

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.



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)

**FURTHER ELABORATION
OF
CUMULATIVE VOTING SYSTEM TO BE ADOPTED FOR CERTAIN
RESOLUTIONS PROPOSED AT THE EGM**

References are made to (1) the notice (the “**Notice**”) of 2023 first extraordinary general meeting (the “**EGM**”) of Huaneng Power International, Inc. (the “**Company**”) dated 20 October 2023; (2) the proxy form published by the Company on 20 October 2023 (the “**First Proxy Form**”); (3) the supplemental notice (the “**Supplemental Notice**”) of the EGM dated 17 November 2023; and (4) the second proxy form published by the Company on 17 November 2023 (the “**Second Proxy Form**”).

As disclosed in the Second Proxy Form, resolutions to be proposed at the EGM are all ordinary resolutions. In respect of sub-resolutions 6.01-6.10 (inclusive) of the resolution No.6 “To consider and approve the proposals regarding the election of Directors (excluding Independent Non-executive Directors)”, sub-resolutions 7.01-7.05 (inclusive) of the resolution No.7 “To consider and approve the proposals regarding the election of Independent Non-executive Directors” and sub-resolutions 8.01-8.04 (inclusive) of the resolution No.8 “To consider and approve the proposals regarding the election of Supervisors”, the cumulative voting system will be adopted in carrying out the voting and the counting of the voting results. The purpose of this announcement is to further elaborate on the cumulative voting system as set out below.

As disclosed in note 5 to the Second Proxy Form, the Company shall use the voting and ballot counting method of sub-resolutions 6.01-6.10 (inclusive) of the resolution No.6 “To consider and approve the proposals regarding the election of Directors (excluding Independent Non-executive Directors)” under the cumulative voting system as an example to illustrate the application of the cumulative voting system.

- (1) In relation to sub-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 sub-resolutions No. 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09 and 6.10.

- (2) 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 sub-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.
- (3) 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.

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 abstained votes. For example, if you are holding 1 million shares, the total number of your votes regarding sub-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 abstained votes.

- (4) 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.
- (5) For the avoidance of doubt,
- (a) you are not required to mark “✓” in the “NUMBER OF VOTES” column in respect of sub-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);
 - (b) shareholders should note that the “For”, “Against” and “Abstained” options are not available for those sub-resolutions and if you wish to vote in favour of a candidate or certain candidates, please fill in the number of votes you wish to cast for that candidate(s) in the first (left) column under “NUMBER OF VOTES” heading; and
 - (c) all ballot paper that is not completed, wrongly completed (including filling in number of votes in columns other than the first (left) column under “NUMBER OF VOTES” heading), illegible or uncast shall be deemed as abstention of voting rights and such voting shall be deemed as invalid.
- (6) 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/supervisors at the EGM is less than the number of directors/supervisors to be elected, the second round of voting will be required for election of the remaining directors/supervisors until the number of directors/supervisors to be elected is fulfilled.
- (7) When the second round of election is held pursuant to paragraph (6) above, the calculation of cumulative votes shall be based on the number of directors/supervisors to be elected in the second round of election.

As disclosed in the Notice and the Supplemental Notice, the EGM will be held as originally scheduled at Conference Room A102, the headquarters of the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC on 5 December 2023 at 9:00 a.m. Shareholders are reminded to note the other instructions set out in the First Proxy Form and the Second Proxy Form and return the same to the Company’s H Share Registrar, Hong Kong Registrars

Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e., before 9:00 a.m. on 4 December 2023) or any adjournment thereof (as the case may be).

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 (*Executive Director*)

Huang Jian (*Non-executive Director*)

Lu Fei (*Non-executive Director*)

Teng Yu (*Non-executive Director*)

Mi Dabin (*Non-executive Director*)

Cheng Heng (*Non-executive Director*)

Li Haifeng (*Non-executive Director*)

Lin Chong (*Non-executive Director*)

Xu Mengzhou (*Independent Non-executive Director*)

Liu Jizhen (*Independent Non-executive Director*)

Xu Haifeng (*Independent Non-executive Director*)

Zhang Xianzhi (*Independent Non-executive Director*)

Xia Qing (*Independent Non-executive Director*)

Beijing, the PRC

24 November 2023