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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 and reply slip 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)**

**PROPOSAL ON ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS  
OF THE COMPANY;  
PROPOSAL ON ELECTION OF NEW SESSION OF THE SUPERVISORY  
COMMITTEE OF THE COMPANY;  
PROPOSAL REGARDING THE ISSUE OF SHORT-TERM DEBENTURES  
BY THE COMPANY;  
PROPOSAL REGARDING THE ISSUE OF SUPER SHORT-TERM DEBENTURES  
BY THE COMPANY;  
PROPOSAL REGARDING THE ISSUE OF DEBT FINANCING INSTRUMENTS  
(BY WAY OF NON-PUBLIC PLACEMENT);  
PROPOSAL REGARDING THE GRANTING OF THE GENERAL MANDATE TO  
ISSUE DOMESTIC AND/OR OVERSEAS DEBT FINANCING INSTRUMENTS;  
AND  
PROPOSAL REGARDING THE GENERAL MANDATE TO ISSUE SHARES**

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The Company will convene the AGM at 9:00 a.m. on 13 June 2017 at Conference Room A102, the headquarters of the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC. A notice convening the AGM is set out on pages 22 to 26 of this circular.

A reply slip and a form of proxy for use at the AGM are enclosed. If you intend to attend the AGM, you should complete and return the reply slip in accordance with the instructions printed thereon as soon as possible.

Whether or not you are able to attend the AGM, you should complete and return the form of proxy in accordance with the instructions printed thereon and return it to Hong Kong Registrars 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 (i.e. before 9:00 a.m. on 12 June 2017) or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

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## DEFINITIONS

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

“A Share(s)”, “Domestic Share(s)”	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
“ADSs”	American Depositary Shares, each representing the ownership of 40 H Shares, which are listed on the New York Stock Exchange Inc.
“AGM”, “General Meeting”	the 2016 annual general meeting of the Company to be held at 9:00 a.m. on 13 June 2017 at Conference Room A102, the headquarters of the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC
“Board”	the board of Directors of the Company
“Company”, “HPI”	Huaneng Power International, Inc., a sino-foreign joint stock limited company incorporated in the PRC and the H Shares, ADSs and A Shares of which are listed on the Hong Kong Stock Exchange, the New York Stock Exchange Inc. and the Shanghai Stock Exchange, respectively, and its subsidiaries (as the case may be)
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) (including independent non-executive directors) of the Company
“H Share(s)”	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
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”, “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	the shareholders of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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LETTER FROM THE BOARD

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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)**

*Directors:*

Cao Peixi  
Guo Junming  
Liu Guoyue  
Fan Xiaxia  
Li Shiqi  
Huang Jian  
Mi Dabin  
Guo Hongbo  
Zhu Yousheng  
Li Song

*Legal Address:*

Huaneng Building  
6 Fuxingmennei Street  
Xicheng District  
Beijing 100031  
PRC

*Independent Non-executive Directors:*

Li Zhensheng  
Yue Heng  
Geng Jianxin  
Xia Qing  
Xu Mengzhou

28 April 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL ON ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS  
OF THE COMPANY;  
PROPOSAL ON ELECTION OF NEW SESSION OF THE SUPERVISORY  
COMMITTEE OF THE COMPANY;  
PROPOSAL REGARDING THE ISSUE OF SHORT-TERM DEBENTURES  
BY THE COMPANY;  
PROPOSAL REGARDING THE ISSUE OF SUPER SHORT-TERM DEBENTURES  
BY THE COMPANY;  
PROPOSAL REGARDING THE ISSUE OF DEBT FINANCING INSTRUMENTS  
(BY WAY OF NON-PUBLIC PLACEMENT);  
PROPOSAL REGARDING THE GRANTING OF THE GENERAL MANDATE TO  
ISSUE DOMESTIC AND/OR OVERSEAS DEBT FINANCING INSTRUMENTS;  
AND  
PROPOSAL REGARDING THE GENERAL MANDATE TO ISSUE SHARES**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with relevant information to enable you to make an informed decision on whether to vote for or against the proposals relating to (among others) the proposal on election of new session of the Board of Directors of the Company, the proposal on election of new session of the Supervisory Committee of the Company, the proposal regarding the issue of short-term debentures by the Company, the proposal regarding the issue of super short-term debentures by the Company, the proposal regarding the issue of debt financing instruments (by way of non-public placement), the proposal regarding the granting of the general mandate to issue domestic and/or overseas debt financing instruments and the proposal regarding the general mandate to issue new shares to be proposed at the AGM.

### 2. PROPOSALS ON ELECTION OF NEW SESSIONS OF THE BOARD OF DIRECTORS AND SUPERVISORY COMMITTEE OF THE COMPANY

The term of the Eighth Session of the Board of Directors and the Supervisory Committee of the Company will expire upon conclusion of the forthcoming Annual General Meeting of the Company. The Company has been informed that, among the members of the Eighth Session of the Board of Directors, Mr. Li Shiqi (Non-executive Director), Mr. Zhu Yousheng (Non-executive Director), Ms. Li Song (Non-executive Director), Mr. Li Zhensheng (Independent Non-executive Director) and Mr. Xia Qing (Independent Non-executive Director) will retire and will not stand for re-election as candidate Directors of the Ninth Session of the Board of Directors.

The other Directors and Supervisors of the Eighth Session of the Board of Directors and the Supervisory Committee (save for the Staff Representative Supervisors) have confirmed that they will offer themselves for re-election at the Annual General Meeting of the Company.

To the best of the Directors' knowledge, information and belief having made reasonable enquiry regarding the retirement of Directors and Supervisors, there are no disagreements among the Directors and among the Supervisors and there are no matters that need to be brought to the attention of the Shareholders.

In addition to the proposed re-election of Directors and Supervisors, the Board of Directors and the Supervisory Committee have respectively proposed the following new appointments to constitute the Ninth Session of the Board of Directors and the Supervisory Committee:

- (i) Mr. Wang Yongxiang, Mr. Cheng Heng and Mr. Lin Chong as the Non-executive Directors;  
and
- (ii) Mr. Liu Jizhen and Mr. Xu Haifeng as Independent Non-executive Directors.

Biographies of the Directors and Supervisors proposed to be elected and appointed at the AGM are set out in Appendix I to this circular.

The above proposals shall be submitted to the AGM as ordinary resolutions for consideration and approval by the Shareholders.

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## LETTER FROM THE BOARD

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### **3. PROPOSAL REGARDING THE ISSUE OF SHORT-TERM DEBENTURES BY THE COMPANY**

The Board of Directors of the Company proposed that (1) the Company be authorised to issue short-term debentures (in either one or multiple tranches) of a principal amount up to RMB15 billion (which means that the outstanding principal balance of the short-term debentures in issue shall not exceed RMB15 billion at any time within the period as prescribed therein) in the PRC within 24 months from the date on which the shareholders' approval is obtained; and (2) an approval to be sought at the general meeting for an unconditional general mandate to be given to the Company's Board of Directors or any two or more Directors to determine the terms and conditions and other relevant matters in relation to the respective tranches of the issue of short-term debentures in accordance with the need of the Company and the market conditions, including but not limited to the final principal amount of the short-term debentures to be issued and the terms thereof within the prescribed scope as set out in (1) above, and to execute all necessary legal documents, and to conduct appropriate disclosures of information.

The above proposal shall be submitted to the AGM as a special resolution for consideration and approval by the Shareholders.

### **4. PROPOSAL REGARDING THE ISSUE OF SUPER SHORT-TERM DEBENTURES BY THE COMPANY**

The Board of Directors of the Company proposed that (1) the Company be authorised to issue super short-term debentures with a principal amount of not exceeding RMB32 billion within 24 months from the date of obtaining an approval at the general meeting (either in one tranche or on a rolling basis, where the outstanding principal balance of the super short-term debentures in issue by the Company shall not exceed RMB32 billion at any time within the period as prescribed therein); (2) an approval to be sought at the general meeting for an unconditional general mandate to be given to the Company's Board of Directors or any two or more Directors to determine the specific terms and conditions and other relevant matters in relation to the respective tranches of the issue of the super short-term debentures in accordance with the need of the Company and the market conditions, including but not limited to the final principal amount of the super short-term debentures to be issued and the terms thereof within the prescribed scope as set out in (1) above, and to execute all necessary legal documents, and to conduct appropriate disclosures of information.

The above proposal shall be submitted to the AGM as a special resolution for consideration and approval by the Shareholders.

### **5. PROPOSAL REGARDING THE ISSUE OF DEBT FINANCING INSTRUMENTS (BY WAY OF NON-PUBLIC PLACEMENT)**

The Board of Directors of the Company proposed that (1) the Company be authorised to issue debt financing instruments (either in one or multiple tranches) with a principal amount of not exceeding RMB24 billion by way of non-public placement (which means that the outstanding principal balance of the non-public placement of debt financing instruments in issue shall not exceed RMB24 billion at any time within the period as prescribed therein) within 24 months from the date of obtaining an approval at the general meeting; (2) an approval to be sought at the general meeting for an unconditional general mandate to be

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## LETTER FROM THE BOARD

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given to the Company's Board of Directors or any two or more Directors to determine the specific terms and conditions and other relevant matters in relation to the respective tranches of the issue in accordance with the need of the Company and the market conditions, including but not limited to the final principal amount of the financial instruments to be issued and the terms thereof within the prescribed scope as set out in (1) above, and to execute all necessary legal documents, and to conduct appropriate information disclosures.

The above proposal shall be submitted to the AGM as a special resolution for consideration and approval by the Shareholders.

### **6. PROPOSAL REGARDING THE GRANTING OF THE GENERAL MANDATE TO ISSUE DOMESTIC AND/OR OVERSEAS DEBT FINANCING INSTRUMENTS**

The Board of Directors of the Company proposed that:

- i. the Company shall, subject to the approval of relevant regulatory authority and within 24 months from the date of obtaining approval at its general meeting, issue domestic and/or overseas debt financing instruments (in either one or multiple tranches on a rolling basis) with a principal amount of up to RMB29.3 billion or equivalent in or outside the People's Republic of China, such instruments including but not limited to corporate bonds and enterprise bonds in the domestic market, medium-term notes in the interbank bond market, offshore RMB-denominated bonds, overseas USD denominated bonds and bonds denominated in other foreign currencies in the overseas market (including domestic and overseas perpetual bonds, which include without limitation perpetual MTNs, renewable corporate bonds and renewable enterprise bonds in the domestic market, perpetual bonds in the overseas market or other perpetual bonds denominated in RMB or any other foreign currency that are permitted under applicable laws and regulations to be issued in or outside the People's Republic of China without a definite maturity date). (For the avoidance of doubt, reference to "debt financing instruments" in this proposal does not include short-term debentures, super short-term debentures and private placement notes issued in the domestic interbank bond market.)
- ii. an approval is proposed to be obtained at the general meeting for granting an unconditional general mandate to the Board or more than two Directors of the Company to, based on the Company's needs and market conditions and in accordance with relevant regulatory requirements, determine the terms and conditions for the issue of the relevant debt financing instruments and attend to other relevant matters (which include but are not limited to):
  - (1) determining the details regarding the issue of the relevant debt financing instruments, including but not limited to the type of the bond to be issued, the issuer, whether to issue in tranches, the currency, amount and term of each tranche, the term for and method of repayment of the principal and accrued interest, the method of issue, the method and terms of placement, the interest rate and ways to determine it, and the security arrangements. Issue of corporate bonds in the domestic market must also meet the following requirements: the bonds under such issue shall have a maturity of no more than 20 years (except perpetual bonds) and could be bonds with a single maturity date or a portfolio of bonds with different maturity dates; the proceeds of the issue will be used to meet the Company's production and operation needs, adjust its debt structure,



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## LETTER FROM THE BOARD

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replenish its working capital and/or make project investments; subject to the provisions of applicable laws and regulatory requirements, the issue may be a public or non-public issue or a placement to the shareholders of the Company. Method of issue and placement details (including whether to place or not and the size of placement) shall be determined by the Board or more than two Directors of the Company according to market conditions and details of the issue.

- (2) representing the Company in engaging in all the negotiations, signing all the agreements and other necessary documents and making proper disclosures of information in connection with the issue of the relevant debt financing instruments;
  - (3) procuring approval of the issue of the relevant debt financing instruments with relevant regulatory authority and making proper adjustments to the detailed issue plan based on the comments and opinions, if any, of the regulatory authority; and
  - (4) taking all the necessary actions to decide on/attend to other particular matters relating to the issue of the relevant debt financing instruments.
- iii. The resolution adopted at the Company's general meeting in relation to the issue of the relevant debt financing instruments shall be valid for 24 months from the date of adoption of such resolution. If the Board or more than two Directors have determined the issue or partial issue of the relevant debt financing instruments within the validity term of the mandate and the Company has procured the approval, permit, filing or registration, as applicable, for the issue with relevant regulatory authority, the Company may complete the issue or partial issue of the relevant debt financing instruments within the term of validity of such approval, permit, filing or registration.

The above proposal shall be submitted to the AGM as a special resolution for consideration and approval by the Shareholders.

### **7. PROPOSAL REGARDING THE GENERAL MANDATE TO ISSUE SHARES**

The Company seeks to obtain approval from its Shareholders for the General Mandate to issue Shares.

Scope of the authorisation is set out below:

- (1) Subject to paragraphs (3) and (4) and pursuant to the Company Law and the relevant regulations of the places where the shares of Huaneng Power International are listed (as amended from time to time), the Board (or the directors authorised by the Board) be and is hereby granted an unconditional general mandate to exercise all the powers of Huaneng Power International within the Relevant Period (as defined below) to separately or concurrently allot, issue and deal with domestic shares and/or overseas listed foreign shares (including securities

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## LETTER FROM THE BOARD

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convertible into shares, option to subscribe for any shares or such convertible securities), and to determine the terms and conditions for allotting, issuing and dealing with such new shares including but not limited to the following terms:

- (a) class and number of new shares to be issued;
  - (b) pricing mechanism and/or issue price of the new shares to be issued (including price range);
  - (c) the starting and closing dates of such issue;
  - (d) the class and number of the new shares to be issued to existing shareholders; and/or
  - (e) the making or granting of proposals, agreements and options for the purpose of exercising the authority mentioned above.
- (2) The approval in paragraph (1) shall authorise the Board (or the directors authorised by the Board) of Huaneng Power International within the Relevant Period, to make or grant any offers, commitments and options of which might be exercised after the expiry of the Relevant Period.
- (3) The number of new domestic shares or new overseas listed foreign shares (other than those issued by conversion of the surplus reserve into share capital in accordance with the Company Law of the PRC and the articles of Huaneng Power International) conditionally or unconditionally separately or concurrently allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board (or the directors authorised by the Board) of Huaneng Power International within the Relevant Period pursuant to the approval in paragraph (1) shall not exceed 20% of each class of the existing domestic shares and overseas listed foreign shares of Huaneng Power International in issue at the time when this resolution is passed at the Annual General Meeting.
- (4) In exercising the mandate granted in paragraph (1) above, the Board (or the directors authorized by the Board) of Huaneng Power International shall a) comply with the Company Law of the PRC and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of Huaneng Power International are listed; and b) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.
- (5) For the purpose of this resolution:
- “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of Huaneng Power International; and

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## LETTER FROM THE BOARD

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- (ii) the date on which the general mandate set out in this resolution is revoked or varied by a special resolution of the shareholders of Huaneng Power International at a general meeting.
- (6) Subject to the approval(s) of the relevant authorities of the PRC and in accordance with the relevant laws, administrative regulations, and the regulatory stipulations of the places where the shares of Huaneng Power International are listed and the articles of Huaneng Power International, the Board (or the directors authorised by the Board) Huaneng Power International be and is hereby authorised to increase the registered capital of Huaneng Power International in accordance with the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board (or the directors authorised by the Board) of Huaneng Power International be and is hereby authorized to sign any necessary documents, complete any necessary formalities and procedures and take other necessary steps to complete the allotment, issuance and listing of the new shares upon the exercise of the powers pursuant to paragraph (1) above, provided the same do not violate the relevant laws, administrative regulations, the relevant regulatory stipulations of the places where the shares of Huaneng Power International are listed and the articles of Huaneng Power International.
- (8) Subject to the approval of the relevant PRC authorities, the Board (or the directors authorised by the Board) of Huaneng Power International be and is hereby authorized to make appropriate and necessary amendments to the articles of Huaneng Power International after completion of the allotment and issue of new shares with reference to the method, type and number of new shares allotted and issued by Huaneng Power International and the shareholding structure of Huaneng Power International at the time of completion of the allotment and issue of new shares in order to reflect the alteration of the share capital structure and registered capital of Huaneng Power International pursuant to the exercise of this general mandate.

No shareholders' class meetings shall be required to be convened by the Company when the Board of Directors exercises the General Mandate to issue A Shares. If, as required by the relevant domestic law and regulations in the PRC, a general meeting needs to be convened even if the General Mandate to issue Shares is obtained, then it is still subject to the approval by all Shareholders at the general meeting.

As at the Latest Practicable Date, the Company had in issue 15,200,383,440 Shares comprising 10,500,000,000 A Shares and 4,700,383,440 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 2,100,000,000 A Shares and/or 940,076,688 H Shares on the basis that no further A Shares and/or H Shares will be issued by the Company prior to the General Meeting.

The above proposal shall be submitted to the AGM as a special resolution for consideration and approval by the Shareholders.

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## LETTER FROM THE BOARD

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### 8. THE AGM

A notice convening the AGM to be held at 9:00 a.m. on 13 June 2017 at Conference Room A102, the headquarters of the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the PRC is set out on pages 22 to 26 of the circular. No shareholder is required to abstain from voting in connection with the matters to be resolved at the AGM. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, voting at the AGM will be conducted by poll. The poll results will be published on the websites of the Company and of the Hong Kong Stock Exchange in accordance with the Hong Kong Listing Rules following the AGM.

Whether or not you intend to attend the meeting in person, you are requested to complete and return the reply slip and the form of proxy in accordance with the instructions printed thereon. The form of proxy should be completed and returned to Hong Kong Registrars Limited (for holders of H Shares of the Company) at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the Company's head office in China (for holders of Domestic Shares of the Company), as soon as possible and in any event not later than 24 hours before the time fixed for holding the AGM (i.e. before 9:00 a.m. on 12 June 2017) 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.

### 9. RECOMMENDATIONS

The Board believes that the proposed resolutions set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the resolutions as set out in the notice of the AGM.

### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully

By order of the Board

**Huaneng Power International, Inc.**

**Du Daming**

*Company Secretary*

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## APPENDIX I BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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*Biographies of the Directors and Supervisors (as at the Latest Practicable Date) proposed to be elected and appointed at the AGM are set out as follows:*

### DIRECTORS

#### Executive Directors and Non-executive Directors

**CAO Peixi**, aged 61, is currently the Chairman of the Company, the President of Huaneng Group, and the Director of HIPDC and Huaneng Renewables Co. Ltd. (listed on the Hong Kong Stock Exchange). He was the Head of Qingdao Power Plant, Deputy Chief (Vice President) of Shandong Power Company (Bureau), Chairman and President of Shandong Power Group Corporation, Vice President and President of China Huadian Corporation and the Chairman of Huadian Power International Corporation Limited (listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange). He was graduated from Shandong University, majoring in electrical engineering. He holds a postgraduate degree of master in engineering awarded by the Party School of the Central Committee, and is a researcher-grade senior engineer.

Save the work relationship disclosed in the qualifications above, Mr. Cao Peixi does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Cao been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Cao Peixi does not hold any shares.

The Company proposes to re-appoint Mr. Cao as the Executive Director for a term of three years. Mr. Cao will not receive any director's fees. Mr. Cao does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Cao which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**GUO Junming**, aged 51, is currently the Vice Chairman of the Company, the Chief Accountant of Huaneng Group and Director of HIPDC. He was the Deputy Chief Accountants of Longyuan Power Group Corporation, Deputy Chief of the Finance Department of the Accounting Department of Power Grid Development Branch (Power Grid Development Department) of State Electric Power Corporation, Vice President and President of China Huaneng Finance Co. Ltd., President of Huaneng Capital Services Co. Ltd., Deputy Chief Accountant and Manager of the Finance Department of Huaneng Group and Chairman of the Company's Supervisory Committee. He graduated from Shanxi Finance and Economic Institute, majoring in business finance and accounting, and holds a bachelor's degree in economics. He is also a senior accountant.

Save the work relationship disclosed in the qualifications above, Mr. Guo Junming does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Guo been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Guo Junming does not hold any shares.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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The Company proposes to re-appoint Mr. Guo as the Non-executive Director for a term of three years. Mr. Guo will not receive any director's fees. Mr. Guo does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Guo which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**LIU Guoyue**, aged 53, is currently a Director and the President of the Company, Vice President of Huaneng Group, Chairman of Huaneng Shidaowan Nuclear Power Co., Ltd., Chairman of Huaneng Shandong Shidaowan Nuclear Power Ltd., an Executive Director of Huaneng Power International Fuel Co., Ltd., the Chairman of Shanghai Times Shipping Limited Company, a Director of SinoSing Power Pte. Ltd., the Chairman of Tuas Power Ltd., Tuas Power Supply Pte Ltd. and Tuas Power Utilities Pte Ltd.. He was the Chief of Huaneng Shang'an Power Plant and Huaneng Dezhou Power Plant, the Vice President of the Company. He graduated from North China Electric Power University, majoring in thermal engineering. He holds a doctor's degree in engineering. He is a senior engineer.

Save the work relationship disclosed in the qualifications above, Mr. Liu Guoyue does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Liu been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Liu Guoyue does not hold any shares.

The Company proposes to re-appoint Mr. Liu as the Executive Director for a term of three years. Mr. Liu will not receive any director's fees. Mr. Liu does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Liu which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**FAN Xiaxia**, aged 55, is currently a Director and the Vice President of the Company and the Vice President of Huaneng Group. He was the Deputy Director of General Administration Division of Engineering Department and General Department of HIPDC, Deputy Manager of the Company's Nantong Branch, Deputy Manager of Engineering Administration Department of HIPDC, Deputy Manager and Manager of International Cooperation and Commerce Department of the Company, Manager of Engineering Administration Department of the Company, an Assistant to the President of the Company and the General Manager (Officer) of the Company's Zhejiang Branch (Yuhuan Power Plant Preparatory Office). He graduated from the Economic Management School of Tsinghua University with a EMBA degree. He is a senior engineer.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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Save the work relationship disclosed in the qualifications above, Mr. Fan Xiaxia does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Fan been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Fan Xiaxia does not hold any shares.

The Company proposes to re-appoint Mr. Fan as the Executive Director for a term of three years. Mr. Fan will not receive any director's fees. Mr. Fan does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Fan which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**HUANG Jian**, aged 54, is currently a Director of the Company, an Assistant to the President of Huaneng Group, a director of Huaneng Capital Services Co., Ltd. and the Chairman of the Supervisor Committee of Huaneng Renewables Co., Ltd. (listed on the Hong Kong Stock Exchange). He was the Deputy Director of Costs and Price Division and Director of Price General Division of the Finance Department of HIPDC, Chief Accountant of Beijing Branch of HIPDC, Deputy Manager of the Finance Department of Huaneng Development, Deputy Chief Accountant, Chief Accountant, Vice President, Board Secretary of the Company, Deputy Chief Economist and Chief of Financial Planning Department of Huaneng Group. Mr. Huang graduated from the Department of Accounting of Institute of Fiscal Science of the Ministry of Finance with a postgraduate degree of master in economics. He is a senior accountant.

Save the work relationship disclosed in the qualifications above, Mr. Huang Jian does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Huang been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Huang Jian does not hold any shares.

The Company proposes to re-appoint Mr. Huang as the Non-executive Director for a term of three years. Mr. Huang will not receive any director's fees. Mr. Huang does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Huang which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**WANG Yongxiang**, aged 51, is currently the Chairman of Huaneng International Power Development Corporation (HIPDC), the General Manager of GreenGen Co., Ltd., the Chief of the Power Development Business Division of China Huaneng Group, the Chief of the Shale Gas Exploitation

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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and Utilization Office of China Huaneng Group and the director of Huaneng Lancang River Hydropower Co., Ltd. Mr. Wang has formerly served as the Deputy Manager of Sinohydro Bureau 14 Co. Ltd. No. 2 Hydro Company and the Deputy Director and Manager of Three Gorges Construction Bureau, the Secretary of the CPC Committee and Deputy Director of the Qujing branch of Sinohydro Bureau 14 Co. Ltd., the Head of the Research and Design Institute of Sinohydro Bureau 14 Co. Ltd., the Assistant Director and Deputy Director of Sinohydro Bureau 14 Co. Ltd., the Deputy General Manager, General Manager, Executive Vice Chairman and Chairman of Huaneng Lancang River Hydropower Co., Ltd., and the General Manager of China Huaneng Group Yunnan Branch. He graduated from Tsinghua University where he majored in hydraulic engineering and holds a master's degree of engineering (postgraduate diploma). Mr. Wang is a professor-level senior engineer.

Save the work relationship disclosed in the qualifications above, Mr. Wang Yongxiang does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Wang been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Wang Yongxiang does not hold any shares.

The Company proposes to appoint Mr. Wang as the Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Wang will be RMB48,000. Mr. Wang does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Wang which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**MI Dabin**, aged 48, is currently a Director of the Company, the Vice President of Hebei Construction & Investment Group Co., Ltd., Chairman (also as acting President) of Hebei Construction & Energy Investment Co., Ltd. and Chairman of Hebei Xingtai Power Co., Ltd.. He was the Chief Engineer, Vice President and President of Qinhuangdao Power Generation Co., Ltd., President of Qinhuangdao Thermal Power Generation Co., Ltd., an assistant to the President and the Head of Production and Operation Department of Hebei Construction & Investment Group Co., Ltd., President of Qinhuangdao Power Generation Co., Ltd. and Qinhuangdao Thermal Power Generation Co., Ltd. He graduated from North China Electric Power University, majoring in Power Engineering and holds a master's degree. He is a senior engineer.

Save the work relationship disclosed in the qualifications above, Mr. Mi Dabin does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Mi been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Mi Dabin does not hold any shares.



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## APPENDIX I      BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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The Company proposes to re-appoint Mr. Mi as the Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Mi will be RMB48,000. Mr. Mi does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Mi which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**GUO Hongbo**, aged 48, is currently a Director of the Company, the Chairman of Liaoning Energy Investment (Group) Limited Liability Company, a Director of Shenyang Jinshan Energy Co., Ltd., and Vice Chairman of Liaoning Haitong New Energy Low-carbon Industry Equity Investment Fund Limited. He was the President and Vice Chairman of Liaoning Energy Investment (Group) Limited Liability Company. Mr. Guo graduated from Jilin University, majoring in administrative management, and holds a postgraduate degree of MBA. He is a researcher-grade senior engineer.

Save the work relationship disclosed in the qualifications above, Mr. Guo Hongbo does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Guo been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Guo Hongbo does not hold any shares.

The Company proposes to re-appoint Mr. Guo as the Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Guo will be RMB48,000. Mr. Guo does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Guo which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**CHENG Heng**, aged 53, is currently the Deputy General Manager of Jiangsu Province Investment Management Co., Ltd. and also the director of Huaneng Huaiyin No. 2 Power Generation Co., Ltd., Huaneng Nanjing Jinling Power Generation Co., Ltd., Huaneng Jinling Gas Turbine Cogen-Power Co., Ltd. and Huaneng Nanjing Gas Turbine Power Generation Co., Ltd. Mr. Cheng has formerly served as the Deputy Manager of the Planning Department of Jiangsu International Trust Investment Corporation Limited, the Deputy General Manager of Jiangsu Changshu Electric Power Generating Co., Ltd. and the General Manager of the Energy Investment No. 2 Department of Jiangsu Province Investment Management Co., Ltd. He is an economist with a college diploma.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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Save the work relationship disclosed in the qualifications above, Mr. Cheng Heng does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Cheng been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Cheng Heng does not hold any shares.

The Company proposes to appoint Mr. Cheng as the Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Cheng will be RMB48,000. Mr. Cheng does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Cheng which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**LIN Chong**, aged 53, is currently the Deputy General Manager of Fujian Investment & Development Group Co., Ltd., the Chairman of Fujian Zhongmin Offshore Wind Power Co., Ltd., the Vice Chairman of Fujian Sanming Nuclear Power Co., Ltd., the Vice Chairman of Chinalco Southeast Copper Co., Ltd., the director of Fujian Motor Industry Group Co., Ltd., the director of Fujian Fuqing Nuclear Power Co., Ltd. and the director of King Long Motor Group. Mr. Lin has formerly served as the GM Assistant of Fujian Investment & Development Group Co., Ltd., the Director of the Preparatory Office for Fuzhou Baiyun Pumped Storage Hydropower Station, and the Chairman of Fujian Zhongmin Energy Investment Co., Ltd. He graduated from Chongqing University where he majored in electric power system and its automation and holds a master's degree of science in engineering (postgraduate diploma). Mr. Lin is a senior engineer.

Save the work relationship disclosed in the qualifications above, Mr. Lin Chong does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Lin been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Lin Chong does not hold any shares.

The Company proposes to appoint Mr. Lin as the Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Lin will be RMB48,000. Mr. Lin does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does she have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Lin which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is she involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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### Independent Non-executive Directors

**YUE Heng**, aged 42, is an Independent Director of the Company and an Associate Professor of Singapore Management University. He is the winner of the first session of China National Funds for Distinguished Young Scientists, the winner of New Century Excellent Talents of the Ministry of Education 2012, the leading accounting talent of Ministry of Finance, the Councilor of Accounting Society of China and the Deputy Editor-in-Chief of CJAS magazine of Accounting Society of China. He was the Associate Professor, Professor, Dean and Doctorate Mentor of Accounting Department of Guanghua Management School of Peking University. He graduated from Tulane University in the United States with a doctor's degree in accounting.

Save the work relationship disclosed in the qualifications above, Mr. Yue Heng does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Yue been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Yue Heng does not hold any shares.

The Company proposes to re-appoint Mr. Yue as the Independent Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Yue will be RMB74,000. Mr. Yue does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Yue which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**GENG Jianxin**, aged 62, is an Independent Director of the Company, a Professor and Doctorate Mentor of Renmin University of China, an Independent Director of Shenzhen Qixin Corporation Ltd. and Triangle Tire Co., Ltd.. He was an assistant accountant of the Geophysical Exploration Company of the Ministry of Metallurgical Industry and associate professor of Hebei University of Economics and Business. He graduated from the Renmin University of China specializing in accounting and holds a doctor's degree.

Save the work relationship disclosed in the qualifications above, Mr. Geng Jianxin does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Geng been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Geng Jianxin does not hold any shares.

The Company proposes to re-appoint Mr. Geng as the Independent Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Geng will be RMB74,000. Mr. Geng does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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In addition, there is no other information in relation to Mr. Geng which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**XU Mengzhou**, aged 66, is an Independent Director of the Company, a professor at the Remin University of China, an independent director of Shangdong Hualu-Hengsheng Chemical Co., Ltd. and ENN Ecological Holdings Co., Ltd. He graduated from the Remin University of China with a PhD degree in Economic Laws and served as a professor at the Law School and the International College of the Remin University of China.

Save the work relationship disclosed in the qualifications above, Mr. Xu Mengzhou does not have any other connections and relationships with Huaneng International, it's controlling shareholders or de facto controllers. Nor has Mr. Xu been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Xu Mengzhou does not hold any shares.

The Company proposes to re-appoint Mr. Xu as the Independent Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Xu will be RMB74,000. Mr. Xu does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Xu which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**LIU Jizhen**, aged 65, is a professor, a doctoral supervisor and an academician of the Chinese Academy of Engineering. He is now the Director of the National Key Laboratory of New Energy Power System of North China Electric Power University, a chief scientist of the 973 Program, the Vice President of the China Electricity Council, the Vice President of the Chinese Society for Electrical Engineering, the Vice President of the Chinese Society of Power Engineering, a fellow of the Institution of Engineering and Technology (FIET) and an independent director of Datang International Power Generation Co., Ltd. Mr. Liu was formerly the President of Wuhan University of Hydraulic and Electrical Engineering and the President of North China Electric Power University.

Save the work relationship disclosed in the qualifications above, Mr. Liu Jizhen does not have any other connections and relationships with Huaneng International, it's controlling shareholders or de facto controllers. Nor has Mr. Liu been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Liu Jizhen does not hold any shares.

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## APPENDIX I BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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The Company proposes to appoint Mr. Liu as the Independent Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Liu will be RMB74,000. Mr. Liu does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Liu which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**XU Haifeng**, aged 61, has successively served as the Chairman and General Manager of China Railway Express Co., Ltd., the director and Deputy General Manager of Beijing-Shanghai High Speed Railway Co., Ltd., the Managing Commander-in-Chief of the General Headquarters for the Construction of Beijing-Shanghai High Speed Railway of the Ministry of Railways, and the Vice Chairman and General Manager of Beijing-Shanghai High Speed Railway Co., Ltd. He graduated from Beijing Jiaotong University where he majored in transportation organization and automation. He has an EMBA degree from the Guanghai School of Management of Peking University.

Save the work relationship disclosed in the qualifications above, Mr. Xu Haifeng does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Xu been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Xu Haifeng does not hold any shares.

The Company proposes to appoint Mr. Xu as the Independent Non-executive Director for a term of three years. The pre-tax annual director's fees of Mr. Xu will be RMB74,000. Mr. Xu does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Xu which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

### SUPERVISORS

**YE Xiangdong**, aged 49, is the Chairman of the Supervisory Committee of the Company, the Vice President of Huaneng Group, a Director of HIPDC, the Executive Director of Huaneng Coal Mining Corporation Company and the Chairman of Xi'an Thermal Power Research Institute Co., Ltd.. He was Deputy Chief and Chief of Huaneng Luohuang Power Plant, Deputy Manager of the Safety and Production Department, Manager of the Project Management Department, Assistant to President and Vice President of the Company, the Executive Director and President of Huaneng Hulunbeier Energy Development Company Ltd. and the Chief Engineer of Huaneng Group. He graduated from Chongqing University, majoring in thermal energy, and holds a master's degree in Engineering. He is a senior engineer.

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## APPENDIX I BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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Save the work relationship disclosed in the qualifications above, Mr. Ye Xiangdong does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Ye been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Ye Xiangdong does not hold any shares.

The Company proposes to re-appoint Mr. Ye as the Shareholder Supervisor for a term of three years. Mr. Ye will not receive any supervisor's fees. Mr. Ye does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Ye which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**MU Xuan**, aged 41, is the Vice Chairman of the Supervisory Committee of the Company, the Vice President of Dalian Construction Investment Group Co., Ltd. the Director and President of Dalian LNG Pipeline Co., Ltd. and the Supervisor of Liaoning Hongyanhe Nuclear Power Co., Ltd.. He was the Assistant to the President of Dalian Construction Investment Co., Ltd. and the Assistant to the President of Dalian Construction Investment Group Co., Ltd.. He graduated from Dongbei University of Finance and Economics, majoring in Technical Economy and Management. He is a registered accountant and holds a master degree.

Save the work relationship disclosed in the qualifications above, Mr. Mu Xuan does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Mu been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Mu Xuan does not hold any shares.

The Company proposes to re-appoint Mr. Mu as the Shareholder Supervisor for a term of three years. The pre-tax annual supervisor's fees of Mr. Mu will be RMB48,000. Mr. Mu does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Mu which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

**ZHANG Mengjiao**, aged 53, is currently a Supervisor of the Company and the Manager of the Finance Department of HIPDC. She was the Chief of Division II of the Audit Office, the Chief of the Audit Office of the Finance Department of Huaneng Group and the Deputy Manager of the Finance Department of the Company. She graduated from Xiamen University, majoring in accounting. She holds a Master's Degree in economics and is a senior accountant.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND APPOINTED

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Save the work relationship disclosed in the qualifications above, Ms. Zhang Mengjiao does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Ms. Zhang been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Ms. Zhang Mengjiao does not hold any shares.

The Company proposes to re-appoint Ms. Zhang as the Shareholder Supervisor for a term of three years. Ms. Zhang will not receive any supervisor's fees. Ms. Zhang does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Ms. Zhang which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

**GU Jianguo**, aged 51, is currently a Supervisor of the Company, the Chairman of Nantong Investment & Management Limited Company and the Vice President of Nantong State Owned Assets Investment Holdings Co., Ltd.. He was the Chief of Nantong Investment Management Centre, Director and President of Nantong Investment & Management Limited Company. He graduated from Nanjing University of Aeronautics and Astronautics with a bachelor's degree. He is an economist.

Save the work relationship disclosed in the qualifications above, Mr. Gu Jianguo does not have any other connections and relationships with Huaneng International, its controlling shareholders or de facto controllers. Nor has Mr. Gu been subject to any punishment by China Securities Regulatory Commission or other related departments, or reprimand by any stock exchanges. Mr. Gu Jianguo does not hold any shares.

The Company proposes to re-appoint Mr. Gu as the Shareholder Supervisor for a term of three years. The pre-tax annual supervisor's fees of Mr. Gu will be RMB48,000. Mr. Gu does not have any relationship with any other Directors, Supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no other information in relation to Mr. Gu which is discloseable pursuant to any of the requirements set out in Rules 13.51 (2) (h) to 13.51 (2) (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.



# 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 2016 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2016 annual general meeting (the “**Annual General Meeting**” or “**General Meeting**”) of Huaneng Power International, Inc. (the “**Company**”) will be held at 9:00 a.m. on 13 June 2017 at Conference Room A102, the headquarters the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People's Republic of China for considering and approving the following resolutions:

### ORDINARY RESOLUTIONS

1. To consider and approve the working report from the Board of Directors of the Company for 2016
2. To consider and approve the working report from the Supervisory Committee of the Company for 2016
3. To consider and approve the audited financial statements of the Company for 2016
4. To consider and approve the profit distribution plan of the Company for 2016 (*Note 1*)
5. To consider and approve the proposal regarding the appointment of the Company's auditors for 2017 (*Note 2*)

### SPECIAL RESOLUTIONS

6. To consider and approve the proposal regarding the issue of short-term debentures by the Company (*Note 3*)
7. To consider and approve the proposal regarding the issue of super short-term debentures by the Company (*Note 3*)
8. To consider and approve the proposal regarding the issue of debt financing instruments (by way of non-public placement) (*Note 3*)
9. To consider and approve the proposal regarding the granting of the general mandate of issue domestic and/or overseas debt financing instruments (*Note 3*)
10. To consider and approve the proposal regarding the granting of general mandate to the Board of Directors to issue domestic shares and/or overseas listed foreign shares (*Note 3*)



**ORDINARY RESOLUTIONS**

11. To consider and approve the proposal regarding the election of the new session of the Board of Directors of the Company (*Note 3*)
  - 11.01 To elect Mr. CAO Peixi as the Executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.02 To elect Mr. GUO Junming as the Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.03 To elect Mr. LIU Guoyue as the Executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.04 To elect Mr. FAN Xiaxia as the Executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.05 To elect Mr. HUANG Jian as the Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.06 To elect Mr. WANG Yongxiang as the Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.07 To elect Mr. MI Dabin as the Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.08 To elect Mr. GUO Hongbo as the Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.09 To elect Mr. CHENG Heng as the Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.10 To elect Mr. LIN Chong as the Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.11 To elect Mr. YUE Heng as the Independent Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.12 To elect Mr. GENG Jianxin as the Independent Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.13 To elect Mr. XU Mengzhou as the Independent Non-executive Director of the Ninth Session of the Board of Directors of the Company
  - 11.14 To elect Mr. LIU Jizhen as the Independent Non-executive Director of the Ninth Session of the Board of Directors of the Company

- 11.15 To elect Mr. XU Haifeng as the Independent Non-executive Director of the Ninth Session of the Board of Directors of the Company
12. To consider and approve the proposal regarding the election of the new session of the Supervisory Committee of the Company (*Note 3*)
- 12.01 To elect Mr. YE Xiangdong as the Shareholder Supervisor of the Ninth Session of the Supervisory Committee of the Company
- 12.02 To elect Mr. MU Xuan as the Shareholder Supervisor of the Ninth Session of the Supervisory Committee of the Company
- 12.03 To elect Mr. ZHANG Mengjiao as the Shareholder Supervisor of the Ninth Session of the Supervisory Committee of the Company
- 12.04 To elect Mr. GU Jianguo as the Shareholder Supervisor of the Ninth Session of the Supervisory Committee of the Company

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 ( <i>Executive Director</i> )	Li Zhensheng ( <i>Independent Non-executive Director</i> )
Guo Junming ( <i>Non-executive Director</i> )	Yue Heng ( <i>Independent Non-executive Director</i> )
Liu Guoyue ( <i>Executive Director</i> )	Geng Jianxin ( <i>Independent Non-executive Director</i> )
Fan Xiaxia ( <i>Executive Director</i> )	Xia Qing ( <i>Independent Non-executive Director</i> )
Li Shiqi ( <i>Non-executive Director</i> )	Xu Mengzhou ( <i>Independent Non-executive Director</i> )
Huang Jian ( <i>Non-executive Director</i> )	
Mi Dabin ( <i>Non-executive Director</i> )	
Guo Hongbo ( <i>Non-executive Director</i> )	
Zhu Yousheng ( <i>Non-executive Director</i> )	
Li Song ( <i>Non-executive Director</i> )	

Beijing, the PRC  
28 April 2017

*Notes:*

**1. The profit distribution plan of the Company for 2016**

As per the annual financial statements audited by KPMG Huazhen LLP and KPMG, the net profits attributable to equity holders of the Company for the accounting year ended 31 December 2016 under the PRC GAAP and the International Financial Reporting Standards were RMB8,814.2909 million and RMB8,520.4260 million respectively. Pursuant to the *Company Law of the People's Republic of China* and the Company's Articles, the Company shall apportion 10% of the

net profit attributable to equity holders of the Company for year 2016 based on the calculation according to the PRC GAAP as statutory surplus reserve. There need not be any apportionment when the accumulated statutory surplus reserve is equal to or more than 50% of the registered share capital of the Company. Given that the remaining balance of the statutory surplus reserve of the Company was more than 50% of its registered share capital, there will not be any apportionment of the statutory surplus reserve for 2016. The Company will not apportion any discretionary surplus reserve for 2016.

The Company's proposed profit distribution plan for 2016 is a cash dividend of RMB0.29 (tax inclusive) for each ordinary share of the Company, which is on the basis of the total share capital of the Company. It was estimated that the total amount of cash to be paid as dividends will be RMB4,408.11 million.

**2. Proposal regarding the appointment of the Company's auditors for 2017**

The board of directors (the "Board of Directors") of the Company proposes to appoint KPMG Huazhen LLP as the Company's domestic auditors and the auditors for U.S. 20F annual report, and KPMG as the Company's Hong Kong auditors for 2017 with a total remuneration of RMB44,480,000. In particular, the remuneration for financial audit and for internal control audit were estimated to be RMB34,380,000 and RMB10,100,000 respectively.

3. Please refer to the circular of the Company dated 28 April 2017 for details.

**4. Proxy**

1. A member eligible to attend and vote at the Annual 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 Hong Kong Registrars Limited, not less than 24 hours before the time designated for holding of the Annual General Meeting (i.e. before 9:00 a.m. on 12 June 2017).
4. If more than one proxy is appointed by a shareholders such proxies shall only exercise the right to vote by poll.
5. The resolutions set out in this Notice will be voted by poll.

**5. Registration procedures for attending the Annual 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 Annual 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. Holders of H Shares intending to attend the Annual General Meeting should return the reply slip for attending the Annual General Meeting to the Company on or before 24 May 2017.
3. Shareholders may send the reply slip to the Company in person, by post or by fax.

**6. Registration Matters for H Shareholders**

1. Closure of Register of Members of H Shares for attending the AGM

In order to determine the shareholders of H shares who will be entitled to attend the Annual General Meeting, the Company will suspend registration of transfer of H shares from 24 May 2017 to 13 June 2017 (both days inclusive).

In order to qualify to attend and vote at the Annual General Meeting, non-registered holders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Hong Kong Registrars Limited, at Rooms 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 23 May 2017. Holders of H shares whose names are recorded in the register of member of the Company on 24 May 2017 are entitled to attend the Annual General Meeting.

2. Closure of Register of Members for Payment of the Final Dividend for 2016

In order to determine the H Shareholders entitled to receive the 2016 Final Dividend, the Company will suspend registration of transfer of H Shares from 24 June 2017 to 29 June 2017 (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 23 June 2017. The H Shareholders whose names are recorded in the register of members of the Company on 29 June 2017 are entitled to receive the 2016 Final Dividend.

**7. Other Businesses**

1. Shareholders and their proxies who attend shall bear their own accommodation and travelling expenses.
2. The address of the Share Registrar for H Shares of the Company, Hong Kong Registrars Limited, is at:

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

3. The address for contact:

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 Persons: Zhou Di, Xie Meixin  
Contact Telephone No: (+86) 10 6322 6599 (+86) 10 6322 6590  
Facsimile No: (+86) 10 6641 2321  
Email address: xiemx@hpi.com.cn

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