Rules of Procedure for the Remuneration and Appraisal Committee of the Board of Directors of Huaneng Power International, Inc.

Chapter 1 General Provisions

Article 1 To further establish and improve the performance appraisal and remuneration management system for directors and senior management personnel of Huaneng Power International, Inc. (the "**Company**") and to enhance the corporate governance structure, the Company has established a Remuneration and Appraisal Committee under the Board of Directors (the "**Remuneration and Appraisal Committee**") in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, 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. (the "**Articles of Association**"), and has formulated these Rules of Procedure.

Article 2 The Remuneration and Appraisal Committee is a specialized committee established under the Board of Directors. It is primarily responsible for formulating and conducting assessments of performance standards for directors and senior management personnel, as well as formulating and reviewing remuneration policies and plans for directors and senior management personnel. It also performs other duties 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 Committee shall be accountable to the Board of Directors.

Chapter 2 Composition

Article 3 The Remuneration and Appraisal Committee shall consist of three (3) to seven (7) directors, with independent directors forming the majority.

Article 4 Members of the Remuneration and Appraisal 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 Remuneration and Appraisal Committee shall have one chairman who shall be responsible for presiding over the work of the Committee. The chairman shall be an independent director, nominated by the Chairman of the Board and elected by the Board of Directors.

Article 6 The term of office for members of the Remuneration and Appraisal Committee shall be the same as that of the Board of Directors. Upon expiration, members may be re-elected, except that independent directors may not serve consecutive terms exceeding six (6) years. If a member ceases to serve as a director of the Company during the term, such member shall automatically lose his or her Committee membership. The Board of Directors shall, in accordance with these rules and relevant requirements of the regulatory rules of the place where the Company is listed, replenish the Committee members within the prescribed time frame to ensure the Committee's composition continues to meet applicable regulatory requirements.

Chapter 3 Duties and Responsibilities

Article 7 The Remuneration and Appraisal Committee is responsible for formulating performance appraisal standards for the Company's directors and senior management personnel, conducting performance evaluations, and formulating and reviewing the remuneration determination mechanisms, decision-making procedures, payment and clawback arrangements, and other relevant remuneration policies and plans for directors and senior management personnel. The Committee shall make recommendations to the Board of Directors on the following matters:

(1) Make recommendations to the Board on the overall remuneration policy and structure for directors and senior management personnel, including the establishment of a formal and transparent procedure for developing remuneration policies, and ensure that no director or any of their immediate family members participate in determining their own individual remuneration;

(2) Review, assess, and approve compensation payable to executive directors and senior management personnel in connection with their loss or termination of office or appointment, to ensure that such compensation is consistent with the terms of their contracts; where not consistent, the compensation must still be fair and reasonable and not excessive.

(3) Review, assess, and approve compensation arrangements related to the dismissal or removal of directors due to misconduct, ensuring such arrangements are consistent with the terms of their contracts; where not consistent, the compensation must still be fair and appropriate;

(4) Formulate or amend equity incentive plans, employee stock ownership plans, and determine whether grantees meet the conditions to be granted or exercise such rights;

(5) Review arrangements where directors or senior management propose to participate in equity plans of subsidiaries in the context of a planned spin-off;

(6) Review the performance of directors and senior management personnel in discharging their duties and conduct annual performance appraisals;

(7) Supervise the implementation of the Company's remuneration system;

(8) Handle other matters as stipulated by laws, regulations, normative documents, the Corporate Governance Code of the Hong Kong Stock Exchange, the regulatory rules of the place where the Company is listed, the Articles of Association, and matters authorized by the Board.

Article 8 The Board of Directors shall have the right to veto any remuneration plans or proposals that are detrimental to the interests of shareholders.

Article 9 Remuneration plans for the Company's directors proposed by the Remuneration and Appraisal Committee shall be submitted to the Board of Directors for approval and shall be implemented only after being reviewed and approved by the general meeting. Remuneration allocation plans for the Company's senior management personnel shall be submitted to the Board of Directors for approval.

Chapter 4 Rules of Procedure

Article 10 The Remuneration and Appraisal Committee shall convene meetings as required by the Board of Directors. If an independent director identifies any major matters within the scope of the Committee's responsibilities during the performance of their duties, they may, in accordance with relevant procedures, promptly request the Committee to discuss and review such matters. In principle, meetings of the Remuneration and Appraisal Committee shall be held in person. Where necessary and under the premise that all participating members can fully communicate and express their opinions, meetings may be held via video conference, telephone, or other means. In principle, the Company shall notify all Committee members of the meeting no later than three (3) days before the scheduled date via telephone, email, or other means, and shall provide relevant meeting materials and information. The meetings shall be presided over by the chairman. If the chairman is unable or unwilling to perform their duties, more than half of the Committee members shall jointly nominate an independent director member to preside over the meeting.

Article 11 Meetings of the Remuneration and Appraisal Committee shall be held with the attendance of at least two-thirds (inclusive) of the members; each member has one vote; resolutions passed at the meetings must be approved by more than half of all members.

Article 12 Voting at the Remuneration and Appraisal Committee meetings shall be conducted by show of hands or ballot.

Article 13 When necessary, the Remuneration and Appraisal Committee may invite the Company's directors and senior management personnel to attend meetings.

Article 14 If necessary, the Remuneration and Appraisal Committee may engage intermediaries to provide professional advice for its decision-making, and reasonable expenses incurred shall be borne by the Company.

Article 15 When discussing matters related to a Committee member, the member concerned shall abstain from participation. The meeting minutes and resolutions of the Remuneration and Appraisal Committee shall record the circumstances of any member's abstention due to conflicts of interest.

Article 16 The procedures for convening meetings of the Remuneration and Appraisal Committee, the voting methods, and the approved remuneration policies and distribution plans must comply with relevant laws, regulations, normative documents, the regulatory rules of the place where the Company is listed, the Articles of Association, and these rules.

Article 17 Meetings of the Remuneration and Appraisal Committee shall be recorded, and attending members are required to sign the meeting minutes; the minutes shall be kept by the company's Board Secretary.

Article 18 Proposals approved and voting results from the Remuneration and Appraisal Committee meetings shall be reported to the company's Board of Directors in writing.

Article 19 All members attending the meetings have a confidentiality obligation regarding the matters discussed and shall not disclose related information without authorization.

Chapter 5 Supplementary Provisions

Article 20 These Rules shall be formulated and amended by the Board of Directors.

Article 21 Matters not covered herein shall be dealt with in accordance with the provisions of applicable State laws, regulations, normative documents, the regulatory rules of the place where the Company is listed, and the Articles of Association; if there is any conflict between these Rules and applicable State laws, regulations, normative documents, the regulatory rules of the place where the Company is listed, or the Articles of Association amended through legal procedures, the latter shall prevail.

Article 22 The right of interpretation of these Rules belongs to the company's Board of Directors.