THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Huadian Power International Corporation Limited*** (the "**Company**"), you should at once hand this circular and the proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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華電國際電力股份有限公司

Huadian Power International Corporation Limited*

*(A Sino-foreign investment joint stock company limited by shares incorporated in the People's Republic of China (the "**PRC**"))*

(Stock Code: 1071)

PROPOSED ELECTION OF DIRECTORS
AND
INTERIM CASH DIVIDEND DISTRIBUTION PLAN FOR 2025

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on Thursday, 25 September 2025 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China, is set out on pages 8 to 10 of this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:30 p.m. on Wednesday, 24 September 2025) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

5 September 2025

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Board"	the board of Directors of the Company;
"Company"	Huadian Power International Corporation Limited* (華電國際電力股份有限公司), a Sino-foreign investment joint stock company limited by shares incorporated in the PRC, whose H shares and A shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively;
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules that apply to the Company;
"Director(s)"	the Director(s) of the Company;
"EGM"	the extraordinary general meeting of the Company to be held at 2:30 p.m. on Thursday, 25 September 2025 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China;
"Group"	the Company and its subsidiaries as of the date of this circular;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Latest Practicable Date"	4 September 2025, being the latest practicable date of this circular for ascertaining certain information contained herein;
"PRC"	the People's Republic of China;
"RMB"	Renminbi, the lawful currency of the PRC;

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
"Share(s)"	the share(s) with a par value of RMB1.00 each in the share capital of the Company;
"Shareholder(s)"	the shareholder(s) of the Company;
"Subsidiary(ies)"	has the meaning ascribed to it under the Hong Kong Listing Rules that apply to the Company.

* *For identification purposes only*



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Huadian Power International Corporation Limited*

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Directors:
Liu Lei *(Chairman, Executive Director)*
Chen Bin *(Vice Chairman, Executive Director)*
Zhu Peng *(Vice Chairman, Non-executive Director)*
Zhao Wei *(Non-executive Director)*
Zeng Qinghua *(Non-executive Director)*
Cao Min *(Non-executive Director)*
Wang Xiaobo *(Non-executive Director)*
Li Guoming *(Executive Director)*
Feng Zhenping *(Independent Non-executive Director)*
Li Xingchun *(Independent Non-executive Director)*
Wang Yuesheng *(Independent Non-executive Director)*
Shen Ling *(Independent Non-executive Director)*

Office address:
No. 2 Xuanwumennei Street
Xicheng District
Beijing
the PRC

Place of business in Hong Kong:
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

5 September 2025

To the Shareholders,

Dear Sir/Madam,

PROPOSED ELECTION OF DIRECTORS AND INTERIM CASH DIVIDEND DISTRIBUTION PLAN FOR 2025

I. INTRODUCTION

References are made to the announcements of the Company dated 17 July 2025, 28 August 2025 and 5 September 2025 in relation to the proposed election of Directors and interim cash dividend distribution plan for 2025.

The purpose of this circular is to provide the Shareholders with information in respect of the aforesaid matters, to enable the Shareholders to make their informed decisions as to how to vote on relevant resolutions at the EGM.

II. PROPOSED ELECTION OF DIRECTORS

The Board has considered and unanimously approved at the twenty third meeting of the tenth session of the Board held on 17 July 2025 and the twenty-sixth meeting of the tenth session of the Board held on 5 September 2025 to put forward two ordinary resolutions at the EGM to consider and approve the proposal for the election of Mr. Li Quancheng ("**Mr. Li**") as executive Director of the tenth session of the Board of the Company and the proposal for the election of Mr. Huang Kemeng ("**Mr. Huang**") as independent non-executive Director ("**Independent Director**") of the tenth session of the Board of the Company, with a term commencing from the conclusion of the EGM and ending at the expiry of the term of the tenth session of the Board and shall be eligible for re-election at that time.

The biographical details of Mr. Li are set out as follows:

Mr. Li Quancheng (李泉城), Chinese nationality, born in February 1972, is a professorate accountant and senior economist. He graduated from the Central University of Finance and Economics* (中央財政金融學院) with a major in economic information management and a bachelor's degree in economics. He is currently the general manager of the Company. Mr. Li has successively worked at Zhonghengxin Certified Public Accountants, State Power Corporation of China* (國家電力公司), China Huadian Corporation* (中國華電集團公司), Huadian Property Company Limited* (華電置業有限公司) and China Huadian Corporation Ltd. Mr. Li has over 30 years of work experience in financial risk control, financial business, capital operation and treasury construction.

The biographical details of Mr. Huang are set out as follows:

Mr. Huang Kemeng (黃克孟), Chinese nationality, born in October 1966, holds a bachelor's degree in law from Lanzhou University, a master's degree in economic law from the Graduate School of Chinese Academy of Social Sciences* (中國社會科學院研究生院), and a part-time doctoral degree in international economic law from China University of Political Science and Law. Mr. Huang currently serves as a full-time lawyer and chief consultant at Beijing Jurision Law Group* (北京市時代九和律師事務所), and concurrently serves as a member of the Real Estate and Architectural Engineering Professional Committee of the 6th Beijing Lawyers Association* (第六屆北京市律師協會房地產與建築工程專業委員會) and a member of the Restructuring and Reorganization Professional Committee of the 6th Beijing Lawyers Association* (第六屆北京市律師協會改制與重組專業委員會); a member of the Real Estate Development Professional Committee of the 7th Beijing Lawyers Association* (第七屆北京市律師協會房地產開發專業委員會), a member of the Merger and Reorganization Professional Committee of the 7th Beijing Lawyers Association* (第七屆北京市律師協會兼併與重組專業委員會), and the external supervisor of China Credit Trust Co., LTD* (中誠信託有限責任公司). Mr. Huang has successively worked for People's Education Press; served as a lawyer of Beijing Yuecheng Law Firm* (北京岳成律師事務所律師); and held positions as a lawyer, senior partner and executive partner of Beijing Jingyuan Law Firm* (北京市京元律師事務所); a senior partner, executive partner and executive director of Beijing Jurision Law Group. He also served as an independent director of Xi'an LONGi Silicon Materials Co., Ltd.*

(西安隆基硅材料股份有限公司) (now LONGi Green Energy Technology Co., Ltd.). Mr. Huang mainly focuses on investment and M&A, securities and finance, construction and real estate, international business, and intellectual property, covering both non-litigation and various complex litigation (arbitration), including economic crime cases, and has nearly 30 years of legal experience.

Mr. Huang has confirmed that he has met the independence criteria under Rule 3.13 of the Hong Kong Listing Rules. The Board has assessed his independence and believes that he has complied with the independence guidelines as set out in Rule 3.13 of the Hong Kong Listing Rules, and is independent under the terms of the guidelines.

When proposing the election of Mr. Huang as the Independent Director of the Company, the Board and the nomination committee of the Company have followed the procedures for election and appointment of Directors set out in the Articles of Association, the nomination policy for the Directors, the diversity policy for the Board and the development strategy of the Company, and have taken into account a variety of factors, including but not limited to Mr. Huang's age, cultural and educational background, professional experience, skills, knowledge and service term. The Board is of the view that Mr. Huang will provide objective, independent and sufficient opinions and analysis on the operation and management affairs of the Company based on his capabilities and experience as set out in the biographical details, and therefore promote the effective operation and the diversity of the Board.

So far as the Directors are aware and save as disclosed above, Mr. Li and Mr. Huang do not hold any other positions in the Company or any of its subsidiaries, and did not hold any directorship in any listed company in the past three years, and do not have any other major appointments or professional qualifications. Mr. Li and Mr. Huang have no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Mr. Li and Mr. Huang do not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Li will not receive any remuneration or allowance from the Company in respect of his position as a director. The remuneration of him for serving as the general manager of the Company consists of a basic annual salary and a performance-based annual salary. Mr. Huang's remuneration as an Independent Director candidate is RMB180,000 per year (tax inclusive) . The above remuneration amount is determined in accordance with the Company's remuneration policy and factors such as their qualifications and experience, as well as changes in market conditions.

Save as disclosed above, there are no other matters relating to the proposed election of Directors that are required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

III. INTERIM CASH DIVIDEND DISTRIBUTION PLAN FOR 2025

The proposed interim cash dividend distribution plan for 2025 is set out below:

(1) The twenty-fifth meeting of the tenth session of the Board of the Company has proposed to declare an interim dividend of RMB0.09 per share (tax inclusive, based on the Company's total share capital of 11,611,774,184 shares) for 2025, amounting to approximately RMB1,045,059.68 thousand (tax inclusive).

Such dividend will be paid to holders of A Shares in RMB and to holders of H Shares in Hong Kong dollars. The actual amounts of dividend to be paid in HKD shall be converted at the average intermediate exchange rate for HKD to RMB to be announced by the People's Bank of China for the five business days prior to the date of the EGM.

If the interim dividend for 2025 is declared upon consideration and approval at the EGM, it is expected to be paid to those Shareholders who have been registered on the register of members of the Company on 8 October 2025. In order to ascertain the entitlements of the Shareholders to receive the interim dividend, the register of the members of H shares of the Company will be closed from 4 October 2025 to 8 October 2025 (both days inclusive). In order to be entitled to the interim dividend, H Shareholders who have not registered their transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 3 October 2025.

According to the Law on Enterprise Income Tax of the People's Republic of China which came into effect on 1 January 2008 and was amended on 24 February 2017 and 29 December 2018 and its implementation rules, and the Circular on the Issues Concerning Withholding of Enterprise Income Tax for Dividends Distributed by Chinese Resident Enterprises to H-share Holders Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) issued by the State Administration of Taxation on 6 November 2008, the Company is required to withhold enterprise income tax at the rate of 10% before distributing the dividend to non-resident enterprise Shareholders whose names appear on the H Share register of members. H Shares of the Company registered under the name of non-individual Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations and institutions, shall be deemed to be shares held by non-resident enterprise Shareholders. On the basis, the enterprise income tax shall be withheld from dividends payable to such Shareholders. The Company will distribute the dividend to such non-resident enterprise Shareholders after withholding the enterprise income tax at a rate of 10%.

Pursuant to provisions set out in the Circular on Issues Concerning Individual Income Tax Policies (Cai Shui Zi [1994] No. 20) (《關於個人所得税若干政策問題的通知》(财税字[1994]20號)) issued by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, individual foreigners are exempted from individual income tax on dividend distributed by foreign-invested enterprises. When the Company, as a foreign-invested enterprise, distributes the 2025 interim dividend to its individual foreign H Shareholders whose names appear on the Company's register of holders of H Shares on the relevant record date, the Company will distribute the 2025 interim dividend in full to such individual foreign H Shareholders.

Details in relation to profit distribution to investors who invest in the shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai Stock Exchange and the Shenzhen Stock Exchange or investors who invest in the shares of the Company listed on the Shanghai Stock Exchange through the Hong Kong Stock Exchange under the Shanghai-Hong Kong stock connect program and the Shenzhen-Hong Kong stock connect program will be disclosed in the EGM poll results announcement of the Company.

IV. EGM

The Directors propose to put forward the aforementioned resolutions for the Shareholders' approval at the EGM.

To the best of the Directors' knowledge, information and belief, no Shareholder has any material interest in the matters set out in this circular and is required to abstain from voting on the relevant resolutions at the EGM.

V. RECOMMENDATIONS

The Board is of the view that: the aforementioned resolutions are in the interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Huadian Power International Corporation Limited*
Liu Lei
Chairman

* *For identification purposes only*



華電國際電力股份有限公司

Huadian Power International Corporation Limited*

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(Stock Code: 1071)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**EGM**") of Huadian Power International Corporation Limited* (the "**Company**") will be held at 2:30 p.m. on Thursday, 25 September 2025 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China, for the purpose of considering and, if appropriate, by way of polls, approving the following resolutions. Except where the context indicates otherwise, the terms used in this notice have the same meanings as defined in the Company's circular (the "**Circular**") dated 5 September 2025.

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on election of Mr. Li Quancheng (李泉城) as the executive Director of the tenth session of the Board of the Company for a term of office commencing from the conclusion of the EGM and ending on the expiry of the term of the tenth session of the Board

2. To consider and approve the resolution on the election of Mr. Huang Kemeng (黄克孟) as the independent non-executive director of the tenth session of the Board of the Company for a term of office commencing from the conclusion of the EGM and ending on the expiry of the term of the tenth session of the Board

3. To consider and approve interim cash dividend distribution plan for 2025

By order of the Board
Huadian Power International Corporation Limited*
Qin Jiehai
Secretary to the Board

As at the date of this notice, the Board comprises:

Liu Lei (Chairman, Executive Director), Chen Bin (Vice Chairman, Executive Director), Zhu Peng (Vice Chairman, Non-executive Director), Zhao Wei (Non-executive Director), Zeng Qinghua (Non-executive Director), Cao Min (Non-executive Director), Wang Xiaobo (Non-executive Director), Li Guoming (Executive Director), Feng Zhenping (Independent Non-executive Director), Li Xingchun (Independent Non-executive Director), Wang Yuesheng (Independent Non-executive Director) and Shen Ling (Independent Non-executive Director).

Beijing, the PRC
5 September 2025

* *For identification purposes only*

Notes:

1. ELIGIBILITY OF ATTENDING THE EGM AND CLOSURE OF THE H SHARE REGISTER OF MEMBERS

Shareholders of the Company who have been registered on the Company's H share register of members on Friday, 19 September 2025 (the "**Registered Shareholder(s)**") are entitled to attend the EGM conditional upon completion of the necessary registration procedures. The register of members of H shares will be closed by the Company from Friday, 19 September 2025 to Thursday, 25 September 2025, both days inclusive, for the purpose of determining H Shareholders' entitlement to attend the EGM, during which period no transfer of the H shares will be registered.

In order to be entitled to attend the EGM, H Shareholders of the Company whose transfer documents have not been registered are required to deposit their respective instrument(s) of transfer and the relevant share certificate(s) with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Thursday, 18 September 2025.

2. DISTRIBUTION OF INTERIM DIVIDEND FOR 2025 AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

If the interim dividend for 2025 is declared upon consideration and approval at the EGM, it is expected to be paid to those Shareholders who have been registered on the register of members of the Company on 8 October 2025. In order to ascertain the entitlements of the Shareholders to receive the interim dividend, the register of the members of H shares of the Company will be closed from 4 October 2025 to 8 October 2025 (both days inclusive). In order to be entitled to the interim dividend, H Shareholders who have not registered their transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 3 October 2025.

3. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

Registered Shareholders may deliver the necessary registration documents to the Company in person, by post or by facsimile. Upon receipt of the above documents, the Company shall complete the registration procedures in respect of attending the EGM.

4. PROXIES

Registered Shareholder is entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf by completing the "Proxy Form for Use at the Extraordinary General Meeting" (the "**Proxy Form**") or by completing a duplicate copy thereof. A proxy need not be a Shareholder of the Company. Should more than one proxy be appointed, such proxies shall only exercise his/her voting rights on a poll. The Proxy Form shall be signed by a Registered Shareholder or his/her attorney duly authorised in writing. If the Proxy Form is signed by the attorney of a Registered Shareholder, the power of attorney or other documents of authorisation authorising the attorney to appoint the proxy shall be notarised. If the Registered Shareholder is a corporation, the Proxy Form shall be executed under seal or shall be executed by its Director or a duly authorised person. The notarised power of attorney or other authorization documents and the completed Proxy Form shall be delivered to the Secretarial Office of the Board or Computershare Hong Kong Investor Services Limited not less than 24 hours before the time designated for convening the EGM or any adjourn meeting thereof (as the case may be).

5. MISCELLANEOUS

(1) Each of the Shareholders (or his/her proxy) shall exercise his/her voting rights at the EGM according to the number of shares with voting rights represented by him/her and shall be entitled to one vote for each share held.

(2) The EGM is expected to take about half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.

(3) The office address of the Company and the contact details of the Secretarial Office of the Board are as follows:

No. 2 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China
Tel No.: (86)10 8356 7909
Fax No.: (86)10 8356 7963

(4) The address and contact details of Computershare Hong Kong Investor Services Limited are as follows:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
Tel No.: (852) 2862 8555
Fax No.: (852) 2865 0990