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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 PRC)*

(Stock code: 1071)

### ANNOUNCEMENT

#### VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON 25 JUNE 2013

#### AND

#### APPOINTMENT OF AUDITORS

The annual general meeting for the year ended 31 December 2012 (the “**AGM**”) of Huadian Power International Corporation Limited\* (the “**Company**”) was held on Tuesday, 25 June 2013. All the resolutions as set out in the notice of AGM dated 10 May 2013 (the “**Notice of AGM**”) were duly passed at the AGM.

An aggregate total of 13 shareholders of the Company (the “**Shareholders**”) by physical attendance (in person or by proxies) voted at the AGM, representing 4,580,367,875 shares carrying voting rights of the Company (the “**Shares**”), or 62.140% of the Company’s total issued share capital as at the date of the AGM.

Reference is made to the Notice of AGM dated 10 May 2013. Unless otherwise stated, terms used in this announcement shall have the same meanings as defined in the Notice of AGM.

The Board is pleased to announce that the AGM was held on Tuesday, 25 June 2013 and all resolutions as set out in the Notice of AGM were duly passed at the AGM. The convening of the AGM and the passing of all resolutions at the AGM were in compliance with the Company Law of the PRC and the relevant laws and regulations and the requirements of the Articles of Association.

#### I. CONVENING AND ATTENDANCE OF THE AGM

##### (1) Convening of the AGM

1. **Time:** 09:30 a.m. on Tuesday, 25 June 2013
2. **Venue:** Huabin International Hotel, No.4 Xuanwumennei Street, Xicheng District, Beijing, the PRC
3. **Voting:** Voting through physical attendance(including proxies)
4. **Convener:** The Board
5. **Chairman:** Mr. Yun Gongmin

**(2) Attendance of the AGM**

In respect of all resolutions as set out in the Notice of the AGM, there were 5,940,056,200 A Shares and 1,431,028,000 H Shares entitling the Shareholders to attend and vote for or against those resolutions at the AGM. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of those resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules and no Shareholders were required under the Hong Kong Listing Rules to abstain from voting at the AGM.

There was no Shares entitling the Shareholders to attend and vote only against any of the resolutions at the AGM.

Each resolution proposed for approval at the AGM was taken by poll.

An aggregate of 13 Shareholders attended and voted at the AGM in person or by proxy, representing 4,580,367,875 Shares, or 62.140% of the Company's total issued share capital as at the date of the AGM.

**II. CONSIDERATION OF RESOLUTIONS AND POLL RESULTS**

The following resolutions were considered and passed at the AGM by poll:

**SPECIAL RESOLUTION**

1. **The special resolution regarding the exercise of general mandate by the board of directors to allot, issue and deal with additional shares of the Company:**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,256,040,417 Shares; votes cast against the resolution represent 324,327,458 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 92.92% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

2. **The special resolution regarding the issuance of debt financing instruments by the Company:**

**(1) Issuance of short-term debentures**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,542,828,299 Shares; votes cast against the resolution represent 37,539,576 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 99.18% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**(2) Issuance of medium-term notes**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,542,828,299 Shares; votes cast against the resolution represent 37,539,576 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 99.18% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**(3) Issuance of non-public placed bonds**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,542,828,299 Shares; votes cast against the resolution represent 37,539,576 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 99.18% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**(4) Issuance of super short-term commercial papers**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,542,828,299 Shares; votes cast against the resolution represent 37,539,576 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 99.18% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**(5) Issuance of corporate bonds and (or) RMB-denominated bonds in Hong Kong**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,542,828,299 Shares; votes cast against the resolution represent 37,539,576 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 99.18% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**3. The special resolution regarding the proposed amendments to the Articles of Association of the Company:**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,580,367,875 Shares; votes cast against the resolution represent 0 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 100.00% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

### **ORDINARY RESOLUTIONS**

**4. The ordinary resolution regarding the report of the Board for the year ended 31 December 2012.**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,580,165,875 Shares; votes cast against the resolution represent 0 Shares; and abstained votes represent 202,000 Shares. Votes cast in favour of the resolution represent 99.996% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**5. The ordinary resolution regarding the report of the supervisory committee of the Company for the year ended 31 December 2012.**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,580,165,875 Shares; votes cast against the resolution represent 0 Shares; and abstained votes represent 202,000 Shares. Votes cast in favour of the resolution represent 99.996% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**6. The ordinary resolution regarding the audited financial report of the Company for the financial year ended 31 December 2012.**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,580,165,875 Shares; votes cast against the resolution represent 0 Shares; and abstained votes represent 202,000 Shares. Votes cast in favour of the resolution represent 99.996% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**7. The ordinary resolution regarding the profit distribution proposal of the Company for the year ended 31 December 2012.**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,578,589,875 Shares; votes cast against the resolution represent 1,170,000 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 99.97% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**8. The ordinary resolution regarding the appointments of international auditor, domestic auditor and auditor of internal control:**

**(1) Deloitte Touche Tohmatsu Certified Public Accountants and Deloitte Touche Tohmatsu Certified Public Accountants LLP be appointed as international and domestic auditors of the Company for the financial year ending 31 December 2013.**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,580,367,875 Shares; votes cast against the resolution represent 0 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 100.00% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**(2) Deloitte Touche Tohmatsu Certified Public Accountants LLP be appointed as the auditor of the Company's internal control for the financial year ending 31 December 2013.**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,580,367,875 Shares; votes cast against the resolution represent 0 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 100.00% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**9. The ordinary resolution regarding the performance report of the independent non-executive directors for the year ended 31 December 2012.**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,580,165,875 Shares; votes cast against the resolution represent 0 Shares; and abstained votes represent 202,000 Shares. Votes cast in favour of the resolution represent 99.996% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**10. The ordinary resolution regarding the election and appointment of Mr. Geng Yuanzhu as a member of the sixth session of the Board of the Company, with a term of office from the end of the annual general meeting to the expiry of this session of the Board (in or around June 2014); and to authorize the Board to determine and finalise his remuneration.**

This resolution was passed at the AGM.

Votes cast in favour of the resolution represent 4,565,975,875 Shares; votes cast against the resolution represent 14,392,000 Shares; and abstained votes represent 0 Shares. Votes cast in favour of the resolution represent 99.69% of the total number of Shares held by the Shareholders present at the AGM and entitled to vote in respect of the resolution.

No Shareholder was required to abstain from voting on this resolution.

**III. DISTRIBUTION OF FINAL DIVIDEND**

At the AGM, Shareholders resolved to approve a final dividend of RMB0.065 per share (including tax), amounting to approximately RMB479,120,000 in total for the year ended 31 December 2012 (“**2012 Final Dividend**”). The 2012 Final Dividend will be denominated and declared in RMB, and will be paid in Hong Kong dollars (“**HKD**”) to the holders of the H shares of the Company. The actual amounts of dividend to be paid in HKD shall be converted at the average closing exchange rates for HKD to RMB of 1 HKD equalling to RMB 0.79591, as announced by the People’s Bank of China for the five business days prior to the declaration of the dividend, i.e., 25 June 2013 (such day inclusive). Based on such exchange rate, the

2012 Final Dividend for each H Share will be approximately HK\$0.082 (inclusive of tax).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the agent to deal with the payment of the 2012 Final Dividend on its behalf. Shareholders whose names appear on the H share register of members of the Company as at 2 July 2013 will be entitled to receive the 2012 Final Dividend. The 2012 Final Dividend is expected to be paid to the eligible H Shareholders on a working day (excluding Saturday, Sunday or public holidays of Hong Kong or PRC) on or before 25 August 2013.

The Company will make a separate announcement regarding the payment of the 2012 Final Dividend to the A Shareholders after the AGM.

The Company assumes no liability whatsoever in respect of any claims arising from any delay in, or inaccurate determination of, the status of the shareholders of the Company or any disputes over the withholding and payment of tax.

Shareholders' attention should be drawn to the contents of this announcement. The Company recommends individual H shareholders, who have any questions on the above, to consult their taxation advisors for advice.

#### **IV. SCRUTINEER AND PRC LAWYERS**

KPMG, the auditors of the Company, acted as the scrutineer and compared the poll results summary to poll forms collected and provided by the Company. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

Haiwen & Partners, the legal advisers to the Company on PRC laws, attended the AGM and issued a legal opinion concluding that the convening of and the procedures for holding the AGM, the eligibility of the persons who attended the AGM and the voting procedures therefor were in compliance with the relevant laws, rules and regulations in the PRC and the Articles of Association.

#### **V. APPOINTMENT OF AUDITORS**

Reference is made to the announcement of the Company dated 27 March 2013 in relation to the proposed change of auditors. The board of directors of the Company is pleased to announce the appointment of Deloitte Touche Tohmatsu Certified Public Accountants and Deloitte Touche Tohmatsu Certified Public Accountants LLP as international and domestic auditors of the Company for the financial year ending 31 December 2013.

By order of the Board  
**Huadian Power International Corporation Limited\***  
**Zhou Lianqing**

*Secretary to the Board*

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

*Yun Gongmin (Chairman, Non-executive Director), Chen Feihu (Vice Chairman, Non-executive Director), Chen Dianlu (Vice Chairman, Non-executive Director), Chen Jianhua (Executive Director), Wang Yingli (Nonexecutive Director), Geng Yuanzhu (Executive Director) , Chen Bin (Non-executive Director), Chu Yu (Non-executive Director), Wang Yuesheng (Independent Non-executive Director), Wang Jixing (Independent Non-executive Director), Ning Jiming (Independent Non-executive Director) and Yang Jinguan (Independent Non-executive Director).*

Beijing, the PRC  
25 June 2013