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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  
2015 ANNUAL GENERAL MEETING  
CHANGE OF BOARD COMMITTEE MEMBER  
2015 FINAL DIVIDEND**

This announcement sets out the resolutions passed at the AGM convened on 23 June 2016.

**THE CONVENING OF AND ATTENDANCE AT THE AGM**

Reference is made to the notice and the supplemental notice of meeting of 2015 annual general meeting (the “AGM” or the “Meeting”) of Huaneng Power International, Inc. (the “Company”) dated 6 May 2016 and 4 June 2016, respectively.

The AGM was held at 9:00 a.m. on 23 June 2016 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People's Republic of China (“PRC”). The convening of the Meeting was in compliance with the Company Law of the PRC and relevant provisions of the Articles of Association of the Company. The Meeting was convened by the board of directors of the Company. As entrusted by the board of directors of the Company, Mr. Fan Xiaxia presided over the Meeting as the chairman of the Meeting. Relevant members of the board of directors of the Company, Supervisors, Company Secretary and senior management of the Company attended the Meeting.

As at the record date (i.e. 2 June 2016), there were totally 15,200,383,440 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:

<b>Number of Shareholders and proxies who attended the AGM (person(s))</b>	44
Of which: A Shares	38
H Shares	6
Total number of Shares carrying voting rights ( <i>share</i> )	11,157,371,609
Of which: A Shares	8,870,843,532
H Shares	2,286,528,077
<b>Percentage of the total number of Shares held by Shareholders and proxies who attended the AGM relative to the total number of Shares carrying voting rights of the Company (%)</b>	73.401909%
Of which: A Shares	58.359341%
H Shares	15.042568%

According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), no persons should abstain from voting on the resolutions tabled at the Meeting. The Company was not aware of any parties indicating their intention to vote only against the resolutions proposed at the Meeting. Save as disclosed above and so far as is known to the Company, none of our shareholders was entitled to attend and abstain from voting in favour of the resolutions at the Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules.

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 Meeting for the purpose of vote-takings.

## STATUS OF THE RESOLUTIONS

After reviewing the resolutions proposed by the board of directors, the shareholders of the Company and their proxies present at the Meeting resolved through voting by way of poll to approve the following resolutions:

### ORDINARY RESOLUTIONS

1. To consider and approve the working report from the Board of Directors of the Company for 2015

11,156,096,493 shares, representing approximately 99.990416% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 1,069,356 shares voted against.

2. To consider and approve the working report from the Supervisory Committee of the Company for 2015

11,156,103,453 shares, representing approximately 99.990451% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 1,065,356 shares voted against.

3. To consider and approve the audited financial statements of the Company for 2015

11,156,199,117 shares, representing approximately 99.990067% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 1,108,212 shares voted against.

4. To consider and approve the profit distribution plan of the Company for 2015

11,155,215,391 shares, representing approximately 99.980674% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 2,156,218 shares voted against.

5. To consider and approve the proposal regarding the appointment of the Company's auditors for 2016

10,892,738,287 shares, representing approximately 99.014715% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 108,392,532 shares voted against.

6. To consider and approve the proposal regarding the change in the Independent Director of the Company

11,020,868,719 shares, representing approximately 99.205307% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 88,283,650 shares voted against.

### **SPECIAL RESOLUTIONS**

7. To consider and approve the proposal regarding the amendments to the articles of association of the Company

11,153,607,195 shares, representing approximately 99.967696% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 3,604,174 shares voted against.

8. To consider and approve the proposal regarding the granting of the general mandate to the Board of Directors to issue domestic shares and/or overseas listed foreign shares

9,729,326,419 shares, representing approximately 87.201235% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 1,427,999,990 shares voted against.

9. To consider and approval the proposal regarding the issue of Domestic and Foreign Perpetual Debts under the General Mandate

10,904,340,584 shares, representing approximately 99.984864% of the total number of shares held by the shareholders (including proxies) present at the AGM carrying voting rights, voted for and 1,650,700 shares voted against.

### **CHANGE OF BOARD COMMITTEE MEMBER**

The board of directors (the “**Board**”) of the Company agrees that Mr. Xu Mengzhou shall act as a member of each of the Audit Committee and the Nomination Committee. The positions mentioned above shall take effect on 23 June 2016.

The resignation of Mr. Zhang Zhouwen from the position of independent non-executive Director of the Eighth Session of the Board shall take effect on 23 June 2016. The Board of the Company is satisfied with the work by Mr. Zhang Zhouwen during his term of tenure, and pays high regards to the contribution he made towards the development of the Company over the years. It expresses its sincere gratitude to him.

## **2015 FINAL DIVIDEND**

### **Closure of Register of Members of H Shares**

In order to determine the H Shareholders entitled to receive the final dividend for 2015 (“**2015 Final Dividend**”), the Company will suspend registration of transfer of H Shares from 1 July 2016 to 7 July 2016 (both days inclusive).

Non-registered holders of H Shares of the Company who have not had their transfer documents registered must deposit the transfer documents accompanied by relevant share certificate(s) to the Company’s H Share Registrar, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 30 June 2016. The H Shareholders whose names are recorded in the register of members of the Company on 7 July 2016 are entitled to receive the 2015 Final Dividend.

## **TAXATION ON RECEIPT OF THE PROPOSED 2015 FINAL DIVIDEND**

### **Non-resident Enterprise Income Tax**

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 non-resident enterprise shareholders whose names appear on the register of members for H share of the Company when distributing 2015 Final Dividends 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 the Shanghai Branch of 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.

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 (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 the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares 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), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-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, 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 H-share holders 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 2015 Final Dividend at RMB0.47 (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 7 July 2016 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 25 August 2016. The exchange rate for dividend paid in Hong Kong dollars was HKD1 to RMB0.83737.

By Order of the Board  
**Huaneng Power International, Inc**  
**Du Daming**  
*Company Secretary*

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

Cao Peixi  
*(Executive Director)*

Guo Junming  
*(Non-executive Director)*

Liu Guoyue  
*(Executive Director)*

Li Shiqi  
*(Non-executive Director)*

Huang Jian  
*(Non-executive Director)*

Fan Xiaxia  
*(Executive Director)*

Mi Dabin  
*(Non-executive Director)*

Guo Hongbo  
*(Non-executive Director)*

Zhu Yousheng  
*(Non-executive Director)*

Li Song  
*(Non-executive Director)*

Li Zhensheng  
*(Independent Non-executive Director)*

Yue Heng  
*(Independent Non-executive Director)*

Geng Jianxin  
*(Independent Non-executive Director)*

Xia Qing  
*(Independent Non-executive Director)*

Xu Mengzhou  
*(Independent Non-executive Director)*

Beijing, the PRC  
24 June 2016