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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the "AGM") of Huadian Power International Corporation Limited\* (the "**Company**") for the financial year ended 31 December 2022 will be held at 2:00 p.m., on Wednesday, 31 May 2023 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the PRC for the purpose of considering and, if appropriate, approving the following resolutions by poll (for details of each resolution, please refer to the circular of the Company dated 28 April 2023):

**SPECIAL RESOLUTIONS**

1. To consider and approve the exercise of general mandate by the board of directors (the "**Directors**") of the Company (the "**Board**") to allot, issue and deal with additional shares of the Company.
2. To consider and approve the issuance of financial financing instruments by the Company.
3. To consider and approve the resolution in respect to proposal to authorize the mandatory conversion of convertible corporate bonds "Huadian Dingzhuan (華電定轉)".
4. To consider and approve the resolution in respect to proposed amendments to the Articles of Association and its appendices.

**ORDINARY RESOLUTIONS**

5. To consider and approve the report of the Board for the year ended 31 December 2022.
6. To consider and approve the report of the supervisory committee for the year ended 31 December 2022.
7. To consider and approve the Company's 2022 audited financial reports.

8. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2022.
9. To consider and approve the performance report of the independent Directors for the year ended 31 December 2022.
10. To consider and approve the proposal in relation to the confirmation of remuneration of the Directors and supervisors of the Company for the year ended 31 December 2022.
11. To consider and approve the appointments of domestic auditor and overseas auditor, and internal control auditor of the Company for the financial year ending 31 December 2023; and to authorize the Board to determine their remunerations within the upper limit of RMB7.50 million, of which, the remuneration of the internal control auditor is RMB1.25 million.
12. To consider and approve the Proposed Finance Lease Framework Agreement entered into between the Company and Huadian Financial Leasing Company Limited and the annual caps under the agreement; and authorize the Chairman, the general manager or chief financial officer and his authorized person(s) to make the necessary amendments to the agreement at his/their discretion in accordance with relevant domestic and overseas regulatory requirements, execute the agreement once a consensus is reached, and complete other necessary procedures and formalities according to the relevant requirements.
13. To consider and approve the resolution in respect to proposed adjustment to the allowance of independent Directors of the Company.
14. To consider and approve, by way of separate ordinary resolutions, each of the resolutions in relation to the election and appointment of the following persons as the Directors of the tenth session of the Board for a term of three years, commencing from the conclusion of the AGM and expiring at the conclusion of the general meeting electing the eleventh session of the Board to be held by the Company.
  - (1) Dai Jun (戴軍)
  - (2) Zhao Bing (趙冰)
  - (3) Chen Bin (陳斌)
  - (4) Li Guoming (李國明)
  - (5) Zhang Zhiqiang (張志強)
  - (6) Li Qiangde (李強德)
  - (7) Cao Min (曹敏)
  - (8) Wang Xiaobo (王曉渤)

15. To consider and approve, by way of separate ordinary resolutions, each of the resolutions in relation to the election and appointment of the following persons as the independent non-executive Directors of the tenth session of the Board for a term of three years, commencing from the conclusion of the AGM and expiring at the conclusion of the general meeting electing the eleventh session of the Board to be held by the Company.

(1) Feng Zhenping (豐鎮平)

(2) Li Xingchun (李興春)

(3) Wang Yuesheng (王躍生)

(4) Shen Ling (沈翎)

16. To consider and approve, by way of separate ordinary resolutions, each of the resolutions in relation to the election and appointment of the following persons as the Supervisors of the tenth session of the Supervisory Committee (not employee representatives of the Company) for a term of three years, commencing from the conclusion of the AGM and expiring at the conclusion of the general meeting electing the eleventh session of the Supervisory Committee (not employee representatives of the Company) to be held by the Company.

(1) Liu Shujun (劉書君)

(2) Ma Jing'an (馬敬安)

By order of the Board  
**Huadian Power International Corporation Limited\***  
**Qin Jiehai**  
*Secretary to the Board*

As at the date of this notice, the Board comprises:

*Dai Jun (Chairman, Executive Director), Ni Shoumin (Vice Chairman, Non-executive Director), Peng Xingyu (Non-executive Director), Luo Xiaoqian (Executive Director), Zhang Zhiqiang (Non-executive Director), Li Pengyun (Non-executive Director), Wang Xiaobo (Non-executive Director), Li Guoming (Executive Director), Feng Zhenping (Independent Non-executive Director), Li Xingchun (Independent Non-executive Director), Li Menggang (Independent Non-executive Director) and Wang Yuesheng (Independent Non-executive Director).*

Beijing, the PRC  
28 April 2023

Notes:

### **1. Cumulative voting**

The cumulative voting method shall be adopted for the voting of resolutions No. 14-16. The cumulative voting method refers to the voting for the election of Directors (excluding independent non-executive Directors), independent non-executive Directors or Supervisors where each share is entitled to the same number of votes which equals to the total number of Directors (excluding independent non-executive Directors), independent non-executive Directors or Supervisors to be elected, and the entire votes, represented by the shares held by each Shareholder, can be equally cast for each candidate or can be consolidated to vote for one or certain candidates. For example, if a Shareholder holds 100 Shares, then he/she is entitled to 700 votes, 400 votes and 200 votes for resolutions No. 14-16, respectively. He/she may cast his/her respective votes equally to each of the candidates of Directors (excluding independent non-executive Directors), independent non-executive Directors or Supervisors with 100 votes for each; or cast respective votes entirely for one or certain candidates of Directors (excluding independent non-executive Directors), independent non-executive Directors or Supervisors.

Please note with particular attention that the sum of each Shareholder's votes cast for all candidates of Directors (excluding independent non-executive Directors), independent non-executive Directors or Supervisors shall not exceed the entire votes represented by the shares held by each Shareholder. That is, if the total votes a Shareholder casts for one, certain or all candidates of Directors (excluding independent non-executive Directors), independent non-executive Directors or Supervisors exceed his/her entire votes represented by the shares held by him/her, then all the votes will be invalid; if the total votes a Shareholder casts for one, certain or all candidates of Directors (excluding independent non-executive Directors), independent non-executive Directors or Supervisors are fewer than his/her entire votes represented by the shares held by him/her, then the votes cast by him/her shall be valid, and the votes not cast shall be deemed to have been waived by him/her. If a candidate of Directors (excluding independent non-executive Directors), independent non-executive Directors or Supervisors obtains more than half of the votes representing total number of shares with voting rights (assuming the cumulative voting has not been adopted) from the Shareholders attending the AGM, he/she will be deemed as elected.

### **2. Eligibility of attending the AGM and closure of register of members of H Shares**

H Shareholders of the Company whose names appear on the Company's register of members at the close of business on Tuesday, 23 May 2023 (the "**Registered Shareholders**") are entitled to attend the AGM conditional upon completion of the necessary registration procedures.

The register of members of H Shares will be closed by the Company from Wednesday, 24 May 2023 to Wednesday, 31 May 2023, both days inclusive, for the purpose of determining H Shareholders' entitlement to attend the AGM. In order to be entitled to attend the AGM, H Shareholders whose transfer documents have not been registered are required to deposit their respective instrument(s) of transfer and the relevant share certificate(s) with the H Share registrar of the Company, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or no later than 4:30 p.m. on Tuesday, 23 May 2023.

### **3. Final dividend for 2022 and closure of register of members of H Shares**

If the final dividend for 2022 is declared upon consideration and approval at the AGM, such dividend is expected to be paid to those Shareholders whose names appear on the register of members of the Company on 9 June 2023. In order to ascertain the entitlements of the Shareholders to receive the final dividend, the register of the members of the Company will be closed from 7 June 2023 to 9 June 2023 (both days inclusive), during which period no transfer of H Shares of the Company will be effected. In order to be entitled to the final dividend, H Shareholders of the Company who have not registered their transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share Registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 6 June 2023.

#### 4. Registration procedures for attending the AGM

The 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 AGM.

#### 5. Proxies

The Registered Shareholders are entitled to appoint one or more proxies to attend and vote at the AGM on his/her behalf by completing the "Proxy Form for Use at the Annual General Meeting" (the "**Proxy Form**") enclosed with this notice 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 notarized. 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 authorized attorney. 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 holding the AGM or any adjournment thereof (as the case may be).

#### 6. Miscellaneous

(1) Each of the Shareholders (or his/her proxy) shall exercise his/her voting rights at the AGM according to the number of shares with voting rights represented by him/her and shall be entitled to one vote for each share held.

(2) The AGM is expected to take about half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.

(3) The 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 People's Republic of China  
Tel No.: (86 10) 8356 7888  
Fax No.: (86 10) 8356 7963

(4) The address and contact details of Hong Kong Registrars Limited are as follows:

Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
Tel No.: (852) 2862 8555  
Fax No.: (852) 2865 0990

\* *For identification purposes only*