Rules of Procedure for the Nomination Committee of the Board of Directors of Huaneng Power International, Inc.

CHAPTER 1: GENERAL PROVISIONS

Article 1 In order to regulate the selection and appointment of directors and senior management personnel of Huaneng Power International, Inc. (hereinafter referred to as the "**Company**") and to improve the corporate governance structure, the Company has established the Nomination Committee under the Board of Directors (hereinafter referred to as the "**Nomination Committee**") and formulated these Rules of Procedure in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, other relevant laws, regulations, and normative documents, the regulatory rules of the place where the Company is listed, and the Articles of Association of Huaneng Power International, Inc. (hereinafter referred to as the "**Articles of Association**"), in light of the actual circumstances of the Company.

Article 2 The Nomination Committee is a specialized committee established under the Board of Directors, primarily responsible for formulating the selection criteria and procedures for directors and senior management personnel, as well as selecting and reviewing candidates for such positions and assessing their qualifications. It also undertakes other responsibilities as prescribed by applicable laws, regulations, normative documents, the regulatory rules of the place where the Company is listed, the Articles of Association and its appendices, and these Rules of Procedure. The Nomination Committee is accountable to the Board of Directors.

CHAPTER 2: COMPOSITION

Article 3 The Nomination Committee shall consist of three to seven directors, with a majority being independent directors.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent directors, or one-third of all directors, and shall be elected by the Board of Directors.

Article 5 The Nomination Committee shall have one chairperson who shall be responsible for presiding over the work of the Committee. The chairperson shall be an independent director and shall be nominated by the chairman of the Board and elected by the Board of Directors.

Article 6 The term of office of the members of the Nomination Committee shall be the same as that of the Board of Directors. Upon expiration of their term, members may be re-elected and reappointed. However, independent directors serving on the Committee shall not serve for more than six consecutive years. If a member ceases to serve as a director of the Company during the term, such member shall automatically lose their qualification as a Committee member. The Board of Directors shall, in accordance with these Rules of Procedure and the relevant requirements of the regulatory rules of the place where the Company is listed, appoint a replacement within the prescribed time period to ensure that the composition of the Nomination Committee remains in continuous compliance with applicable regulatory requirements.

CHAPTER 3: DUTIES AND AUTHORITIES

Article 7 The main duties and authorities of the Nomination Committee shall include:

1. Reviewing the structure, size, and composition (including the skills, knowledge, and experience) of the Board of Directors at least annually, assisting the Board in preparing a skills matrix for directors, and making recommendations regarding any changes to the Board that may be necessary to align with the Company's corporate strategy;

2. Taking responsibility for researching and formulating the selection criteria and procedures for directors and senior management personnel;

3. Identifying individuals qualified to serve as directors and senior management personnel, conducting selection and qualification assessments, and making recommendations to the Board of Directors;

4. Making recommendations to the Board on the nomination or removal of directors, the appointment or dismissal of senior management personnel, and succession plans for directors and the General Manager;

5. Assessing the independence of independent directors;

6. Assisting the Company in conducting periodic evaluations of the overall performance of the Board of Directors;

7. Handling other matters as stipulated by applicable laws, regulations, normative documents, the regulatory rules of the place where the Company is listed, the Articles of Association, or as authorized by the Board of Directors.

Article 8 Proposals made by the Nomination Committee shall be submitted to the Board of Directors for deliberation and decision.

CHAPTER 4: RULES OF PROCEDURE

Article 9 Meetings of the Nomination Committee shall be convened at the request of the Board of Directors. If, in the course of performing their duties, independent directors become aware of material matters within the scope of responsibilities of the Nomination Committee, they may, in accordance with procedures, promptly request the Committee to discuss and review such matters. In principle, meetings of the Nomination Committee shall be held in person. Where all participating members are able to communicate fully and express their views, meetings may also be held via video, telephone, or other appropriate means when necessary. In principle, the Company shall notify all members of the Committee no later than three days before the meeting via telephone, email, or other means, and provide relevant materials and information. Meetings shall be presided over by the chairperson of the Committee. If the chairperson is unable or unwilling to perform their duties, an independent director shall be elected by a majority of the Committee members to preside over the meeting.

Article 10 A meeting of the Nomination Committee shall be held only when at least two-thirds (including two-thirds) of the members are present. Each member shall have one vote. Resolutions of the Committee must be passed by a majority of all members.

Article 11 Voting at meetings of the Nomination Committee shall be conducted by a show of hands or by ballot.

Article 12 When necessary, the Nomination Committee may invite the Company's directors and senior management personnel to attend its meetings as non-voting participants.

Article 13 When necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decision-making. The reasonable expenses incurred shall be borne by the Company.

Article 14 The convening procedures, voting methods, and resolutions adopted at meetings of the Nomination Committee shall comply with applicable laws, regulations, normative documents, the regulatory rules of the place where the Company is listed, the Articles of Association, and these Rules of Procedure.

Article 15 Minutes shall be prepared for meetings of the Nomination Committee, and the attending members shall sign the meeting minutes. The minutes shall be kept by the Secretary to the Board of Directors.

Article 16 Resolutions and voting results adopted at meetings of the Nomination Committee shall be submitted to the Board of Directors of the Company in written form.

Article 17 All members attending the meeting shall have a duty of confidentiality with respect to the matters discussed and shall not disclose any relevant information without authorization.

CHAPTER 5: SUPPLEMENTARY PROVISIONS

Article 18 These Rules of Procedure shall be formulated and amended by the Board of Directors.

Article 19 For matters not covered in these Rules of Procedure, the relevant provisions of national laws, regulations, normative documents, the regulatory rules of the place where the Company is listed, and the Articles of Association shall apply. In the event of any inconsistency between these Rules and national laws, regulations, normative documents, the regulatory rules of the place where the Company is listed, or the Articles of Association as legally amended, such laws, regulations, rules, and the Articles of Association shall prevail.

Article 20 The right to interpret these Rules of Procedure shall be vested in the Board of Directors of the Company.