

Li Haifeng (*Non-executive Director*)

Lin Chong (*Non-executive Director*)

Xu Mengzhou (*Independent Non-executive Director*)

Liu Jizhen (*Independent Non-executive Director*)

Xu Haifeng (*Independent Non-executive Director*)

Zhang Xianzhi (*Independent Non-executive Director*)

Xia Qing (*Independent Non-executive Director*)

Beijing, the PRC

4 November 2022

*Notes:*

1. (i) After the expiry (31 January 2023) of the existing directors' liability insurance policy, the Company will take a one-time Run-off insurance in the US market. The policy liability limit is US\$10 million, and the premium is subject to the actual bidding and procurement results.  
  
(ii) After the expiry (31 January 2023) of the existing directors' liability insurance policy, the Company will successively take the directors' liability insurance policy year by year. The policy liability limit is RMB100 million, and the premium is subject to actual bidding and procurement results.  
  
(iii) The board of directors of the Company proposes to authorize the management of the Company to take appropriate actions to deal with other matters relating to the insurance of directors' liability insurance based on the actual situation and the principle of safeguarding the best interests of the Company.
2. Please refer to the Company's announcements dated 26 October 2022 and 3 November 2022 and a circular to be issued before the Extraordinary General Meeting for details.
3. The board of directors of the Company proposes to continue to appoint Ernst & Young Hua Ming LLP to be the Company's domestic auditors for 2023, and Ernst & Young to be the Company's Hong Kong auditors for 2023. The total remuneration for 2023 is RMB26.83 million, including internal control audit fees of RMB3.49 million, which shall be subject to appropriate adjustment according to the actual audit scope.

#### 4. Proxy

- (i) A member eligible to attend and vote at the Extraordinary 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.
- (ii) 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.
- (iii) 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 the H Share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time designated for holding of the Extraordinary General Meeting.
- (iv) If more than one proxy is appointed by a shareholders such proxies shall only exercise the right to vote by poll.
- (v) The resolutions set out in this Notice will be voted by poll.

#### 5. Registration procedures for attending the Extraordinary General Meeting

- (i) 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 Extraordinary General Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such persons to attend the meeting.
- (ii) Holders of H Shares intending to attend the Extraordinary General Meeting should return the reply slip for attending the Extraordinary General Meeting to the Company on or before 30 November 2022.
- (iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

#### 6. Closure of H Share register members

##### Closure of register of members for the Extraordinary General Meeting

In order to determine the shareholders of H shares who will be entitled to attend the Extraordinary General Meeting, the Company will suspend registration of transfer of shares from 30 November 2022 to 20 December 2022 (both days inclusive).

In order to qualify to attend the Extraordinary General Meeting, shareholders 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong

Kong by no later than 4:30 p.m. on 29 November 2022. Holders of H shares whose names are recorded in the register of member of the Company on 20 December 2022 are entitled to attend the Extraordinary General Meeting.

7. Other Businesses

(i) The Extraordinary General Meeting will last for half day. Shareholders and their proxies who attend the Extraordinary General Meeting shall bear their own travelling and accommodation expenses.

(ii) The address of the Share Registrar for H Shares of the Company, Hong Kong Registrars Limited, is at:

Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

(iii) The business address and contact of the Company are:

Capital Market Department  
Huaneng Power International, Inc.  
Huaneng Building,  
6 Fuxingmennei Street,  
Xicheng District, Beijing 100031,  
The People's Republic of China

Contact: Xie Meixin; Hu Boxuan  
Telephone No.: (+86)-10-6322 6590; (+86)-10-6322 6557  
Facsimile No.: (+86)-10-6322 6888  
Email: xiemx@hpi.com.cn; huboxuan@hpi.com.cn

(iv) Time and dates in this notice are Hong Kong time and dates.

8. 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, please 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 resolutions and to return their proxy forms by the time specified in the notice of meeting, instead of attending the meeting in person.