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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made by Huaneng Power International, Inc. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors of the Company (the “**Board**”) hereby announces that it considered and approved the resolutions in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) on 28 May 2024.

Based on the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the relevant amendments to the Listing Rules came into effect on 31 December 2023, so that, among other things, to the extent permitted under all applicable laws and regulations, the listed issuer must (i) send or otherwise make available the corporate communications (as defined under the Listing Rules) to the relevant holders of its securities using electronic means; or (ii) make the corporate communications available on its website and the Stock Exchange’s website.

In light of the above, and with regard to the actual circumstances of the Company, the Board proposes to amend the Articles of Association (the “**Proposed Amendments**”). The Proposed Amendments is mainly to (a) bring the Articles of Association in line with the relevant amendments made to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023; and (b) shorten the notice period of general meetings to conform with the latest PRC regulations currently in force and expedite relevant meeting proceedings.

The full text of the Proposed Amendments is set out in the Appendix to this announcement. Text to be deleted in the Proposed Amendments is indicated by strikethrough, and text to be added is indicated in bold font. Save for the Proposed Amendments, other articles of the Articles of Association will remain unchanged. The Proposed Amendments have been prepared in Chinese and the English translation is for reference only. In case of any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “Shareholders”) by way of special resolution at the annual general meeting (the “AGM”) of the Company to be held on 25 June 2024. A supplemental circular containing, among others, details of the Proposed Amendments, a supplemental notice of the AGM will be dispatched to Shareholders as soon as possible.

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  
29 May 2024

No.	Original Articles	Amended Articles
1	<p>Article 54 When the Company convenes a general meeting of shareholders, a notice of the matters to be considered at such meeting as well as the date and the place of the meeting shall be given to all registered shareholders forty-five (45) days before the date of the meeting. Shareholders who intend to attend the general meeting of shareholders shall send a written reply to the Company twenty (20) days before the date of the meeting.</p>	<p>Article 54 When the Company convenes a general meeting of shareholders, a notice of the matters to be considered at such meeting as well as the date and the place of the meeting shall be given to all registered shareholders <b>not less than twenty-one (21) days</b><del>forty five (45) days</del> before the date of <del>the</del><b>an annual general meeting and not less than fifteen (15) days in the case of an extraordinary general meeting</b>. <del>Shareholders who intend to attend the general meeting of shareholders shall send a written reply to the Company twenty (20) days before the date of the meeting.</del></p>
2	<p>Article 58 The notice of the general meeting of shareholders shall be delivered by hand or by pre-paid post to shareholders (whether such shareholder has a voting right at the general meeting of shareholders or not) and the address of the recipient shall be the address registered in the register of shareholders. The notice of the general meeting of shareholders may be made in the form of a public announcement for shareholders of domestic-invested shares.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers as specified by the securities regulatory authority of the State Council forty-five (45) to fifty (50) days before the date of the meeting. All shareholders of domestic-invested shares shall be deemed as having received the relevant notice of the general meeting of shareholders upon the publication of the announcement.</p>	<p>Article 58 <del>The notice of the general meeting of shareholders shall be delivered by hand or by pre paid post to shareholders (whether such shareholder has a voting right at the general meeting of shareholders or not) and the address of the recipient shall be the address registered in the register of shareholders. The notice of the general meeting of shareholders may be made in the form of a public announcement for shareholders of domestic invested shares.</del></p> <p><del>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers as specified by the securities regulatory authority of the State Council forty five (45) to fifty (50) days before the date of the meeting. All shareholders of domestic invested shares shall be deemed as having received the relevant notice of the general meeting of shareholders upon the publication of the announcement.</del></p>

No.	Original Articles	Amended Articles
		<p><b>Notice of general meetings shall be served on each shareholder (no matter how such shareholder is entitled to vote at the meeting) by way of a public announcement(s) or such other ways as prescribed in these Articles.</b></p>
3	<p>Article 153 The Company shall make the financial report available at the Company for examination by its shareholders twenty (20) days prior to the convening of the annual general meeting of shareholders. Every shareholder of the Company has the right to obtain the financial report mentioned in this Chapter.</p> <p>The Company shall send the board of directors' report and the aforesaid report to each holder of overseas-listed foreign-invested shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual general meeting of shareholders, and the address registered in the register of shareholders shall be the address of the recipient.</p>	<p>Article 153 The Company shall make the financial report available at the Company for examination by its shareholders twenty (20) days prior to the convening of the annual general meeting of shareholders. Every shareholder of the Company has the right to obtain the financial report mentioned in this Chapter.</p> <p>The Company shall send the board of directors' report and the aforesaid report to each holder of overseas-listed foreign-invested shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual general meeting of shareholders, and the address registered in the register of shareholders shall be the address of the recipient.</p> <p><b>The directors' report and the financial report may also be sent to each holder of overseas-listed foreign-invested shares by such other ways as prescribed in these Articles.</b></p>
4	<p>Article 186 (1) Unless otherwise prescribed by these Articles, notices, materials or written statements which are issued by the Company to shareholders must be delivered by hand or by pre-paid post to the holders of registered shares based upon the registered address of each of such shareholders.</p>	<p>Article 186 (1) <del>Unless otherwise prescribed by these Articles, notices,</del> <b>Notices</b>, materials or written statements which are issued by the Company to shareholders <del>must</del> <b>may</b> be delivered <del>by hand or by pre-paid post to the holders of registered shares based upon the registered address of each of such shareholders.</del> <b>in any of the following ways:</b></p>

No.	Original Articles	Amended Articles
	<p>(2) If sent by mail, the notice shall be deemed delivered to the recipient when it is clearly addressed, postage pre-paid and put into envelopes before being posted by mail and shall be deemed received by the recipient in five (5) working days from the date of delivery of the mail.</p> <p>(3) Notices, instructions, documents, materials or written statements which are issued by the shareholders or directors to the Company shall be deposited or delivered by registered mail to the Company's legal domicile or the registered agent of the Company.</p> <p>(4) Notices, instructions, documents, materials or written statements which are issued by the shareholders or directors to the Company may be proven to have delivered within the specified period under normal postal conditions based upon the date of delivery of such mails and may be proven to have arrived when they are clearly addressed and postage pre-paid.</p> <p>With regard to the exercise of power in terminating the delivery of dividend warrants by mail, if a dividend warrant has not been exercised, such power shall be exercised only when the dividend warrant has not been exercised for two consecutive occasions. However, such power may be exercised after the dividend warrant has withdrawn due to the failure in reaching the recipient in the first occasion.</p>	<p><b>(a) by hand;</b></p> <p><b>(b) by mail;</b></p> <p><b>(c) by facsimile transmission or e-mail;</b></p> <p><b>(d) by way of announcement;</b></p> <p><b>(e) by posting on the websites designated by the Company and/or the stock exchanges;</b></p> <p><b>(f) by such other means as previously agreed by the Company or the addressee or as recognized by the addressee after receiving the notice; or</b></p> <p><b>(g) by such other means as recognized by securities regulators and stock exchanges in places where the Company's securities are listed or as provided for in these Articles.</b></p> <p>(2) If sent by mail, the notice shall be deemed delivered to the recipient when it is clearly addressed, postage pre-paid and put into envelopes before being posted by mail and shall be deemed received by the recipient in five (5) working days from the date of delivery of the mail.</p> <p>(3) Notices, instructions, documents, materials or written statements which are issued by the shareholders or directors to the Company shall be deposited or delivered by registered mail to the Company's legal domicile or the registered agent of the Company.</p>

No.	Original Articles	Amended Articles
	<p>With regard to the exercise of power in disposing shares held by untraceable shareholders, such power shall be exercised only when the following provisions are met:</p> <p>(1) dividends have been distributed in respect of the relevant shares at least three (3) times within twelve (12) years and no person has claimed the dividends during such period; and</p> <p>(2) upon the end of the twelve (12) years, an advertisement is published by the Company in newspaper describing its intent to dispose the shares and the Hong Kong Stock Exchange is being notified.</p>	<p>(4) Notices, instructions, documents, materials or written statements which are issued by the shareholders or directors to the Company may be proven to have delivered within the specified period under normal postal conditions based upon the date of delivery of such mails and may be proven to have arrived when they are clearly addressed and postage pre-paid.</p> <p>With regard to the exercise of power in terminating the delivery of dividend warrants by mail, if a dividend warrant has not been exercised, such power shall be exercised only when the dividend warrant has not been exercised for two consecutive occasions. However, such power may be exercised after the dividend warrant has withdrawn due to the failure in reaching the recipient in the first occasion.</p> <p>With regard to the exercise of power in disposing shares held by untraceable shareholders, such power shall be exercised only when the following provisions are met:</p> <p>(1) dividends have been distributed in respect of the relevant shares at least three (3) times within twelve (12) years and no person has claimed the dividends during such period; and</p> <p>(2) upon the end of the twelve (12) years, an advertisement is published by the Company in newspaper describing its intent to dispose the shares and the Hong Kong Stock Exchange is being notified.</p>
5	Article 188 It shall be the responsibility of the board of directors to interpret these Articles.	Article 188 It shall be the responsibility of the board of directors to interpret these Articles.

No.	Original Articles	Amended Articles
	<p>These Articles are written in Chinese and English and, in case of any divergence, the Chinese version shall prevail. The Chinese version is binding and enforceable by law.</p>	<p><b>Issues not covered in these Articles shall be dealt with in accordance with the relevant provisions of laws, administrative regulations, departmental rules, and securities regulatory rules in places where the Company's securities are listed, taking into account the actual circumstances of the Company. In the event of any conflict between these Articles and any newly promulgated and implemented or amended laws, administrative regulations, departmental rules and regulations, or the relevant securities regulatory rules of the places where the Company's securities are listed, the latter shall prevail.</b></p> <p>These Articles are written in Chinese and English and, in case of any divergence, the Chinese version shall prevail. The Chinese version is binding and enforceable by law.</p>