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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 2023 ANNUAL GENERAL MEETING
AND
2023 FINAL DIVIDEND**

The Board is pleased to announce that all resolutions set out in the Notices were duly passed by the shareholders at the AGM held on 25 June 2024.

References are made to (i) the notice (the “**Original Notice**”) of 2023 annual general meeting (the “**AGM**” or the “**Meeting**”) of Huaneng Power International, Inc. (the “**Company**”) dated 11 May 2024; (ii) the circular of the Company dated 11 May 2024 (the “**First Circular**”); (iii) the supplemental notice (the “**Supplemental Notice**”, together with the Original Notice, collectively referred to as the “**Notices**”) of the AGM dated 8 June 2024; and (iv) the supplemental circular of the Company dated 11 May 2024 (the “**Second Circular**”, together with the First Circular, collectively referred to as the “**Circulars**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those used in the Notice.

The Board is pleased to announce that the AGM was held at the Conference Room A102, the headquarter of the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC at 9:00 a.m. on 25 June 2024 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.

7 out of 15 directors of the Company attended the Meeting. Mr. Du Daming (Director), Mr. Zhou Yi (Director), Mr. Li Lailong (Director), Mr. Cao Xin (Director), Mr. Ding Xuchun (Director) and Mr. Wang Jianfeng (Director) were unable to attend the Meeting due to work reasons; Mr. Zhang Shouwen (independent non-executive Director) and Ms. Dang Ying (independent non-executive Director) were unable to attend the Meeting due to work reasons; 3 out of 6 of the Supervisors of the

Company attended the Meeting; Mr. Cao Shiguang (Chairman of the Supervisory Committee), Ms. Kou Yaozhou (Vice Chairman of the Supervisory Committee) and Mr. Xia Aidong (Supervisor) were unable to attend the Meeting due to work reasons. Mr. Huang Chaoquan, the Company Secretary and other relevant senior management of the Company attended the Meeting.

ATTENDANCE AT THE AGM

As at the record date (i.e. 4 June 2024), there were totally 15,698,093,359 shares of the Company entitled to attend the AGM to vote for or against the resolutions tabled thereat. Details of the shareholders and their proxies who attended the AGM which are set out below:

1. Number of Shareholders and proxies who attended the Meeting (person(s))	118
Of which: A Shares	115
H Shares	3
2. Total number of Shares carrying voting rights held by Shareholders who attended the Meeting (Share)	9,668,367,962
Of which: A Shares	8,445,490,957
H Shares	1,222,877,005
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 (%)	61.589442
Of which: A Shares (%)	53.799470
H Shares (%)	7.789972

According to the Hong Kong Listing Rules, no shareholder was required to abstain from voting in connection with the proposals considered at the Meeting. The Company was not aware of any parties indicating their intention to vote against any of the resolutions proposed at the Meeting. None of our shareholders was entitled to attend and abstain from voting in favour as set out in Rule 13.40 of the Hong Kong Listing Rules.

CONSIDERATION OF THE RESOLUTIONS AT THE AGM

As considered by Shareholders and their respective proxies attending the AGM, relevant resolutions were voted by way of a combination of on-site voting and online voting. The voting results of the AGM are set out as follows:

Ordinary Resolutions		Type of votes	For		Against		Abstain	
			Number	%	Number	%	Number	%
1.	To consider and approve the working report from the Board of Directors of the Company for 2023	A Shares	8,418,802,733	99.683994	26,550,390	0.314374	137,834	0.001632
		H Shares	1,040,178,421	85.059938	155,662,584	12.729210	27,036,000	2.210852
		Total Ordinary Shares	9,458,981,154	97.834311	182,212,974	1.884630	27,173,834	0.281059
2.	To consider and approve the working report from the Supervisory Committee of the Company for 2023	A Shares	8,444,148,567	99.984105	1,204,556	0.014263	137,834	0.001632
		H Shares	1,175,107,839	96.093706	20,733,166	1.695442	27,036,000	2.210852
		Total Ordinary Shares	9,619,256,406	99.492039	21,937,722	0.226902	27,173,834	0.281059
3.	To consider and approve the audited financial statements of the Company for 2023	A Shares	8,444,148,567	99.984105	1,204,556	0.014263	137,834	0.001632
		H Shares	1,173,225,096	95.939746	22,615,909	1.849402	27,036,000	2.210852
		Total Ordinary Shares	9,617,373,663	99.472566	23,820,465	0.246375	27,173,834	0.281059
4.	To consider and approve the profit distribution plan of the Company for 2023	A Shares	8,445,472,957	99.999787	18,000	0.000213	0	0.000000
		H Shares	1,197,363,005	97.913609	0	0.000000	25,514,000	2.086391
		Total Ordinary Shares	9,642,835,962	99.735922	18,000	0.000187	25,514,000	0.263891
Special Resolutions		Type of votes	For		Against		Abstain	
			Number	%	Number	%	Number	%
5.00	Proposals regarding the issue of short-term debentures and super short-term debentures by the Company							
5.01	To consider and approve the proposal regarding the issue of short-term debentures by the Company	A Shares	8,445,472,957	99.999787	18,000	0.000213	0	0.000000
		H Shares	1,197,363,005	97.913609	0	0.000000	25,514,000	2.086391
		Total Ordinary Shares	9,642,835,962	99.735922	18,000	0.000187	25,514,000	0.263891
5.02	To consider and approve the proposal regarding the issue of super short-term debentures by the Company	A Shares	8,445,472,957	99.999787	18,000	0.000213	0	0.000000
		H Shares	1,197,363,005	97.913609	0	0.000000	25,514,000	2.086391
		Total Ordinary Shares	9,642,835,962	99.735922	18,000	0.000187	25,514,000	0.263891

Special Resolutions		Type of votes	For		Against		Abstain	
			Number	%	Number	%	Number	%
6.	To consider and approve the proposal regarding the granting of the general mandate to issue domestic and/or overseas debt financing instruments	A Shares	8,445,472,957	99.999787	18,000	0.000213	0	0.000000
		H Shares	1,197,363,005	97.913609	0	0.000000	25,514,000	2.086391
		Total Ordinary Shares	9,642,835,962	99.735922	18,000	0.000187	25,514,000	0.263891
7.	To consider and approve the proposal regarding the granting of general mandate to the Board of Directors to issue additional shares of the Company	A Shares	8,394,088,618	99.391364	51,402,339	0.608636	0	0.000000
		H Shares	799,685,543	65.393784	397,357,462	32.493657	25,834,000	2.112559
		Total Ordinary Shares	9,193,774,161	95.091273	448,759,801	4.641526	25,834,000	0.267201
Ordinary Resolution		Type of votes	For		Against		Abstain	
			Number	%	Number	%	Number	%
8.	To consider and approve the proposal on the provision of guarantee by Huaneng Shandong Power Generation Co., Ltd. for its subsidiary	A Shares	8,445,472,957	99.999787	18,000	0.000213	0	0.000000
		H Shares	1,197,363,005	97.913609	0	0.000000	25,514,000	2.086391
		Total Ordinary Shares	9,642,835,962	99.735922	18,000	0.000187	25,514,000	0.263891
Special Resolution		Type of votes	For		Against		Abstain	
			Number	%	Number	%	Number	%
9.	To consider and approve the proposed amendments to the Articles of Association	A Shares	8,438,113,567	99.912647	7,377,390	0.087353	0	0.000000
		H Shares	1,099,895,137	89.943235	97,467,868	7.970374	25,514,000	2.086391
		Total Ordinary Shares	9,538,008,704	98.651693	104,845,258	1.084416	25,514,000	0.263891

In accordance with the relevant provisions of the Company Law and the Articles of Association of the Company, resolutions numbered 1 to 4 (inclusive) and resolution numbered 8 are ordinary resolutions and were passed by more than 50% of the total number of shares carrying voting rights held by those who attended the AGM in person or by proxies.

In accordance with the relevant provisions of the Company Law and the Articles of Association of the Company, resolutions numbered 5 to 7 (inclusive) and resolution numbered 9 are special resolutions and were passed by two-thirds or more of the total number of shares carrying voting rights held by those who attended the AGM 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 AGM for the purpose of vote-takings.

WITNESS OF LAWYERS

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

2023 FINAL DIVIDEND

Closure of Register of Members of H Shares

As disclosed in the First Circular, the the Company will suspend registration of transfer of H Shares from 11 July 2024 to 16 July 2024 (both days inclusive) to determine the H Shareholders entitled to receive the final dividend for the year ended 31 December 2023 (“**2023 Final Dividend**”).

Taxation on Receipt of the 2023 Final Dividend

Non-Resident Individual Shareholders

In accordance with the requirement under the Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation of the People’s Republic of China, the Company is obligated to withhold and pay individual income tax on dividends on behalf of the individual H Shareholders (“**Individual H Shareholders**”); and Individual H Shareholders are entitled to certain preferential tax treatments according to the tax treaty between the country in which the Individual H Shareholders reside and the PRC and the provisions in respect of the tax arrangements between mainland China and Hong Kong (Macau). The Company shall withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders (who are Hong Kong residents, Macau residents or residents of those countries having treaties with the PRC for an individual income tax rate on dividends of 10%). For Individual H Shareholders who are residents of those countries having treaties with the PRC for an individual income tax rate on dividends of less than 10%, the Company shall withhold and pay individual income tax on behalf of the individual pursuant to the relevant requirements under the Circular of the State Administration of Taxation in relation to Issuing the Administrative Measures on Preferential Treatment Entitled by Non- resident Taxpayers under Tax Treaties (SAT Circular [2019] No. 35) (《國家稅務總局關於發佈的公告》(國家稅務總局公告2019年第35號)) (the “**Measures**”). For individual H Shareholders who are residents of those countries having treaties with the PRC for an individual income tax rate on dividends of more than 10% but less than 20%, the Company shall withhold and pay individual income tax at the actual tax rate under the treaties. For Individual H Shareholders who are residents of those countries which have not entered into any tax treaties with the PRC or have entered into treaties with the PRC for an individual income tax rate on dividends of 20% or under other circumstances, the Company shall withhold and pay individual income tax at the tax rate of 20%.

Non-resident Enterprise Shareholders

In accordance with the “Enterprise Income Tax Law of China” and its implementation regulations which came into effect on 1 January 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the nonresident enterprise shareholders whose names appear on the register of members for H share of the Company when distributing 2023 Final Dividend to them. For H shares of the Company registered other than in the name(s) of individual(s), including HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups, shall be deemed to be shares held by non-resident enterprise shareholder(s). On the basis, enterprise income tax shall be withheld from dividends payable to such shareholder(s).

The Company shall comply with the relevant rules and regulations to withhold and pay enterprise income tax on behalf of the relevant shareholders with reference to the register of members of the Company as of the record date.

Profit Appropriation for Investors of Northbound Trading

For investors of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (including enterprises and individuals) investing in the A shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for such withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded. Those enterprises or individuals shall collect and retain the relevant materials for future reference according to the requirement of the Measures.

The record date and the date of appropriation of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares of the Company.

Profit Appropriation for Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Appropriation of Cash Dividends of H Shares for Southbound Trading (港股通H股股票現金紅利派發協議) with China Securities Depository and Clearing Corporation Limited, pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominee of the holders for Southbound Trading,

will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of Southbound Trading through its depository and clearing system. The cash dividends for the investors of Southbound Trading will be paid in RMB.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81) and the Notice of the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2016] No. 127) for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the companies of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The companies of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of appropriation of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

General Information

Should the holders of the H Shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in Mainland China, Hong Kong and other countries (regions) on holding and disposal of the A Shares and/or H shares of the Company.

Investors should note that the Company has no obligations and will not be responsible for confirming the identities of any shareholders. The Company will withhold the relevant income tax according to the relevant regulatory requirements of tax authorities, based on the information contained in the register of members on the record date.

The 2023 Final Dividend at RMB0.20 (tax inclusive) for each ordinary share of the Company after deduction of the relevant income tax and in Hong Kong dollars is expected to be sent to holders of H Shares whose names appeared on the H Share register of members of the Company on the record date of 11 July 2024 by ordinary post at their own risk or, if applicable, by direct transfer to relevant holders of H shares at their designated bank account, on or before 30 August 2024. The exchange rate for dividend paid in Hong Kong dollars was HKD1 to RMB0.90737 (i.e., the average benchmark rate

for the relevant foreign currency determined by the Peoples' Bank of China in two working days during the week prior to the announcement of payment of 2023 Final Dividend). The 2023 Final Dividend for each H share of the Company is HK\$0.22042 (tax inclusive).

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*)

Wang Zhijie (*Executive Director*)

Huang Lixin (*Executive Director*)

Du Daming (*Non-executive Director*)

Zhou Yi (*Non-executive Director*)

Li Lailong (*Non-executive Director*)

Cao Xin (*Non-executive Director*)

Li Haifeng (*Non-executive Director*)

Ding Xuchun (*Non-executive Director*)

Wang Jianfeng (*Non-executive Director*)

Xia Qing (*Independent Non-executive Director*)

He Qiang (*Independent Non-executive Director*)

Zhang Liying (*Independent Non-executive Director*)

Zhang Shouwen (*Independent Non-executive Director*)

Dang Ying (*Independent Non-executive Director*)

Beijing, the PRC

26 June 2024