



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)

Second Proxy Form
Applicable for 2023 First Extraordinary General Meeting

Number of Shares related to this proxy form ^(Note 1)	H Shares/Domestic Shares*
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Important: If the shareholder(s) of the Company have/has not yet lodged the first proxy form for the 2023 First Extraordinary General Meeting (issued by the Company along with, among other things, the notice of the 2023 First Extraordinary General Meeting (the “Meeting” or the “EGM”) on 20 October 2023) (the “First Proxy Form”) with the Company or the Company’s H Share Registrar, shareholders are requested to lodge only this Proxy Form (the “Second Proxy Form” or “Proxy Form”), and if the First Proxy Form has already been lodged, then please note that:

- (i) The Second Proxy Form lodged with the Company’s H Share Registrar by the shareholder not less than 24 hours before the time appointed for the holding of the Meeting will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
- (ii) If no Second Proxy Form is lodged with the Company’s H Share Registrar by the shareholder, the lodged First Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The authorized proxy of the shareholder holding the First Proxy Form will be entitled to vote at his/her discretion (if no such instructions are given) on the additional resolutions no.6 to no.8 (inclusive) which were not set out in the First Proxy Form.

I (We) ^(Note 2) _____
of _____,
Shareholders’ Account: _____ and I.D. No.: _____,
being the holder(s) of _____ H Share(s)/Domestic Share(s)* ^(Note 1) of
Huaneng Power International, Inc. (the “Company”) now appoint ^(Note 3) _____
I.D. No.: _____
(of _____),
or failing him the Chairman of the Meeting as my(our) proxy to attend and vote for me(us) on the following resolutions in accordance with the instruction(s) below and on my(our) behalf at the EGM to be held at 9:00 a.m. on 5 December 2023 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People’s Republic of China for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion. ^(Note 6)

	ORDINARY RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
1.	To consider and approve the Proposal regarding the provision of counter-guarantee by Hainan Company to connected persons			
2.	To consider and approve the Proposal regarding the continuing connected transactions for 2024 between the Company and Huaneng Group			
3.	To consider and approve the Proposal on re-appointment of the accounting firms of the Company for 2024			
4.	To consider and approve the Proposal on continuing connected transactions involved in the Similar REITs (Laiwu Power Generation Project)			
5.	To consider and approve the Proposal on connected transaction of capital increase of Liaoning Qingneng Company			

ORDINARY RESOLUTIONS WITH THE ADOPTION OF CUMULATIVE VOTING SYSTEM		NUMBER OF VOTES <i>(Note 5)</i>		
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			
6.02	To elect Mr. Wang Zhijie as the Executive Director			
6.03	To elect Mr. Huang Lixin as the Executive Director			
6.04	To elect Mr. Du Daming as the Non-executive Director			
6.05	To elect Mr. Zhou Yi as the Non-executive Director			
6.06	To elect Mr. Li Lailong as the Non-executive Director			
6.07	To elect Mr. Cao Xin as the Non-executive Director			
6.08	To elect Mr. Li Haifeng as the Non-executive Director			
6.09	To elect Mr. Ding Xuchun as the Non-executive Director			
6.10	To elect Mr. Wang Jianfeng as the Non-executive Director			
7.00	To consider and approve the proposals regarding the election of Independent Non-executive Directors	/		
7.01	To elect Mr. Xia Qing as the Independent Non-executive Director			
7.02	To elect Mr. He Qiang as the Independent Non-executive Director			
7.03	To elect Ms. Zhang Liying as the Independent Non-executive Director			
7.04	To elect Mr. Zhang Shouwen as the Independent Non-executive Director			
7.05	To elect Ms. Dang Ying as the Independent Non-executive Director			
8.00	To consider and approve the proposals regarding the election of Supervisors	/		
8.01	To elect Mr. Cao Shiguang as the Supervisor			
8.02	To elect Ms. Kou Yaozhou as the Supervisor			
8.03	To elect Mr. Xia Aidong as the Supervisor			
8.04	To elect Mr. Song Taiji as the Supervisor			

Date: _____

Signature: _____ *(Note 6)*

Notes:

- Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in BLOCK LETTERS.
- Please insert the name and address of your proxy. If this is left blank, the chairman of the Meeting will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the EGM provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK(✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST". YOU WISH TO VOTE ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAINED" (SUCH ABSTAINED VOTES WILL BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY OF THE RESOLUTIONS). If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly proposed to the Meeting other than those referred to in the notice for the Meeting and the supplemental notice of the Meeting.**

5. **IMPORTANT:** IN RESPECT OF THE RESOLUTIONS NO. 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09 AND 6.10, RESOLUTIONS NO. 7.01, 7.02, 7.03, 7.04 AND 7.05, AND RESOLUTIONS NO. 8.01, 8.02, 8.03 AND 8.04, CUMULATIVE VOTING SYSTEM WILL BE ADOPTED IN CARRYING OUT THE VOTING AND THE COUNTING OF VOTING RESULTS REGARDING THESE RESOLUTIONS. PLEASE FILL IN THE "NUMBER OF VOTES" COLUMN WITH THE NUMBER OF VOTES YOU WISH TO CAST FOR CERTAIN DIRECTOR CANDIDATE(S) AND/OR SUPERVISOR CANDIDATE(S). Set out below are instructions illustrating the voting method using cumulative voting system in respect of Resolutions No. 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09 and 6.10. Please fill in your intention of voting in accordance with the following instructions:
- (i) In relation to Resolutions No. 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09 and 6.10, for every share held by you, you will have the same number of votes which equals the number of directors to be elected. For example, if you are holding 1 million shares and 10 directors are to be elected at the EGM, the aggregate number of votes which you will have will be 10 million (i.e. 1 million shares x 10 = 10 million voting shares) for the voting of Resolutions No. 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09 and 6.10.
 - (ii) you may cast all your votes on one candidate or cast any portion of your votes on different candidates in any combination. Please fill in the number of votes you wish to cast for certain candidate(s) in the "NUMBER OF VOTES" column. For example, if you are holding 1 million shares, the total number of your votes regarding Resolutions No. 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09 and 6.10 is 10 million. You may choose to cast the 10 million votes equally amongst the 10 candidates, or to cast all your 10 million votes to one candidate, or cast 0.5 million votes to candidate A for director, 0.5 million votes to candidate B for director, 0.5 million votes to candidate C for director, 0.5 million votes to candidate D for director, 0.5 million votes to candidate E for director, 0.5 million votes to candidate F for director, 0.5 million votes to candidate G for director, 0.5 million votes to candidate H for director, 3 million votes to candidate I for director and 3 million votes for candidate J for director, etc.
 - (iii) when the total number of your votes, representing the total number of shares held by you multiplied by the total number of directors to be elected, are used up after voting for a candidate or certain candidates, you will have no votes remaining to be cast on other candidates. The total number of votes you cast on ten candidates shall not exceed the aggregate number of votes to which you are entitled.
 - (iv) please note that when the total number of votes you cast on one candidate or different candidates exceeds the total number of votes to which you are entitled, you shall modify the total number of votes cast by you. Otherwise, all the votes cast by you shall be deemed invalid; when the total number of votes you cast on one candidate or different candidates is less than the total number of votes to which you are entitled, such voting shall be valid and the uncast votes shall be regarded as abstain votes. For example, if you are holding 1 million shares, the total number of your votes regarding Resolutions No. 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09 and 6.10 is 10 million, (a) if you fill in "10 million votes" in the "NUMBER OF VOTES" column under candidate A, you have used up all the votes to which you are entitled, which results in you having no votes remaining to be cast for the other nine candidates. Should you fill in the "NUMBER OF VOTES" column under the other nine candidates with any number of votes (other than 0), all the votes you cast, including the votes you cast for candidate A and the other nine candidates, shall be invalid; or (b) if you only fill in "0.5 million votes" in the "NUMBER OF VOTES" column under candidate A, "0.5 million votes" in the "NUMBER OF VOTES" column under candidate B, "0.5 million votes" in the "NUMBER OF VOTES" column under candidate C, "0.5 million votes" in the "NUMBER OF VOTES" column under candidate D, "0.5 million votes" in the "NUMBER OF VOTES" column under candidate E, "0.5 million votes" in the "NUMBER OF VOTES" column under candidate F, "0.5 million votes" in the "NUMBER OF VOTES" column under candidate G, "0.5 million votes" in the "NUMBER OF VOTES" column under candidate H, "0.5 million votes" in the "NUMBER OF VOTES" column under candidate I and "0.5 million votes" in the "NUMBER OF VOTES" column under candidate J, the 5 million votes cast by you shall be valid and the remaining 5 million votes uncast shall be regarded as abstain votes.
 - (v) please note that if you mark a "✓" and also fill in number of votes cast in the "NUMBER OF VOTES" column under certain candidate(s), such number of votes filled in shall prevail for the counting of votes; if you mark a "✓" without filling in number of votes cast in the "NUMBER OF VOTES" column under certain candidate(s), it shall be deemed that you have cast all your votes to a certain candidate or allocated all your votes to certain candidates equally. For the avoidance of doubt, you are not required to mark "✓" in the "NUMBER OF VOTES" column in respect of Resolutions No. 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09 and 6.10; instead, you should fill in the "NUMBER OF VOTES" column with the number of votes you wish to cast for certain candidate(s).
 - (vi) all ballot paper that is not completed, wrongly completed, illegible or uncast shall be deemed as abstention of voting rights and such voting shall be deemed as invalid.
 - (vii) when the total number of votes cast on a certain candidate is more than half of the total number of shares held by all shareholders attending the EGM (before being cumulated), the candidate in question shall be regarded to have been elected. Where the number of elected directors at the EGM is less than the number of directors to be elected, the second round of voting will be required for election of the remaining directors until the number of directors to be elected is fulfilled.
 - (viii) when the second round of election is held pursuant to paragraph (vii) above, the calculation of cumulative votes shall be based on the number of directors to be elected in the second round of election.
6. This form of proxy must be signed underhand by you or your attorney duly authorised in that behalf. If the appointer is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
7. This form of proxy together with the power of attorney or other authorisation document(s) which have been notarised, must be delivered, in the case of a holder of Domestic Share(s), to the Company and in the case of a holder of H Share(s), to the H Share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, at least 24 hours before the time designated for the holding of the EGM.

* *Please delete as appropriate.*