
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice.

If you have sold or transferred all your shares in Huaneng Power International, Inc., you should at once hand this circular and, where applicable, the form of proxy to the purchaser or transferee or to the bank, or a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 ELECTION OF INDEPENDENT NON-EXECUTIVE
DIRECTOR; AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING**

The Company will convene the extraordinary general meeting at 9:00 a.m. on 6 August 2026 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC. A notice convening the EGM is set out on page EGM-1 to EGM-3 of this circular. A letter from the Board of the Company is set out on pages 1 to 5 of this circular.

Whether or not you are able to attend the EGM, you should complete and return the form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event by not later than 24 hours before the time appointed for holding such meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so wish. If you attend and vote at the EGM in person, the authority of your proxy will be deemed to have been revoked.

17 July 2026

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DEFINITIONS

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

“A Shares” or “Domestic Shares”	domestic tradable shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“A Shareholder(s)”	holder(s) of A Shares
“Board”	the board of Directors of the Company
“Company” or “Huaneng International”	Huaneng Power International, Inc., a Sino-foreign joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively, and its subsidiaries (as the case may be)
“connected person(s)”	has the meaning ascribed to it in the Hong Kong Listing Rules
“Director(s)”	the director(s) (including independent non-executive directors) of the Company
“EGM”	the 2026 first extraordinary general meeting of the Company to be held at 9:00 a.m. on 6 August 2026 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC to consider and approve the resolution set out in the Notice of EGM
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	17 July 2026, being the latest practicable date prior to the publication 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)
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s)
“subsidiary(ies)”	has the meaning ascribed to it in the Hong Kong Listing Rules

LETTER FROM THE BOARD



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)

Executive Directors:

Wang Kui
Liu Ancang

Registered Address:

Huaneng Headquarters
Startup Zone
Xiong'an New Area
Hebei Province 071000
PRC

Non-executive Directors:

Du Daming
Zhou Yi
Li Lailong
Li Jin
Cao Xin
Gao Guoqin
Ding Xuchun
Wang Jianfeng
Kou Yaozhou

Independent non-executive Directors:

Xia Qing
He Qiang
Zhang Liying
Zhang Shouwen
Dang Ying
Zhang Xianchong

Employee Representative Director:

Wang Yu

17 July 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE
DIRECTOR; AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed election of Mr. Mei Shengwei as an independent non-executive Director, so as to enable you to make an informed decision when voting on the relevant resolution at the EGM, and to give you the notice of the EGM.

2. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 16 June 2026 in relation to the resignation of Mr. Xia Qing from his positions as an independent non-executive Director of the Company, the chairman of the nomination committee of the Board, a member of the strategy committee of the Board, and a member of the audit committee of the Board.

To fill the vacancy of independent non-executive Director arising from the resignation of Mr. Xia Qing, after considering the recommendations of the Nomination Committee, the Board resolved to propose the election of Mr. Mei Shengwei (“**Mr. Mei**”) as an independent non-executive Director of the eleventh session of the Board of the Company. The term of office of Mr. Mei will commence upon the passing of the relevant resolution at the EGM and will continue until the expiry of the term of the eleventh session of the Board. Mr. Mei will be eligible for re-election upon the expiry of his term.

When selecting director candidates, the Nomination Committee applied the Company’s Board Diversity Policy and conducted a comprehensive assessment of the candidate’s qualifications, professional background, industry experience, perspectives, skill sets, and cultural background, to ensure the Board possesses diverse viewpoints and can effectively perform its duties. The Nomination Committee, having reviewed Mr. Mei’s biography, professional background, work experience, skills and independence, has recommended Mr. Mei to the Board as a candidate for appointment as an independent non-executive Director.

The Nomination Committee considers that Mr. Mei meets the director qualification requirements under applicable laws, regulations and the Company’s Articles of Association, and that the nomination and recommendation process complies with the Company’s corporate governance framework and relevant regulations. The Nomination Committee further considers that Mr. Mei has extensive expertise and experience in the fields of power and energy and electrical engineering, with years of research experience in power systems, new energy and energy storage. Mr. Mei is currently a Professor in the Department of Electrical Engineering at Tsinghua University, the Dean of the School of Energy and Electrical Engineering of Qinghai University, and the Chief Expert of China Three Gorges Renewables (Group) Co., Ltd., and previously served as the Vice President of Qinghai University. With his extensive expertise, research experience and technical insights in the fields of power systems, renewable energy and energy storage, Mr. Mei will be able to provide valuable professional advice and independent judgement to the Board in relation to the development of the Company’s energy business and relevant technical matters. Mr. Mei is expected to bring valuable

LETTER FROM THE BOARD

industry expertise and technical insights to the Board, and further enhance the diversity of the Board in terms of industry experience and technical expertise. The Nomination Committee believes that the appointment of Mr. Mei will provide beneficial complementarity to the Board and further enrich its knowledge base and perspectives.

In addition, the Nomination Committee has received a written confirmation of independence from Mr. Mei, pursuant to Rule 3.13 of the Hong Kong Listing Rules. Having assessed his independence against the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules, the Nomination Committee believes that he is not influenced by any factors and is capable of exercising his duties as a director independently. The Nomination Committee has also confirmed that Mr. Mei has no relationships with the directors, senior management, substantial shareholders, or controlling shareholders of the Company or its subsidiaries, thus meeting the independence requirements for an independent non-executive director. After considering the views of the Nomination Committee and reviewing Mr. Mei's biography and written confirmation of independence, and evaluating his independence in accordance with Rule 3.13 of the Hong Kong Listing Rules, the Board is satisfied with Mr. Mei's independence as a candidate for the position of independent non-executive Director.

Having considered Mr. Mei's educational background, professional knowledge, work and research experience, skills and independence, the Board believes that he possesses the qualifications and experience required to discharge the duties of an independent non-executive Director. The Board also considers that Mr. Mei's extensive expertise and technical insights in the fields of power systems, renewable energy and energy storage will contribute to the Board by providing valuable professional perspectives and enhancing its diversity in terms of skills, professional expertise and industry experience. Accordingly, the Board recommends that the Shareholders approve the election of Mr. Mei as an independent non-executive Director at the EGM.

If the relevant resolution is passed at the EGM, the Board will appoint Mr. Mei as a member of the strategy committee and the audit committee of the Board.

Pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, the biographical details of Mr. Mei are as follows:

Mr. Mei Shengwei, aged 61, is a member of the Communist Party of China. He is currently a Professor in the Department of Electrical Engineering at Tsinghua University, the Dean of the School of Energy and Electrical Engineering of Qinghai University, and the Chief Expert of China Three Gorges Renewables (Group) Co., Ltd. He previously served as a Vice President of Qinghai University. Mr. Mei obtained a doctoral degree in Automatic Control from the Institute of Systems Science of the Chinese Academy of Sciences.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Mei has no relationship with the Company's ultimate controlling shareholder or any shareholder holding 5% or more of the Company's shares. As of the Latest Practicable Date, he has not been subject to any penalties or disciplinary actions by the China Securities Regulatory Commission or any other relevant authorities, nor by any securities exchange.

If elected as an independent non-executive Director at the EGM, the Company will enter into a service contract with him. His term of office will commence from the date of approval of the relevant resolution at the EGM and continue until the expiry of the term of the eleventh session of the Board. His remuneration, if appointed, will be determined in accordance with the Company's remuneration policy, and he will be entitled to a fixed annual director fee of RMB300,000 (inclusive of tax) for serving as an independent non-executive Director. Save as disclosed above, as of the Latest Practicable Date, Mr. Mei: (i) has no relationship with any Director, senior management, substantial shareholder, or controlling shareholder of the Company; (ii) has not held any directorship in any listed public company in Hong Kong or overseas in the past three years, nor any other major appointments or professional qualifications; (iii) does not hold any other position with the Company or any of its subsidiaries; and (iv) does not have any interests in the Company's shares or associated shares as defined under Part XV of the Securities and Futures Ordinance.

Furthermore, there are no other matters relating to the proposed appointment of Mr. Mei as an independent non-executive Director that need to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of shareholders.

Mr. Mei has confirmed that: (i) he meets the independence criteria set out in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) he has not had any past or present financial or other interests in the business of the Company or its subsidiaries, nor any relationship with any core connected person of the Company (as defined under the Hong Kong Listing Rules); and (iii) there are no other factors that may affect his independence at the time of nomination.

3. EGM

The Company proposes to convene the EGM at 9:00 a.m. on 6 August 2026 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC, to seek Shareholders' approval of the resolution as set out in the EGM notice. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

No Shareholder with voting rights is required to abstain from voting on the matters to be resolved at the EGM. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, voting at the EGM will be taken by poll. The poll results will be published on the websites of the Company and the Hong Kong Stock Exchange after the relevant meeting in accordance with the Hong Kong Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you should complete the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event, return it to Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish. If you attend the EGM and vote in person, the authority of your proxy will be deemed revoked.

4. CLOSURE OF THE H SHARE REGISTER OF MEMBERS

For the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, the Company will suspend the registration of transfer of H Shares from Monday, 3 August 2026 to Thursday, 6 August 2026 (both days inclusive). To qualify for attending and voting at the EGM, H Shareholders must lodge all transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 31 July 2026. H Shareholders whose names appear on the H Share register of members of the Company at the close of business on Monday, 3 August 2026 will be entitled to attend and vote at the EGM.

5. RECOMMENDATION

The Board considers that the resolution to be proposed at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

By order of the Board
Huaneng Power International, Inc.
Wen Minggang
Joint Company Secretary

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 first extraordinary general meeting (the “**Extraordinary General Meeting**” or “**General Meeting**”) of Huaneng Power International, Inc. (the “**Company**”) will be held at 9:00 a.m. on 6 August 2026 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC for the purposes of considering the following resolution. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 17 July 2026.

ORDINARY RESOLUTION

1. To consider and approve the proposal on the election of an independent director of the Company^(Note 1).

By Order of the Board

Huaneng Power International, Inc.

Wen Minggang

Joint Company Secretary

As at the date of this notice, the directors of the Company are:

Wang Kui (*Executive Director*)

Liu Ancang (*Executive Director*)

Du Daming (*Non-executive Director*)

Zhou Yi (*Non-executive Director*)

Li Lailong (*Non-executive Director*)

Li Jin (*Non-executive Director*)

Cao Xin (*Non-executive Director*)

Gao Guoqin (*Non-executive Director*)

Ding Xuchun (*Non-executive Director*)

Wang Jianfeng (*Non-executive Director*)

Kou Yaozhou (*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*)

Zhang Xianchong (*Independent Non-executive Director*)

Wang Yu (*Employee Representative Director*)

Beijing, the PRC

17 July 2026

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. For the avoidance of doubt, “independent Director” as referred to in Resolution shall be construed as “independent non-executive Director”. For further details regarding the proposed election of Mr. Mei Shengwei as an independent non-executive Director of the Company, please refer to the section headed 2. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR set out in the Company’s circular dated 17 July 2026.

2. Proxy

- (1) A member eligible to attend and vote at the Extraordinary General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder.
- (2) A proxy should be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarised.
- (3) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered, in the case of holders of Domestic Shares, to the Company and, in the case of holders of H Shares, to Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for holding the Extraordinary General Meeting.
- (4) If more than one proxy is appointed by one shareholder, such proxies shall only exercise the right to vote by poll.
- (5) The resolution set out in this notice will be voted on by poll.

3. Registration procedures for attending the Extraordinary General Meeting

- (1) A shareholder or his proxy shall produce proof of identity when attending the meeting. If a shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the Extraordinary General Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person(s) to attend the meeting.
- (2) Shareholders may send the above-mentioned documents to the Company in person, by post or by fax.

4. Registration Matters for H Shareholders

In order to determine the shareholders of H shares who will be entitled to attend the Extraordinary General Meeting, the Company will suspend registration of transfer of H shares from Monday, 3 August 2026 to Thursday, 6 August 2026 (both days inclusive).

In order to qualify to attend and vote at the Extraordinary General Meeting, non-registered share holders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by the relevant share certificates with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 31 July 2026. Shareholders of H shares whose names are recorded in the register of members of the Company on Monday, 3 August 2026 are entitled to attend and vote at the Extraordinary General Meeting.

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

5. Other Matters

- (1) Shareholders and their proxies who attend the meeting shall bear their own accommodation and travelling expenses.

- (2) The address of the Share Registrar for H Shares of the Company, Computershare Hong Kong Investor Services Limited, is set out as follows:

Shops 1712–1716, 17/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (3) Correspondence address of the Company:

Capital Market Department of Huaneng Power International, Inc.
Huaneng Building,
6 Fuxingmennei Street,
Xicheng District, Beijing 100031,
The People's Republic of China

- (4) Contact: Liu Tianyu/Hu Boxuan
Telephone No: (+86)10-6322 6595/(+86)10-6322 6557
Email address: liutianyu@hpi.com.cn/huboxuan@hpi.com.cn

- (5) Time and dates in this notice are Hong Kong time and dates.

6. Special Notice

All shareholders attending the Extraordinary General Meeting are required to produce their identity and shareholder account cards. Proxies appointed by an individual shareholder are also required to produce the proxy forms and their identity cards for registration purpose. A copy of power of attorney is also required in case of proxy appointed by a corporate shareholder. Shareholders who cannot register physically due to their location may do so by mail or fax. Registration is not a prerequisite for a shareholder to attend the Extraordinary General Meeting in accordance with the law.