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**華能國際電力股份有限公司**

**HUANENG POWER INTERNATIONAL, INC.**

*(a Sino-foreign joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 902)**

## **RESOLUTIONS PASSED AT THE 2023 FIRST EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that all resolutions tabled at the EGM held on 5 December 2023 were duly passed by the shareholders.

Reference is made to (i) the circular of Huaneng Power International, Inc. (the “**Huaneng International**” or “**Company**”) dated 20 October 2023, in relation to, provision of counter-guarantee, continuing connected transactions under Huaneng Group Framework Agreement, re-appointment of accounting firm for 2024, capital increase in Liaoning Qingneng Company (the “**First Circular**”); (ii) the circular of the Company also dated 20 October 2023 in relation to continuing connected transactions under the letter of support (the “**Second Circular**”); (iii) the supplemental circular of the Company dated 17 November 2023 in relation to the proposed re-election and appointment of directors and supervisors (the “**Supplemental Circular**”, together with the First Circular and the Second Circular, the “**Circulars**”); (iv) the notice (the “**Original Notice**”) of the 2023 first extraordinary general meeting (the “**EGM**” or the “**Meeting**”) dated 20 October 2023 and the supplemental notice (the “**Supplemental Notice**”, together with the Original Notice, the “**Notices**”) of the EGM dated 17 November 2023. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those used in the Circulars and the Notices.

The board (the “**Board**”) of directors (“**Director(s)**”) is pleased to announce that the EGM was held at the Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC at 9:00 a.m. on 5 December 2023 and the resolutions set out in the Notices were duly passed by poll by the attending Shareholders and authorised proxies carrying voting rights.

The convening of the Meeting was in compliance with the Company Law of the PRC (“**the Company Law**”), the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and relevant provisions of the Articles of Association of the Company. The Meeting was convened by the Board of the Company. Mr. Wang Kui (Chairman) presided over the Meeting as the chairman of the Meeting.

3 out of 13 directors of the Company attended the Meeting. Mr. Huang Jian (Director), Mr. Lu Fei (Director), Mr. Teng Yu (Director), Mr. Mi Dabin (Director), Mr. Cheng Heng (Director), Mr. Lin Chong (Director), Mr. Xu Mengzhou (independent non-executive Director), Mr. Xu Haifeng (independent non-executive Director), Mr. Liu Jizhen (independent non-executive Director) and Mr. Zhang Xianzhi (independent non-executive Director) were unable to attend the Meeting due to work reasons. 1 of the 6 Supervisors of the Company attended the Meeting; Mr. Li Shuqing (chairman of the Supervisory Committee), Mr. Mu Xuan (vice chairman of the Supervisory Committee), Mr. Xia Aidong (Supervisor), Mr. Gu Jianguo (Supervisor) and Mr. Xu Jianping (Supervisor) were unable to attend the Meeting due to work reasons. Mr. Huang Chaoquan, the Company Secretary and other senior management of the Company attended the Meeting.

## ATTENDANCE AT THE EGM

As at the record date (i.e. 5 December 2023), there were totally 15,698,093,359 shares of the Company entitled to attend the EGM to vote for or against the resolutions tabled thereat. Details of the shareholders and their proxies who attended the EGM which are set out below:

<b>1. Number of Shareholders and proxies who attended the Meeting (person(s))</b>	49
Of which: A Shares	46
H Shares	3
<b>2. Total number of Shares carrying voting rights held by Shareholders who attended the Meeting (Share)</b>	9,547,740,799
Of which: A Shares	8,323,356,469
H Shares	1,224,384,330
<b>3. Percentage of the total number of Shares held by Shareholders and proxies who attended the Meeting relative to the total number of Shares carrying voting rights of the Company (%)</b>	60.821022
Of which: A Shares (%)	53.021448
H Shares (%)	7.799574

According to the Hong Kong Listing Rules, China Huaneng Group Co., Ltd., Huaneng International Power Development Corporation, China Hua Neng Group Hong Kong Limited, China Huaneng Group Treasury Management (Hong Kong) Limited and China Huaneng Finance Corporation Limited, being connected persons (shareholders of the Company who are involved in or interested in the transactions as contemplated by the resolutions Nos. 1, 2, 4 and 5 considered at the EGM),

holding an aggregate of 7,235,376,866 ordinary shares of the Company, representing approximately 46.09% of the total issued shares of the Company as at the record date, were required to abstain and had abstained from voting on the resolutions Nos. 1, 2, 4 and 5 tabled at the EGM.

Save as disclosed above, there were no shares of the Company (i) entitling the holders to attend and abstain from voting in favor of; or (ii) of which the holder is required under the Hong Kong Listing Rules to abstain from voting on the resolutions proposed at the EGM.

Save as disclosed above, no Shareholders have stated their intention in the Circulars to vote against or to abstain from voting on the resolution proposed at the EGM.

## CONSIDERATION OF THE RESOLUTIONS AT THE EGM

The voting of the resolutions set out in the Notices was taken by poll. The poll results were as follows:

Ordinary Resolutions	Type of votes	For		Against		Abstain		Whether or not passed
		Number	Approval proportion (%)	Number	Against proportion (%)	Number	Abstain proportion (%)	
1. To consider and approve the Proposal regarding the provision of counter-guarantee by Hainan Company to connected persons	A Shares	1,687,901,095	99.782776	3,674,508	0.217224	0	0.000000	Passed
	H Shares	668,188,585	88.809477	46,189,745	6.139115	38,006,000	5.051408	
	Total Ordinary Shares	2,356,089,680	96.404595	49,864,253	2.040306	38,006,000	1.555099	
2. To consider and approve the Proposal regarding the continuing connected transactions for 2024 between the Company and Huaneng Group	A Shares	1,690,761,200	99.951855	814,403	0.048145	0	0.000000	Passed
	H Shares	707,812,542	94.075928	6,565,788	0.872664	38,006,000	5.051408	
	Total Ordinary Shares	2,398,573,742	98.142924	7,380,191	0.301977	38,006,000	1.555099	
3. To consider and approve the Proposal on re-appointment of the accounting firms of the Company for 2024	A Shares	8,323,353,869	99.999969	2,600	0.000031	0	0.000000	Passed
	H Shares	1,186,374,330	96.895583	4,000	0.000326	38,006,000	3.104091	
	Total Ordinary Shares	9,509,728,199	99.601868	6,600	0.000069	38,006,000	0.398063	
4. To consider and approve the Proposal on continuing connected transactions involved in the Similar REITs (Laiwu Power Generation Project)	A Shares	1,690,761,200	99.951855	814,403	0.048145	0	0.000000	Passed
	H Shares	707,812,542	94.075928	6,565,788	0.872664	38,006,000	5.051408	
	Total Ordinary Shares	2,398,573,742	98.142924	7,380,191	0.301977	38,006,000	1.555099	

Ordinary Resolutions		Type of votes	For		Against		Abstain		Whether or not passed
			Number	Approval proportion (%)	Number	Against proportion (%)	Number	Abstain proportion (%)	
5.	To consider and approve the Proposal on connected transaction of capital increase of Liaoning Qingneng Company	A Shares	1,691,573,003	99.999846	2,600	0.000154	0	0.000000	Passed
		H Shares	714,374,330	94.948061	4,000	0.000531	38,006,000	5.051408	
		Total Ordinary Shares	2,405,947,333	98.444631	6,600	0.000270	38,006,000	1.555099	
<b>Ordinary Resolutions (by way of cumulative voting)</b>		<b>Number of votes and the proportion of the effective voting rights at the Meeting (%)</b>							<b>Whether or not passed</b>
6.00	To consider and approve the proposals regarding the election of Directors (excluding Independent Non-executive Directors)								
6.01	To elect Mr. Wang Kui as the Executive Director				9,456,136,655	99.040567			Passed
6.02	To elect Mr. Wang Zhijie as the Executive Director				9,487,187,713	99.365786			Passed
6.03	To elect Mr. Huang Lixin as the Executive Director				9,493,791,564	99.434953			Passed
6.04	To elect Mr. Du Daming as the Non-executive Director				9,488,359,087	99.378055			Passed
6.05	To elect Mr. Zhou Yi as the Non-executive Director				9,488,359,087	99.378055			Passed
6.06	To elect Mr. Li Lailong as the Non-executive Director				9,488,359,087	99.378055			Passed
6.07	To elect Mr. Cao Xin as the Non-executive Director				9,488,359,087	99.378055			Passed
6.08	To elect Mr. Li Haifeng as the Non-executive Director				9,439,759,298	98.869036			Passed
6.09	To elect Mr. Ding Xuchun as the Non-executive Director				9,488,359,087	99.378055			Passed
6.10	To elect Mr. Wang Jianfeng as the Non-executive Director				9,488,359,087	99.378055			Passed
7.00	To consider and approve the proposals regarding the election of Independent Non-executive Directors								

Ordinary Resolutions (by way of cumulative voting)		Number of votes and the proportion of the effective voting rights at the Meeting (%)		Whether or not passed
7.01	To elect Mr. Xia Qing as the Independent Non-executive Director	9,481,720,326	99.308523	Passed
7.02	To elect Mr. He Qiang as the Independent Non-executive Director	9,509,454,936	99.599006	Passed
7.03	To elect Ms. Zhang Liying as the Independent Non-executive Director	9,509,454,936	99.599006	Passed
7.04	To elect Mr. Zhang Shouwen as the Independent Non-executive Director	9,509,454,936	99.599006	Passed
7.05	To elect Ms. Dang Ying as the Independent Non-executive Director	9,509,454,936	99.599006	Passed
8.00	To consider and approve the proposals regarding the election of Supervisors			
8.01	To elect Mr. Cao Shiguang as the Supervisor	9,506,780,936	99.570999	Passed
8.02	To elect Ms. Kou Yaozhou as the Supervisor	9,509,134,936	99.595654	Passed
8.03	To elect Mr. Xia Aidong as the Supervisor	9,506,780,936	99.570999	Passed
8.04	To elect Mr. Song Taiji as the Supervisor	9,444,337,712	98.916989	Passed

In accordance with the relevant provisions of the Company Law and the Articles of Association of the Company, the above resolutions are all ordinary resolutions and were passed by more than 50% of the total number of shares carrying voting rights held by those who attended the EGM in person or by proxies.

Cumulative voting system was applicable to all the sub-resolutions of resolutions numbered 6 to 8 (inclusive). A candidate for Director or Supervisor is elected when the number of votes in favor obtained by such candidate exceeds half of the total number of shares carrying voting rights held by those who attended the EGM in person or by proxies.

## **SCRUTINEER**

Pursuant to the Hong Kong Listing Rules, the H Share Registrar of the Company (Hong Kong Registrars Limited) was appointed as the scrutineer at the EGM for the purpose of vote-takings.

## **WITNESS OF LAWYERS**

The EGM was attended and witnessed by Mr. Bian Hao and Ms. Shi Jinning, lawyers from Haiwen & Partners and a legal opinion has been issued in respect of the Meeting. The witnessing lawyers were of the opinion that: the convening and holding procedures of the EGM of the Company, the eligibility of the persons attending the EGM (including the proxies) and the voting procedures for the EGM were in compliance with the stipulations of the relevant laws and the Articles of Association, and that the Meeting was lawful and valid.

## **CHANGES IN MEMBERS OF THE BOARD, THE BOARD COMMITTEES AND THE SUPERVISORY COMMITTEE**

The election of the members of the eleventh session of the Board and of the eleventh session of the Supervisory Committee has been completed and with effect from 5 December 2023,

- (1) Mr. Wang Kui, Mr. Wang Zhijie and Mr. Huang Lixin have been elected or re-elected as the executive Directors of the eleventh session of the Board of the Company;
- (2) Mr. Du Daming, Mr. Zhou Yi, Mr. Li Lailong, Mr. Cao Xin, Mr. Li Haifeng, Mr. Ding Xuchun and Mr. Wang Jianfeng have been elected or re-elected as non-executive Directors of the eleventh session of the Board of the Company;
- (3) Mr. Xia Qing, Mr. He Qiang, Ms. Zhang Liying, Mr. Zhang Shouwen and Ms. Dang Ying have been elected or re-elected as the independent non-executive Directors of the eleventh session of the Board of the Company; and
- (4) Mr. Cao Shiguang, Ms. Kou Yaozhou, Mr. Xia Aidong and Mr. Song Taiji have been elected or re-elected as supervisors of the eleventh session of the Supervisory Committee of the Company.
- (5) Mr. Zhu Tong and Mr. Wang Yu have been elected by the employees of the Company as employee representative supervisors.

For the biographical details of members of the eleventh session of the Board and of the eleventh session of the Supervisory Committee other than employee representative Supervisors (i.e, Mr. Zhu Tong and Mr. Wang Yu), please refer to the Supplemental Circular of the Company.

The biographical details of Mr. Zhu Tong and Mr. Wang Yu, employee representative Supervisors of the eleventh session of the Supervisory Committee are set out as follows:

## **Mr. Zhu Tong**

Mr. Zhu, aged 52 and is currently a supervisor, the Director of the Party-Masses Work Department (Human Resources Department) of the Company. He served as deputy chief and chief of the Personnel Division of the Human Resources Department, and deputy director of the Party-Masses Work Department (Human Resources Department) of the Company. He graduated from North China Electric Power University with a master degree in industrial engineering. He is a senior engineer.

Save as disclosed above, Mr. Zhu does not have any other connections or relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Zhu been subject to any punishment by CSRC or other related departments, or reprimand by any stock exchanges.

Mr. Zhu's term of office shall be three years commencing from 5 December 2023 till the conclusion of the eleventh session of the Supervisory Committee. Mr. Zhu will not receive any supervisor's fees. Save for the above, as at the date of this announcement, Mr. Zhu does not (i) have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) hold any directorships in any other listed companies in the past three years; (iii) hold any positions with the Company or its subsidiaries; and (iv) have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhu is not aware of any other matters that need to be brought to the attention of holders of securities of the Company, nor any information needed to be disclosed under Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules.

## **Mr. Wang Yu**

Mr. Wang, aged 51 and is currently the deputy director of the Disciplinary Inspection and Audit Department of the Company and the supervisor of China Huaneng Finance Corporation Limited. He served as the deputy director, director of the fund settlement centre of the Finance Department, chief of the second fund division and chief of the Fund Division of the Finance and Budget Department of the Company. He graduated from Ocean University of China, majoring in project management. He obtained a master of engineering degree.

Save as disclosed above, Mr. Wang does not have any other connections or relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Wang been subject to any punishment by CSRC or other related departments, or reprimand by any stock exchanges.

Mr. Wang's term of office shall be three years commencing from 5 December 2023 till the conclusion of the eleventh session of the Supervisory Committee. Mr. Wang will not receive any supervisor's fees. Save for the above, as at the date of this announcement, Mr. Wang does not (i) have any relationship with any other Directors, Supervisors, senior management or substantial or controlling

shareholders of the Company; (ii) hold any directorships in any other listed companies in the past three years; (iii) hold any positions with the Company or its subsidiaries; and (iv) have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang is not aware of any other matters that need to be brought to the attention of holders of securities of the Company, nor any information needed to be disclosed under Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules.

Pursuant to the first meeting of the eleventh session of the Board of the Company convened on 5 December 2023, the following resolutions were passed unanimously at the meeting:

- (1) Proposal regarding the election of the chairman and vice chairman of the eleventh session of the Board of the Company

It was resolved that Mr. Wang Kui be elected as the chairman of the eleventh session of the Board of the Company; and

It was resolved that Mr. Wang Zhijie be appointed as the vice chairman of the eleventh session of the Board of the Company.

- (2) Proposal regarding the election of the chairman and members of each of the Strategy Committee, Audit Committee, Nomination Committee, and Remuneration and Appraisal Committee (collectively, the “**Board Committees**”) of the eleventh session of the Board of the Company

The composition of the Board Committees are as follows:

<b>Board Committees</b>	<b>Strategy Committee</b>	<b>Audit Committee</b>	<b>Nomination Committee</b>	<b>Remuneration and Appraisal Committee</b>
<b>Director</b>				
Wang Kui	Chairman			
Wang Zhijie	Member			Member
Huang Lixin	Member		Member	
Du Daming	Member			
Zhou Yi				
Li Lailong	Member			
Cao Xin			Member	
Li Haifeng				Member
Ding Xuchun				Member
Wang Jianfeng			Member	

<b>Board Committees</b> <b>Director</b>	<b>Strategy Committee</b>	<b>Audit Committee</b>	<b>Nomination Committee</b>	<b>Remuneration and Appraisal Committee</b>
Xia Qing	Member	Member	Chairman	
He Qiang		Member	Member	Member
Zhang Liying	Member	Member		Member
Zhang Shouwen		Member	Member	Chairman
Dang Ying		Chairman	Member	Member

(3) Proposal regarding the confirmation of the financial expertise in the Audit Committee

It was confirmed that Ms. Dang Ying be the financial expertise in the Audit Committee.

The following resolutions were considered and unanimously passed at the first meeting of the eleventh session of the Supervisory Committee held on 5 December 2023:

It was resolved that Mr. Cao Shiguang be elected as the chairman of the eleventh session of the Supervisory Committee of the Company; and

It was resolved that Ms. Kou Yaozhou be elected as the vice chairman of the eleventh session of the Supervisory Committee of the Company.

Mr. Huang Jian, Mr. Lu fei, Mr. Teng Yu, Mr. Mi Dabin, Mr. Cheng Heng, Mr. Lin Chong, Mr. Xu Mengzhou, Mr. Liu Jizhen, Mr. Xu Haifeng and Mr. Zhang Xianzhi, being members of the tenth session of the Board, retired as Directors of the Company with effect from the conclusion of the EGM. To the best of the Directors' knowledge, information and belief, there are no disagreement between the Board and each of Mr. Huang Jian, Mr. Lu fei, Mr. Teng Yu, Mr. Mi Dabin, Mr. Cheng Heng, Mr. Lin Chong, Mr. Xu Mengzhou, Mr. Liu Jizhen, Mr. Xu Haifeng and Mr. Zhang Xianzhi regarding their retirement as Directors of the Company, and there are no matters that need to be brought to the attention of the Shareholders.

Mr. Li Shuqing, Mr. Mu Xuan, Mr. Gu Jianguo and Mr. Xu Jianping, being members of the tenth session of the Supervisory Committee, retired as the Supervisors of the Company with effect from the conclusion of the EGM. To the best of the Directors' knowledge, information and belief, there are no disagreement between the Supervisory Committee and each of Mr. Li Shuqing, Mr. Mu Xuan, Mr. Gu Jianguo and Mr. Xu Jianping regarding their retirement as Supervisors of the Company, and there are no matters that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Huang Jian, Mr. Lu fei, Mr. Teng Yu, Mr. Mi Dabin, Mr. Cheng Heng, Mr. Lin Chong, Mr. Xu Mengzhou, Mr. Liu Jizhen, Mr. Xu Haifeng, Mr. Zhang Xianzhi, Mr. Li Shuqing, Mr. Mu Xuan, Mr. Gu Jianguo and Mr. Xu Jianping for their services and contribution to the Company during their tenure.

By Order of the Board  
**Huaneng Power International, Inc.**  
**Huang Chaoquan**  
*Company Secretary*

As at the date of this announcement, the directors of the Company are:

Wang Kui ( <i>Executive Director</i> )	Xia Qing ( <i>Independent Non-executive Director</i> )
Wang Zhijie ( <i>Executive Director</i> )	He Qiang ( <i>Independent Non-executive Director</i> )
Huang Lixin ( <i>Executive Director</i> )	Zhang Liying ( <i>Independent Non-executive Director</i> )
Du Daming ( <i>Non-executive Director</i> )	Zhang Shouwen ( <i>Independent Non-executive Director</i> )
Zhou Yi ( <i>Non-executive Director</i> )	Dang Ying ( <i>Independent Non-executive Director</i> )
Li Lailong ( <i>Non-executive Director</i> )	
Cao Xin ( <i>Non-executive Director</i> )	
Li Haifeng ( <i>Non-executive Director</i> )	
Ding Xuchun ( <i>Non-executive Director</i> )	
Wang Jianfeng ( <i>Non-executive Director</i> )	

Beijing, the PRC  
6 December 2023