

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



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 2021 will be held at 2 p.m., on Wednesday, 29 June 2022 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:

#### 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 (*Note 1*):

**"THAT:**

- (a) The Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to separately or concurrently allot, issue and deal with additional domestic shares (the "A Shares") and/or overseas listed foreign invested shares (the "H Shares") of the Company by way of equity or Equity Connected Tools (as hereafter defined), and to make or grant offers, agreements or options in respect thereof, subject to the following conditions:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board may, during the Relevant Period, make or grant offers, agreements or options which might require the implementation or exercise of such powers beyond the end of the Relevant Period;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (ii) the number of the A Shares and/or H Shares to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted separately or concurrently approved by the Board pursuant to the general mandate shall not exceed 20% of each of its existing issued A Shares and/or H Shares respectively; and
  - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) (as amended from time to time) or the applicable laws, rules and regulations of other government or regulatory bodies and only if all necessary approvals from the China Securities Regulations Commission and/or other relevant PRC government authorities have been obtained.
- (b) For the purposes of this special resolution:
- “**Relevant Period**” means the period from the date of passing this special resolution until the earliest of the following three dates:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the 12-month period following the passing of this resolution in a general meeting of the Company; and
  - (iii) the date on which the authority granted to the Board as set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting.
- “**Equity Connected Tools**” include any bonds, options or other derivative products that are convertible or exchangeable into A Shares or H Shares.
- (c) Contingent on the Board resolving to separately or concurrently issue Shares pursuant to paragraph (a) of this resolution, the Board be authorized to increase the registered capital of the Company to reflect the Shares authorized to be issued by the Company pursuant to paragraph (a) of this resolution and to make such appropriate and necessary amendments to the articles of association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other actions and attend to the procedures as required to effect the separate or concurrent issuance of Shares pursuant to paragraph (a) of this resolution and the increase in the registered capital of the Company.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

2. To consider and approve the issuance of financial financing instruments by the Company:

**“THAT:**

The Company, upon the expiry of its qualification to register and issue bonds, to continue to register them with National Association of Financial Market Institutional Investors, including but not limited to financing instruments such as short-term financing bonds, super short-term financing bonds, medium-term notes and perpetual notes. The Company, upon the expiry of its qualification for shelf offering, to continue to register them with the China Securities Regulatory Commission, including but not limited to financing instruments such as short-term corporate bonds, corporate bonds and renewable corporate bonds.

According to its capital needs, the Company to issue, in one or more tranches in due course, the following financing instruments with a principal balance up to the equivalent RMB, and it is not higher than the total issue size approved at the 2020 general meeting.

- (1) dedicated private bonds of RMB10 billion;
- (2) convertible corporate bonds and/or RMB-denominated bonds in Hong Kong of RMB5 billion;
- (3) corporate bonds and/or renewable corporate bonds, etc. and/or renewable debt investment plans of RMB23 billion;
- (4) asset-backed securities and/or asset-backed notes of RMB10 billion;
- (5) domestic and foreign financing instruments such as short-term financing bonds, super short-term financing bonds, medium-term notes, perpetual notes, senior US dollar bonds and perpetual US dollar bonds of RMB60 billion.

The Chairman and his authorized person(s) are authorized to, according to market conditions, capital needs of the Company and subject to relevant laws and regulations, and within the principal balance limitation as considered and approved at the general meeting, reasonably select one or more types of financing instruments, determine and handle all matters in relation to the issuance of the above types of financing instruments, including but not limited to determining the issuance time, type to be issued, number to be issued (size), subscriber, term of the bond, issuance price, interest rate for the issuance (interest rate determination method), use of proceeds, guarantee method (credit enhancement measures) and debt repayment guarantee method, underwriting method, listing arrangement, renewal, deferred payment of interest, redemption, sell-back and other specific terms; to execute the documents and agreements required for the application and issuance, including

---

## NOTICE OF ANNUAL GENERAL MEETING

---

underwriting agreement and offering prospectus, as well as making appropriate disclosure of information; on behalf of the Company, to apply to relevant regulatory authorities for approval for issuance and listing, and properly adjust the specific issuance plans according to opinions from regulatory authorities (if any); to determine/handle any specific matter in relation to issuance. The authorization period commences on the date of approval at the AGM and ends on the conclusion of the 2022 annual general meeting.”

### ORDINARY RESOLUTIONS

3. To consider and approve the report of the Board for the year ended 31 December 2021.

The aforementioned report has been prepared by the Company in compliance with the requirements under the Hong Kong Listing Rules, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the other relevant rules and requirements applicable to annual report disclosure. For details of the aforementioned report of the Board, please refer to the 2021 annual report of the Company which is available at the website of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) at <http://www.hkex.com.hk>.

4. To consider and approve the report of the supervisory committee (the “**Supervisory Committee**”) of the Company for the year ended 31 December 2021 (*Note 2*).
5. To consider and approve the Company’s 2021 audited financial reports (i.e. the financial report for the year ended 31 December 2021 prepared by the Company in accordance with the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively).

Details of the aforementioned audited financial reports are available at the website of the Shanghai Stock Exchange at <http://www.sse.com.cn> and the website of the Hong Kong Stock Exchange at <http://www.hkex.com.hk>.

6. To consider and approve the proposal in relation to the profit distribution of the Company for the year ended 31 December 2021 (the “**2021 Profit Distribution Proposal**”) (*Note 3*).
7. To consider and approve the performance report of the independent Directors for the year ended 31 December 2021.

The A Shares of the Company are listed on the Shanghai Stock Exchange of the PRC. The performance report of the independent Directors for the year ended 31 December 2021 is prepared in compliance with the relevant and applicable PRC regulatory requirements, and shall be proposed for approval by the Shareholders at

---

## NOTICE OF ANNUAL GENERAL MEETING

---

the AGM as required under such requirements. The performance report of the independent Directors is available at the website of the Shanghai Stock Exchange at <http://www.sse.com.cn> and the website of the Hong Kong Stock Exchange at <http://www.hkex.com.hk>.

8. To consider and approve the resolution on confirmation of the remuneration of Directors and supervisors (“**Supervisors**”) of the Company for the year ended 31 December 2021 (*Note 4*).
9. To consider and approve the appointments of domestic auditor, overseas auditor and internal control auditor (this resolution shall be considered separately).

**“THAT:**

- (1) Baker Tilly China Certified Public Accountants (Special General Partnership) and Baker Tilly Hong Kong Limited be appointed as the domestic auditor and overseas auditor of the Company, respectively, for the financial year ending 31 December 2022; and the Board be and is authorized to determine their remunerations within the upper limit of RMB6.95 million;
  - (2) Baker Tilly China Certified Public Accountants (Special General Partnership) be appointed as the internal control auditor of the Company for the financial year ending 31 December 2022 with the remuneration of RMB1.25 million.”
10. To consider and approve the resolution on the provision of entrusted loans to CNNP CHD Hebei Nuclear Power Company Limited (*Note 5*).

By order of the Board  
**Huadian Power International Corporation Limited\***  
**Zhang Gelin**  
*Company Secretary*

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

*Ding Huande (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), Feng Rong (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  
30 May 2022

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

**1. Proposal to obtain general mandate to issue shares**

In order to ensure flexibility and to give discretion to the Directors in the event that it becomes desirable to issue any Shares, the Board has on 25 March 2022 resolved to seek the Shareholders' approval for obtaining the general mandate, which is an unconditional general mandate to allot, issue and deal with additional shares.

**2. The report of the Supervisory Committee of Huadian Power International Corporation Limited\***

*(1) Work of the Supervisory Committee*

In 2021, the Company convened 5 meetings of the Supervisory Committee in total. Details of the convention and issues considered are as follows:

Number of meetings convened    5

Details of meetings of the  
Supervisory Committee

Issues of meetings of the Supervisory Committee

The 4th meeting of the Ninth  
session of the Supervisory  
Committee

1. Heard the report on the overall market-oriented debt-for-equity swap plan;
2. Considered the resolution on compliance with laws and regulations of the acquisition of assets through issuance of ordinary shares and convertible corporate bonds;
3. Considered the resolution on the transaction plan on acquisition of assets through issuance of ordinary shares and convertible corporate bonds;
4. Considered the resolution on the Conditional Agreement on Acquisition of Assets through Issuance of Ordinary Shares and Convertible Corporate Bonds between the Company and the counterparty to the reorganization transaction;
5. Considered the resolution on the confirmation that the transaction does not constitute a related party transaction;
6. Considered the explanation for the completeness and compliance of the legal procedure for the acquisition of assets through issuance of ordinary shares and convertible corporate bonds, and the validity of legal documents submitted;
7. Considered the resolution on compliance of the acquisition of assets through issuance of ordinary shares and convertible corporate bonds with Article 4 of the Regulation on Issues as to Regulating Major Asset Restructuring of Listed Companies;
8. Considered the resolution on compliance of the acquisition of assets through issuance of ordinary shares and convertible corporate bonds with Article 11 of the Administrative Measures for the Major Asset Restructuring of Listed Companies;
9. Considered the resolution on compliance of the acquisition of assets through issuance of ordinary shares and convertible corporate bonds with Article 43 of the Administrative Measures for the Major Asset Restructuring of Listed Companies;
10. Considered the resolution on confirmation that the acquisition of assets through issuance of ordinary shares and convertible corporate bonds does not constitute major asset restructuring or restructuring for listing of the listed companies;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

11. Considered the resolution on confirmation that the fluctuations of share prices of the Company do not meet relevant standards specified in Article 5 of the Notice on the Regulation of Information Disclosure by Listed Companies and Acts of Relevant Parties;
  12. Considered the resolution on the Plan for Acquisition of Assets through Issuance of Ordinary Shares and Convertible Corporate Bonds and its summary;
  13. Considered the rules for meetings of holders of A share convertible corporate bonds issued in non-public issuance;
  14. Considered the resolution on the Shareholders' Return Plan 2020-2022.
- The 5th meeting of the ninth session of the Supervisory Committee
1. Considered the resolution on the report of the Supervisory Committee and the request for consideration by the general meeting;
  2. Considered the resolution on the financial report of the Company 2020 and the request for consideration by the general meeting;
  3. Considered the resolution on provisions for impairment in 2020;
  4. Considered the resolution on the profit distribution plan of the Company 2020 and the request for consideration by the general meeting;
  5. Considered the results announcement and annual report for 2020 required by the Hong Kong Stock Exchange;
  6. Considered the annual report 2020 required by the Shanghai Stock Exchange and its summary;
  7. Considered the resolution on the report on self-evaluation of internal control of the Company 2020.
- The 6th meeting of the ninth session of the Supervisory Committee
1. Heard the report on operation of the Company for the first quarter of 2021;
  2. Considered and approved the Resolution on the Report of the Company for the First Quarter of 2021 and its Summary;
  3. Heard the report on the progress in the market-oriented debt-for-equity swap;
  4. Considered and approved the resolution on compliance with laws and regulations of the acquisition of assets through issuance of ordinary shares and convertible corporate bonds;
  5. Considered and approved the resolution on the transaction plan for acquisition of assets through issuance of ordinary shares and convertible corporate bonds;
  6. Considered and approved the resolution on the Supplemental Agreement to the Conditional Agreement on Acquisition of Assets through Issuance of Ordinary Shares and Convertible Corporate Bonds between the Company and the counterparty to the transaction;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. Considered and approved the explanation for the completeness and compliance of the legal procedure for the acquisition of assets through issuance of ordinary shares and convertible corporate bonds, and the validity of legal documents submitted;
8. Considered and approved the resolution on compliance of the acquisition of assets through issuance of ordinary shares and convertible corporate bonds with Article 4 of the Regulation on Issues as to Regulating Major Asset Restructuring of Listed Companies;
9. Considered and approved the resolution on compliance of the acquisition of assets through issuance of ordinary shares and convertible corporate bonds with Article 11 of the Administrative Measures for the Major Asset Restructuring of Listed Companies;
10. Considered and approved the resolution on compliance of the acquisition of assets through issuance of ordinary shares and convertible corporate bonds with Article 43 of the Administrative Measures for the Major Asset Restructuring of Listed Companies;
11. Considered and approved the resolution on the confirmation that the transaction does not constitute a related party transaction;
12. Considered and approved the resolution on confirmation that the acquisition of assets through issuance of ordinary shares and convertible corporate bonds does not constitute major asset restructuring or restructuring for listing of the listed companies;
13. Considered and approved the resolution on the report (draft) on acquisition of assets through issuance of ordinary shares and convertible corporate bonds and its summary;
14. Considered and approved the explanation for the independence of the appraiser, the reasonableness of the appraisal assumptions, the correlation of the appraisal methods with the appraisal objectives and the fairness of the appraised value for the transaction;
15. Considered and approved the resolution on the approval of the audit report, the pro forma review report and the asset valuation report in relation to the transaction;
16. Considered and approved the resolution on measures to make up for the dilution of current return as a result of the transaction, and undertakings;
17. Considered and approved the resolution on request for grant by the general meeting of full authorization to the Board and its authorized persons to handle matters in relation to acquisition of assets through issuance of ordinary shares and convertible corporate bonds.



---

## NOTICE OF ANNUAL GENERAL MEETING

---

- |   |  |
|---|--|
| The 7th meeting of the ninth session of the Supervisory Committee | <ol style="list-style-type: none"><li>1. Considered the resolution on impairment provisions for disposal of the equity interest in Shanxi Maohua Energy Investment Company Limited;</li><li>2. Heard the explanation for the interim financial report;</li><li>3. Considered the overseas interim report and results announcement for 2021 required by the Hong Kong Stock Exchange;</li><li>4. Considered the domestic interim report 2021 required by the Shanghai Stock Exchange and its summary.</li></ol> |
| The 8th meeting of the ninth session of the Supervisory Committee | <ol style="list-style-type: none"><li>1. Heard the explanation for the financial report of the Company for the third quarter;</li><li>2. Considered and approved the resolution on the report of the Company for the third quarter;</li><li>3. Heard the report on amendments to the list of related parties.</li></ol>  |

**(2) *Supervisory Committee's Independent Opinion on the Company's Operation in accordance with the Law***

The Supervisory Committee has supervised the whole process of preparation for the Company's annual report and maintained constant communication with the Company's external auditors by listening to the descriptions of such external auditors together with independent Directors and the Audit Committee about the audit plan, audit progress, audit findings and preliminary audit opinions; kept constantly informed of the Company's business and operation status by participating in the inspection organized by the Company, regularly reviewing the Monthly Report submitted by the Company, and listening to the management's explanation in respect of the annual business condition and significant events; and maintained ongoing supervision over the annual report by carefully examining the 2021 annual financial report of the Company before, during and after the audit, the 2021 Profit Distribution Proposal of the Company and other materials.

The Supervisory Committee considers that the Board has conducted its operations strictly in compliance with the Company Law, the Securities Law, the Articles of Association and relevant laws and regulations and were diligent and responsible in arriving at scientific and reasonable decisions; the Company has established effective management systems and has proactively improved the internal management system for its growth, and the Company's operating activities were all in compliance with the provision of laws and regulations. In reviewing the Company's financial standing and examining the Directors' and senior management's performance of their duties, the Supervisory Committee did not find any significant breach of disciplines or rules, or any significant harm against the Shareholders' interests.

**(3) *Supervisory Committee's Independent Opinion on Review of the Company's Financial Condition***

The Supervisory Committee has carefully reviewed relevant materials including the Company's Report of the Final Financial Statements for 2021, 2021 Profit Distribution Plan, 2021 Annual Report, Unqualified 2021 Annual Financial Audit Reports prepared by the international auditor and domestic auditor of the Company.

The Supervisory Committee considers that the Company's Report of the Final Financial Statements for 2021 was true and reliable, which objectively reflected the financial standing and operating results of the Company. The Supervisory Committee agreed with the Financial Audit Reports issued by auditors and the 2021 Profit Distribution Plan of the Company.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

**(4) *Supervisory Committee's Independent Opinion on the Company's Related Party Transaction***

The major related party transactions newly entered into during the reporting period are:

Related party transaction involving the establishment of Huadian Chengwu New Energy Company Limited and Huadian Liaocheng New Energy Company Limited, both of which are joint ventures between the Company and China Huadian Hong Kong Company Limited;

Related party transaction involving the agreed transfer by the Company to China Huadian Corporation Limited of a 65% equity interest in Huadian Ningxia Lingwu Power Generation Company Limited and its dividend receivable, and a 53% equity interest in Ningxia Huadian Heating Corporation Limited;

Continuing related party transaction involving the Commercial Factoring Services Framework Agreement between the Company and Huadian Commercial Factoring (Tianjin) Co., Ltd., which became effective on 28 April 2021 and was valid until 31 December 2021;

Related party transaction involving the obtaining by the Company of a 37.19% equity interest in Fuxin Development through the capital contribution by the Company to Huadian Fuxin Energy Development Company Limited in the form of equity interest in New Energy Assets and cash directly held by the Company; and the transfer by a subsidiary of the Company of the New Energy Equity and Assets indirectly held by the Company to Fuxin Development and its subsidiaries in cash;

Related party transaction involving the acquisition by the Company from China Huadian of a 70% equity interest in Hunan Huadian Changsha Power Generation Company Limited, a 48.98% equity interest in Hunan Huadian Changde Power Generation Company Limited, and a 100% equity interest in Hunan Huadian Pingjiang Power Generation Company Limited;

Related party transaction involving the agreed transfer by the Company to China Huadian of a 100% equity interest and debts in Shanxi Maohua Energy Investment Company Limited;

Related party transaction involving the withdrawal of Shandong Development Investment Holding Group Co., Ltd. from Huadian Weifang Power Generation Company Limited and Huadian Longkou Power Generation Company Limited in proportion to its shareholding percentages;

Continuing related party transaction involving the renewal of the Commercial Factoring Services Framework Agreement by the Company and Huadian Commercial Factoring (Tianjin) Co., Ltd. for a term from 1 January 2022 to 31 December 2024;

Continuing related party transaction involving the renewal of the Financial Services Framework Agreement by the Company and China Huadian Finance Corporation Limited for a term from 1 January 2022 to 31 December 2024;

Continuing related party transaction involving the change by the Company of the related party transaction limit on the purchase of fuel under the Framework Agreement on Sale (Supply) of Engineering Equipment Services and Fuel previously entered into with China Huadian for a term from 1 January 2021 to 31 December 2023 from RMB8,000 million to RMB14,000 million;

Related party transaction involving the agreed transfer of the Company to Fuxin Development and its subsidiaries of the New Energy Assets, the New Energy Equity and the Preliminary New Energy Projects held by the Company;

Related party transaction involving the transfer by the Company to subsidiaries of Fuxin Development of Hubei Yangxin Taizi Photovoltaic Project, Hubei Xisaishan Zhenhua Photovoltaic Project, and Guangdong Nanxiong Chima Agricultural-Photovoltaic Project.

The Supervisory Committee considers that the consideration paid by the Company for the above transactions was reasonable; and that the related party transactions were fair and in the interests of the Company and the Shareholders as a whole.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(5) *Supervisory Committee's Review and Opinion on the Self-evaluation Report of Internal Control*

During the reporting period, the Supervisors attended the work meetings of the Board and the Audit Committee under the Board, and heard reports on the establishment, implementation and examination of the Company's work on internal control to fully exercise its guiding and supervisory functions. The Supervisory Committee has examined the Evaluation Report of the Board in respect of Internal Control of the Company for 2021, as well as the construction and operation of the internal control system, and considers that the Company has established a fairly sound internal control system in material aspects and ensured its effective implementation. The Evaluation Report on Internal Control of the Company has given a truthful and objective view of the construction and implementation details of the Company's internal control system.

**3. The 2021 Profit Distribution Proposal**

The proposed 2021 Profit Distribution Proposal is set out as follows:

- (1) The Board has proposed to declare a final dividend of RMB0.25 per share (tax inclusive, based on the total share capital of 9,869,858,215 shares) for the financial year ended 31 December 2021, totaling approximately RMB2,467,465,000 (tax inclusive).

Such dividend will be paid to holders of A Shares in Renminbi ("RMB") and to holders of H Shares in Hong Kong dollars ("HKD"). The actual amounts of dividend to be paid in HKD shall be converted at the average intermediate exchange rates 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 AGM.

If such dividend is declared upon passing Resolution No. 6 by the Shareholders, it is expected to be paid to those Shareholders whose names appear on the register of members of the Company on 8 July 2022. 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 6 July 2022 to 8 July 2022 (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 5 July 2022.

According to the Law on Enterprise Income Tax of the People's Republic of China and its implementation rules which came into effect on 1 January 2008 and was amended on 24 February 2017 and 29 December 2018, 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繳企業所得稅有關問題的通告》(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 final dividend to non-resident enterprise Shareholders as appearing on the H Share register of members. The enterprise income tax shall be withheld for the dividends of any H Shares under the name of non-individual Shareholders (any H Shares registered in the name of HKSCC Nominees Limited, other nominees and trustees, or other organizations and institutions, shall be deemed as shares held by non-resident enterprise Shareholders). The Company will distribute the final dividend to such non-resident enterprise Shareholders after withholding the enterprise income tax at a rate of 10%.

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 2021 final dividend to its individual 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 2021 final dividend in full to such individual 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 Connection program will be disclosed in the AGM poll results announcement of the Company.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (2) Interest payments on equity financing instruments shall be implemented in accordance with the relevant regulations on the issuance of equity financing instruments.

#### 4. Resolution on Confirmation of Directors' and Supervisors' Remuneration Packages for 2021

In accordance with the standard operation requirements of the Company and relevant provisions of the Articles of Association, the Company has formulated the Directors' and Supervisors' remuneration packages for 2021. The resolution has been considered and approved by the Board, and is submitted to the annual general meeting for consideration, in accordance with the Articles of Association and the rules of procedures for the general meeting. Details of the remuneration packages are as follows:

- (1) The remuneration of executive Directors is determined based on their current positions and in accordance with the relevant requirements of the Company's remuneration management.
- (2) Independent non-executive Directors will receive corresponding allowances from the Company. In 2021, each independent non-executive Director will be paid RMB140,000 (inclusive of tax and individual income tax paid monthly and withheld by the Company).
- (3) Non-executive Directors will not receive any remuneration from the Company.
- (4) The travel expenses incurred by the Directors of the Company to attend the Board meetings, general meetings and related activities organized by the Directors shall be borne by the Company.
- (5) The Supervisors who work for the Company will be remunerated according to their specific positions in the Company and the remuneration management rules of the Company, and will not be otherwise remunerated.
- (6) Other Supervisors will not be remunerated by the Company.
- (7) The traveling expenses incurred by the Supervisors of the Company to attend the meetings of the Board, the Supervisory Committee and the general meeting of the Company and relevant activities organized by the Supervisory Committee will be borne by the Company.

#### 5. The provision of entrusted loans to CNNP CHD Hebei Nuclear Power Company Limited

Reference is hereby made to the relevant announcement of the Company dated 20 April 2022.

##### (1) *Basic Information of this Transaction*

On 20 April 2022, the Company entered into an entrusted loan framework agreement with CNNP CHD Hebei Nuclear Power Company Limited (中核華電河北核電有限公司) ("**Hebei Nuclear Power Company**"), pursuant to which the Company agreed to provide entrusted loans for Hebei Nuclear Power Company with its internal funds in the form of entrusted loans through relevant commercial banks during the term of the agreement, and Hebei Nuclear Power Company agreed to accept such loans. The provision of such loans will be made in compliance with the conditions under the agreement and relevant regulatory rules of the place where the Company's securities are listed.

Hebei Nuclear Power Company is an associated company of the Company and the provision of entrusted loans by the Company to it constitutes a related party transaction. Considering that Hebei Nuclear Power Company's gearing ratio was over 70% by the end of 2021, the Board of the Company has reviewed and approved this transaction and will submit it to the general meeting for consideration and approval.

##### (2) *Information about the Related Party*

###### (I) Relationship with the related party

A senior management of the Company is currently a director of Hebei Nuclear Power Company, and the Company holds 39% of the shares of Hebei Nuclear Power Company. Therefore, Hebei Nuclear Power Company is a related associated company of the Company according to the relevant provisions of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(II) Basic information about the related party

Detailed information about Hebei Nuclear Power Company is set out as follows:

Name	CNNP CHD Hebei Nuclear Power Company Limited
Unified social credit code	9113092439891854X7
Type	Other limited liability company
Registered capital	RMB395.692 million
Legal representative	ZHONG Weidong
Operating period	1 August 2014 to 31 July 2054
Domicile	3rd Floor, Bank of China Haixing Sub-branch, Haizheng Road, Haixing County, Cangzhou City, Hebei Province
Business scope	Construction, operation and management of nuclear power plants; production and sales of electricity and related products; technical consultation and technical services (for items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by the relevant authorities)

Hebei Nuclear Power Company is owned by China National Nuclear Power Co., Ltd. (中國核能電力股份有限公司), the Company and Jointo Energy Investment Co., Ltd. Hebei (河北建投能源投資股份有限公司) as to 51%, 39% and 10% respectively. Both China National Nuclear Power Co., Ltd. and Jointo Energy Investment Co., Ltd. Hebei are third parties independent from the Company and its controlling shareholders.

As of the end of 2021, Hebei Nuclear Power Company had total assets of RMB1.921 billion, total liabilities of RMB1.525 billion and net assets of RMB396 million, with a gearing ratio of 79.39%. As the project of Hebei Nuclear Power Company is in the early stage, no operating income has yet been recorded.

(3) *Main Content of and Performance Arrangement on this Transaction*

Principal terms of this transaction are as follows:

Date: 20 April 2022

Parties: Huadian Power International Corporation Limited; and  
CNNP CHD Hebei Nuclear Power Company Limited

Subject matter: the Company agreed to provide entrusted loans to Hebei Nuclear Power Company with its own funds by way of entrusting loans through a commercial bank, and Hebei Nuclear Power Company agreed to accept such entrusted loans provided by the Company.

Terms of entrusted loans: the maximum principal balance of entrusted loans under this agreement amounted to RMB327,469,500, carrying interest at an interest rate with reference to the RMB loan benchmark interest rates for financial institutions for the same term published by the PBOC, with a term no more than 36 months. Such loans shall be used in the preliminary construction of the project. Prior to the commencement of specific entrusted loans, specific agreements shall be signed by both parties separately according to the aforesaid terms.

Conditions precedent: upon the appropriate approval by both parties, this agreement will take effect after being signed by the legal representatives (responsible officers) or authorized representatives and affixed with official stamps from both parties.

Term: terms of this agreement will be from 1 July 2022 to 30 June 2025, and the termination or extension of which, upon its expiry, shall be subject to the approval of the Company. Any adjustment to the maximum principal balance of such entrusted loans during the term is subject to the appropriate approval of both parties through friendly negotiation, where a separate framework agreement shall be signed and this agreement shall be terminated.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

**(4) *Necessity of this Transaction and its Impact on the Company***

As the nuclear project is in the early stage and subject to approval, Hebei Nuclear Power Company is unable to conduct independent financing. The funds for the commencement of the project need to be financed through capital contribution and entrusted loans by shareholders. All shareholders of Hebei Nuclear Power Company provided entrusted loans under the same terms, and the entrusted loans provided by the Company will not exceed the proportion of its capital contribution.

The Company utilized its own funds to provide entrusted loans to Hebei Nuclear Power Company to meet its capital needs on the premise of maintaining the funds required for its normal production and operation, which will promote the progress of nuclear projects of Hebei Nuclear Power Company, and will be in line with the long-term development strategy and interests of the Company as a whole.

**(5) *Risk Analysis of this Transaction***

Hebei Nuclear Power Company is an associated company of the Company. The Company can be well aware of the utilization of the above entrusted loans, and the risk of the entrusted loans is controllable. The Company will monitor the daily operation performance of Hebei Nuclear Power Company to strengthen the tracking and management of repayment. The Company will timely take appropriate measures to control or reduce the risk of the entrusted loans once any adverse factors are found or figured out.

**(6) *Review Procedures of this Transaction***

After prior review, the independent directors of the Company approved the related party transaction and agreed to submit relevant resolutions to the board of directors for consideration. According to the independent opinion of independent directors, the entrusted loans granted to Hebei Nuclear Power Company as the financial assistance provided by the Company to the associated company meets the development needs of the Company with overall risk controllable. The decision-making procedure is legal and valid, and there is no circumstance that will damage the interests of shareholders of the Company, especially those of minority shareholders.

The audit committee under the board of directors of the Company has approved the related party transaction and agreed to submit the same to the board of directors for consideration. The Resolution on the Related Party Transaction of Providing Entrusted Loans to CNNP CHD Hebei Nuclear Power Company and the Submission to the General Meeting for Consideration has been considered and approved at the 24th meeting of the ninth session of the board of directors of the Company, and no related directors shall be required to abstain from voting due to their interested relations.

This transaction is subject to the approval at the general meeting of the Company.

**(7) *Historical Transactions***

Over the past 12 months, the Company has provided the entrusted loans of RMB172,649,700 to Hebei Nuclear Power Company; as of 20 April 2022, the Company has provided the balance of entrusted loans of RMB327,469,500 to Hebei Nuclear Power Company. Save for the above, the Company has not provided any entrusted loans to other related parties.

**6. 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 Wednesday, 22 June 2022 (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 Thursday, 23 June 2022 to Wednesday, 29 June 2022, 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 Wednesday, 22 June 2022.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### 7. Registration procedures for attending the AGM

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.

### 8. 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).

### 9. 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 7909  
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

### 10. Precautions on COVID-19

Shareholders who attend the meeting on-site must pay attention in advance and abide by the regulations and requirements of health status declaration, quarantine and observation as required by relevant government department of the venue where the meeting is held during the epidemic containment period. The Company will strictly follow the epidemic containment requirements of relevant government departments and take epidemic containment measures such as body temperature monitoring for the Shareholders who attend the meeting on-site under the guidance and supervision of relevant government departments. Shareholders who have fever and other symptoms or are not wearing masks as required or do not comply with the relevant epidemic containment regulations and requirements may not be admitted to the venue of the meeting. If the number of Shareholders who attend the meeting on-site reached the upper limit stipulated under the epidemic containment requirements of the relevant government departments on the date of the meeting, Shareholders present at the venue will have to enter into the venue on a “first sign in, first enter” basis, and Shareholders who sign in later may not be able to enter into the venue of the meeting. Shareholders who attend the meeting but may not enter the site will participate in the meeting through the remote conference system provided by the Company.

*\* For identification purposes only*