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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)

**INTERIM CASH DIVIDEND DISTRIBUTION PLAN FOR 2024
AND
PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on Thursday, 5 September 2024 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China, is set out on pages 7 to 9 of this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:30 p.m. on Wednesday, 4 September 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.

13 August 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(s)” | has the meaning ascribed to it under the Hong Kong Listing Rules that apply to the Company; |
| “Director(s)” | the Director(s) of the Company; |
| “EGM” | the extraordinary general meeting of the Company to be held at 2:30 p.m. on Thursday, 5 September 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” | 12 August 2024, being the latest practicable date 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

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|-------------------|--|
| “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*)
Zhao Wei (*Non-executive Director*)
Zeng Qinghua (*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

13 August 2024

To the Shareholders,

Dear Sir/Madam,

**INTERIM CASH DIVIDEND DISTRIBUTION PLAN FOR 2024
AND
PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR**

I. INTRODUCTION

References are made to the announcements of the Company dated 13 August 2024 and 1 August 2024 in relation to the interim cash dividend distribution plan for 2024 and proposed election of non-executive Director.

The purpose of this circular is to provide the Shareholders with information in respect of the aforesaid matters, 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. INTERIM CASH DIVIDEND DISTRIBUTION PLAN FOR 2024

The proposed interim cash dividend distribution plan for 2024 is set out below:

- (1) The eleventh meeting of the tenth session of the Board of the Company has proposed to declare an interim dividend of RMB0.08 per share (tax inclusive, based on the Company's total share capital of 10,227,561,133 shares as of 30 June 2024) for 2024, amounting to approximately RMB818,204.89 thousand (tax inclusive).

Such dividend will be paid to holders of A Shares in RMB and to holders of H Shares in Hong Kong dollars. The actual amounts of dividend to be paid in HKD shall be converted at the average intermediate exchange rate for HKD to RMB to be announced by the People's Bank of China for the five business days prior to the date of the EGM.

If the interim dividend for 2024 is declared upon consideration and approval at the EGM, it is expected to be paid to those Shareholders who have been registered on the register of members of the Company on 16 September 2024. In order to ascertain the entitlements of the Shareholders to receive the interim dividend, the register of the members of H shares of the Company will be closed from 12 September 2024 to 16 September 2024 (both days inclusive). In order to be entitled to the interim dividend, H Shareholders 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 11 September 2024.

According to the Law on Enterprise Income Tax of the People's Republic of China which came into effect on 1 January 2008 and was amended on 24 February 2017 and 29 December 2018 and its implementation rules, and the Circular on the Issues Concerning Withholding of Enterprise Income Tax for Dividends Distributed by Chinese Resident Enterprises to H-share Holders Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) issued by the State Administration of Taxation on 6 November 2008, the Company is required to withhold enterprise income tax at the rate of 10% before distributing the dividend to non-resident enterprise Shareholders whose names appear on the H Share register of members. H Shares of the Company registered under the name of non-individual Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations and institutions, shall be deemed to be shares held by non-resident enterprise Shareholders. On the basis, the enterprise income tax shall be withheld from dividends payable to such Shareholders. The Company will distribute the dividend to such non-resident enterprise Shareholders after withholding the enterprise income tax at a rate of 10%.

LETTER FROM THE BOARD

Pursuant to provisions set out in the Circular on Issues Concerning Individual Income Tax Policies (Cai Shui Zi [1994] No. 20) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]20號)) issued by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, individual foreigners are exempted from individual income tax on dividend distributed by foreign-invested enterprises. When the Company, as a foreign-invested enterprise, distributes the 2024 interim dividend to its individual foreign H Shareholders whose names appear on the Company's register of holders of H Shares on the relevant record date, the Company will distribute the 2024 interim dividend in full to such individual foreign H Shareholders.

Details in relation to profit distribution to investors who invest in the shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai Stock Exchange and the Shenzhen Stock Exchange or investors who invest in the shares of the Company listed on the Shanghai Stock Exchange through the Hong Kong Stock Exchange under the Shanghai-Hong Kong Stock Connect program and the Shenzhen-Hong Kong Stock Connect program will be disclosed in the EGM poll results announcement of the Company.

III. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

The Board has considered and unanimously approved at the tenth meeting of the tenth session of the Board held on 1 August 2024 to put forward one ordinary resolution at the EGM to consider and approve the proposal for the election of Mr. Zhu Peng (“**Mr. Zhu**”) as non-executive Director of the tenth session of the Board of the Company, 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. Zhu are set out as follows:

Mr. Zhu Peng, Chinese nationality, born in January 1976, is a professorate senior accountant with a doctor degree in management and a master's degree. Mr. Zhu currently serves as an assistant to the general manager of Shandong Development & Investment Holding Group Co., Ltd. (山東發展投資控股集團有限公司), and the secretary of the party committee and the chairman of Shandong Green Investment Group Co., Ltd. (山東省綠色投資集團有限公司). Mr. Zhu has successively worked at Dazhong Newspaper Group (大眾報業集團), Hualu Holdings Co., Ltd. (華魯控股集團有限公司), and Shandong Development & Investment Holding Group Co., Ltd. Mr. Zhu has twenty-six years of working experience in strategic investment, capital operation and corporate management.

LETTER FROM THE BOARD

So far as the Directors are aware and save as disclosed above, Mr. Zhu has not held any directorship in listed companies in the past three years and does not hold any other positions in the Company or any other members of the Group, and does not have any other major appointments or professional qualifications. Mr. Zhu has no relationship with any other Directors, supervisors, senior management, substantial Shareholders or Controlling Shareholders of the Company. As of the Latest Practicable Date, Mr. Zhu does not hold any interests in the shares of the Company (within the meaning of Part XV of SFO).

Mr. Zhu will not receive any remuneration or allowance from the Company in respect of his position as Director. Save as disclosed above, there are no other matters relating to the proposed election of Mr. Zhu as non-executive Director 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.

IV. 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.

V. RECOMMENDATIONS

The Board is 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 EGM



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 2:30 p.m. on Thursday, 5 September 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. Except where the context indicates otherwise, the terms used in this notice have the same meanings as defined in the Company's circular (the "Circular") dated 13 August 2024.

ORDINARY RESOLUTIONS

1. To consider and approve interim cash dividend distribution plan for 2024
2. To consider and approve the resolution on election of Mr. Zhu Peng as the non-executive Director of the tenth session of the Board (the "Board") of the Company 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

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), Zhao Bing (Vice Chairman, Non-executive Director), Chen Bin (Executive Director), Zhao Wei (Non-executive Director), Zeng Qinghua (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
13 August 2024

* For identification purposes only

NOTICE OF EGM

Notes:

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

Shareholders of the Company who have been registered on the Company's H share register of members on Thursday, 29 August 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 Thursday, 29 August 2024 to Thursday, 5 September 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 Wednesday, 28 August 2024.

2. DISTRIBUTION OF INTERIM DIVIDEND FOR 2024 AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

If the interim dividend for 2024 is declared upon consideration and approval at the EGM, it is expected to be paid to those Shareholders who have been registered on the register of members of the Company on 16 September 2024. In order to ascertain the entitlements of the Shareholders to receive the interim dividend, the register of the members of H shares of the Company will be closed from 12 September 2024 to 16 September 2024 (both days inclusive). In order to be entitled to the interim dividend, H Shareholders 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 11 September 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 Secretarial Office of the Board or 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 EGM

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