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If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Huadian Power International Corporation Limited*** (the “**Company**”), you should at once hand this circular and the proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**PROPOSED ELECTION OF
NON-EXECUTIVE DIRECTORS**

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the EGM to be held at 2:00 p.m. on Tuesday, 26 March 2024 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China, is set out on pages 6 to 8 of this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the proxy form despatched on Thursday, 29 February 2024 in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:00 p.m. on Monday, 25 March 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

29 February 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors of the Company;
“Company”	Huadian Power International Corporation Limited* (華電國際電力股份有限公司), a Sino-foreign investment joint stock company limited by shares incorporated in the PRC, whose H shares and A shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively;
“Controlling Shareholder”	has the meaning ascribed to it under the Hong Kong Listing Rules that apply to the Company;
“Directors”	the Directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at 2:00 p.m. on Tuesday, 26 March 2024 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People’s Republic of China;
“Group”	the Company and its subsidiaries as of the date of this circular;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	27 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	the share(s) with a par value of RMB1.00 each in the share capital of the Company;
“Shareholder(s)”	the shareholder(s) of the Company;
“Subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules that apply to the Company.

* *For identification purposes only*

LETTER FROM THE BOARD



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)

Directors:

Dai Jun (*Chairman, Executive Director*)
Zhao Bing (*Vice Chairman, Non-executive Director*)
Chen Bin (*Executive Director*)
Zhang Zhiqiang (*Non-executive Director*)
Li Qiangde (*Non-executive Director*)
Cao Min (*Non-executive Director*)
Wang Xiaobo (*Non-executive Director*)
Li Guoming (*Executive Director*)
Feng Zhenping (*Independent Non-executive Director*)
Li Xingchun (*Independent Non-executive Director*)
Wang Yuesheng (*Independent Non-executive Director*)
Shen Ling (*Independent Non-executive Director*)

Office address:

No. 2 Xuanwumennei Street
Xicheng District
Beijing
the PRC

Place of business in

Hong Kong:
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

29 February 2024

To the Shareholders,

Dear Sir/Madam,

PROPOSED ELECTION OF NON-EXECUTIVE DIRECTORS

I. INTRODUCTION

Reference is made to the announcement of the Company dated 29 February 2024 in relation to the proposed election of non-executive Directors.

The purpose of this circular is to provide the Shareholders with information in respect of the proposed election of non-executive Directors, to enable the Shareholders to make their informed decisions as to how to vote on relevant resolutions at the EGM.

LETTER FROM THE BOARD

II. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTORS

The Board has considered and unanimously approved at the fifth meeting of the tenth session of the Board held on 29 February 2024 to put forward two ordinary resolutions at the extraordinary general meeting to consider and approve the proposal for the election of Mr. Zhao Wei (“**Mr. Zhao**”) and Mr. Zeng Qinghua (“**Mr. Zeng**”) as non-executive Directors of the tenth session of the Board of the Company, respectively, with a term commencing from the conclusion of the EGM and ending at the expiry of the term of the tenth session of the Board and shall be eligible for re-election at that time.

The biographical details of Mr. Zhao and Mr. Zeng are set out as follows:

Mr. Zhao Wei, Chinese nationality, born in October 1967, is a senior economist and a master of business administration from Peking University. He is currently a director of Huadian Liaoning Energy Development Co., Ltd. (華電遼寧能源發展股份有限公司). Mr. Zhao has successively worked for Hebei Electric Power Corporation (河北省電力公司), Hebei Hanfeng Power Plant (河北邯峰發電廠), Hebei Fengyuan Industrial Co., Ltd. (河北峰源實業有限公司), Hebei Electric Power Fuel Corporation (河北電力燃料公司), Hebei Huafeng Investment Co., Ltd. (河北華峰投資有限公司), Hebei Huarui Energy Group Corporation Limited (河北華瑞能源集團股份有限公司) as the general manager, Huadian Power International Corporation Limited Hebei Branch (華電國際電力股份有限公司河北分公司) as the deputy general manager, Huadian Power International Corporation Limited Tianjin Branch (華電國際電力股份有限公司天津分公司) as the Person in Charge, Huadian Power International Corporation Limited Henan Branch (華電國際電力股份有限公司河南分公司) as the general manager, Huadian Power International Corporation Limited Hebei Branch (華電國際電力股份有限公司河北分公司) as the Person in Charge, and China Huadian Corporation Xiong’an Energy Co., Ltd. (中國華電集團雄安能源有限公司). Mr. Zhao has more than thirty years of working experience in the fields of corporate management, power operations, and strategic investment.

Mr. Zeng Qinghua, Chinese nationality, born in December 1967, is a professor-level senior engineer. He graduated from Northeast Electric Power College (東北電力學院) majoring in electric power engineering and automation. He currently serves as a director of Huadian Liaoning Energy Development Co., Ltd. (華電遼寧能源發展股份有限公司) and a director of Huadian Gansu Energy Co., Ltd. (華電甘肅能源有限公司). Mr. Zeng has successively worked for Jiamusi Power Plant (佳木斯發電廠), Heilongjiang Huadian Jiamusi Power Generation Co., Ltd. (黑龍江華電佳木斯發電有限公司), Guizhou Wujiang Hydropower Development Co., Ltd. (貴州烏江水電開發有限責任公司), Guizhou Huadian Tongzi (Zunyi) Power Generation Co., Ltd. (貴州華電桐梓(遵義)發電有限公司), China Huadian Corporation Limited Guizhou Branch (中國華電集團有限公司貴州公司), China Huadian Corporation Limited Fujian Branch (中國華電集團有限公司福建分公司), and Fujian Huadian Furui Energy Development Co., Ltd. (福建華電福瑞能源發展有限公司). Mr. Zeng has over thirty years of working experience in the fields of corporate management, power engineering, and industrial development.

LETTER FROM THE BOARD

So far as the Directors are aware and save as disclosed above, Mr. Zhao and Mr. Zeng have not held any directorship in listed companies in the past three years and do not hold any other positions in the Company or any other members of the Group, and do not have any other major appointments or professional qualifications; and Mr. Zhao and Mr. Zeng have no relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company. As of the Latest Practicable Date, Mr. Zhao and Mr. Zeng do not hold any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Zhao and Mr. Zeng will not receive any remuneration or allowance from the Company in respect of their services to be provided as Directors. Save as disclosed above, there are no other matters relating to the proposed election of Mr. Zhao and Mr. Zeng as non-executive Directors of the Company that are required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules. The Company considers that there are no other matters that are required to be brought to the attention of the Shareholders.

III. EGM

The Directors propose to put forward the aforementioned resolutions for the Shareholders' approval at the EGM.

To the best of the Directors' knowledge, information and belief, no Shareholder has any material interest in the matters set out in this circular and is required to abstain from voting on the relevant resolutions at the EGM.

IV. RECOMMENDATIONS

The Board are of the view that: the aforementioned resolutions are in the interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

Yours faithfully,

For and on behalf of the Board

Huadian Power International Corporation Limited*

Dai Jun

Chairman

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "EGM") of Huadian Power International Corporation Limited* (the "Company") will be held at 2:00 p.m. on Tuesday, 26 March 2024 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China, for the purpose of considering and, if appropriate, by way of polls, approving the following resolutions.

ORDINARY RESOLUTIONS

1. To consider and approve, by way of separate ordinary resolutions, all resolutions on election of the following persons as the non-executive Directors of the tenth session of the Board (the "Board") for a term of office commencing from the conclusion of the EGM and ending on the expiry of the term of the tenth session of the Board:
 - (1) To consider and approve the election of Mr. Zhao Wei as a non-executive Director
 - (2) To consider and approve the election of Mr. Zeng Qinghua as a non-executive Director

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 of Directors of the Company comprises:

Dai Jun (Chairman, Executive Director), Zhao Bing (Vice Chairman, Non-executive Director), Chen Bin (Executive Director), Zhang Zhiqiang (Non-executive Director), Li Qiangde (Non-executive Director), Cao Min (Non-executive Director), Wang Xiaobo (Non-executive Director), Li Guoming (Executive Director), Feng Zhenping (Independent Non-executive Director), Li Xingchun (Independent Non-executive Director), Wang Yuesheng (Independent Non-executive Director) and Shen Ling (Independent Non-executive Director).

Beijing, the PRC
29 February 2024

* For identification purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. CUMULATIVE VOTING

The cumulative voting method shall be adopted for the voting of the resolutions. The cumulative voting method refers to the voting for the election of Directors where each share is entitled to the same number of votes which equals to the total number of Directors to be elected, and the entire votes, represented by the shares held by each shareholder of the Company (the “**Shareholder(s)**”), 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 200 votes for the resolutions. He/she may cast his/her respective votes equally to each of the candidates of Directors with 100 votes for each; or cast respective votes entirely for one or certain candidates of Directors.

Please note with particular attention that the sum of each Shareholder’s votes cast for all candidates of Directors 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 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 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 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 EGM, he/she will be deemed as elected.

2. ELIGIBILITY OF ATTENDING THE EGM AND CLOSURE OF THE H SHARE REGISTER OF MEMBERS

Shareholders of the Company whose names appear on the Company’s H share register of members at the close of business on Thursday, 21 March 2024 (the “**Registered Shareholder(s)**”) are entitled to attend the EGM conditional upon completion of the necessary registration procedures. The register of members of H shares will be closed by the Company from Friday, 22 March 2024 to Tuesday, 26 March 2024, both days inclusive, for the purpose of determining H Shareholders’ entitlement to attend the EGM, during which period no transfer of the H shares will be registered.

In order to be entitled to attend the EGM, H Shareholders of the Company 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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Thursday, 21 March 2024.

3. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

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 EGM.

4. PROXIES

Registered Shareholder is entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf by completing the “Proxy Form For Use at the Extraordinary General Meeting” (the “**Proxy Form**”) 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/her attorney duly authorised in writing. If the Proxy Form is signed by the attorney of a Registered Shareholder, the power of attorney or other documents of authorisation authorising the attorney to appoint the proxy shall be notarised. 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 authorised person. The notarised power of attorney or other authorization documents and the completed Proxy Form shall be delivered to the Hong Kong Registrars Limited not less than 24 hours before the time designated for convening the EGM or any adjourn meeting thereof (as the case may be).

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. MISCELLANEOUS

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

(2) The office 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 7909
Fax No.: (86)10 8356 7963

(3) 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, Wan Chai, Hong Kong
Tel No.: (852) 2862 8555
Fax No.: (852) 2865 0990