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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)**

## **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 needs 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.