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**華電國際電力股份有限公司**  
**Huadian Power International Corporation Limited\***

*(A Sino-foreign investment joint stock company limited by shares incorporated in the People's Republic of China (the "PRC"))*  
**(Stock Code: 1071)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the "EGM") of Huadian Power International Corporation Limited\* (the "Company") will be held at 2:30 p.m. on Wednesday, 28 October 2020 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the PRC for the purpose of considering and, if appropriate, by way of polls, approving the following resolutions. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the Company's announcement in relation to the continuing connected transactions dated 11 September 2020 (the "Announcement"). A circular containing, among other things, details of the relevant resolutions is expected to be despatched to the Shareholders on or before 12 October 2020.

**ORDINARY RESOLUTIONS**

1. To consider and approve, by way of separate ordinary resolutions, the entering into by the Company of the Proposed Fuel, Equipments and Services Purchase (Supply) Framework Agreement with China Huadian for a term of three years from 1 January 2021 to 31 December 2023 and the following continuing connected transactions between the Group and China Huadian contemplated thereunder and their respective annual caps; and to authorize the general manager of the Company or his authorized person(s) to make the necessary amendments to the agreement at his/their discretion in accordance with relevant domestic and overseas regulatory requirements and execute the agreement once a consensus is reached, and to complete other necessary procedures and formalities according to the relevant requirements:
  - a. the purchase of fuel by the Group from China Huadian and its subsidiaries and companies whose 30% or more equity interests are directly or indirectly held by China Huadian, and that the annual cap of such continuing connected transactions be set at RMB8 billion for each of the three financial years ending 31 December 2023;

- b. the provision of engineering equipments, systems, products, engineering and construction contracting, environmental protection system renovation project, and Miscellaneous and Relevant Services to the Group by China Huadian and its subsidiaries and companies whose 30% or more equity interests are directly or indirectly held by China Huadian, and that the annual cap of such continuing connected transactions be set at RMB8 billion for each of the three financial years ending 31 December 2023; and
    - c. the sales of fuel and provision of relevant services by the Group to China Huadian and its subsidiaries and companies whose 30% or more equity interests are directly or indirectly held by China Huadian, and that the annual cap of such continuing connected transactions be set at RMB13 billion for each of the three financial years ending 31 December 2023.
2. To consider and approve, by way of ordinary resolution, the entering into by the Company of the Proposed Loan Framework Agreement with China Huadian and the continuing connected transactions contemplated thereunder (an exempted financial assistance under the Hong Kong Listing Rules), and approve China Huadian and its subsidiaries and the companies whose 30% or more equity interests are directly or indirectly held by China Huadian to provide the Group with an annual average loan balance not exceeding RMB20 billion for each of the financial years from 2021 to 2023; and authorize the general manager of the Company or his authorized person(s) to make the necessary amendments to the agreement at their discretion in accordance with relevant domestic and overseas regulatory requirements and execute the agreement once a consensus is reached, and to complete other necessary procedures and formalities according to the relevant requirements, provided that (i) the financing cost of the Group shall not be higher than that available to the Group from the commercial banks for the same financing products with the same term during the same period and the loans are conducted on normal commercial terms or better to the Group; and (ii) the loans are not secured by any of the assets of the Group.
3. To consider and approve, by way of ordinary resolution, the election of Mr. Ding Huande (丁煥德) as the Director of the ninth session of the Board for a term of office from the conclusion of the EGM to the expiry of the term of the ninth session of the Board, and to authorize the Board to determine and finalize his remuneration as the Director (*Note 1*).

By order of the Board  
**Huadian Power International Corporation Limited\***  
**Zhang Gelin**  
*Secretary to the Board*

As at the date of this notice, the board of directors of the Company comprises:

*Wang Xuxiang (Chairman, Executive Director), Ni Shoumin (Vice Chairman, Non-executive Director), Peng Xingyu (Non-executive Director), Luo Xiaoqian (Executive Director), Gou Wei (Non-executive Director), Hao Bin (Non-executive Director), Wang Xiaobo (Non-executive Director), Feng Rong (Executive Director), Wang Dashu (Independent Non-executive Director), Zong Wenlong (Independent Non-executive Director), Feng Zhenping (Independent Non-executive Director) and Li Xingchun (Independent Non-executive Director).*

Beijing, the PRC  
11 September 2020

\* *For identification purposes only*

Notes:

## 1. PROPOSED CHANGE OF THE EXECUTIVE DIRECTOR

### (1) The Resignation

Due to work arrangement, Mr. Wang Xuxiang proposed to resign from his positions as the chairman, an executive Director and a member of the strategy committee of the ninth session of the Board. Mr. Wang Xuxiang's resignation application shall become effective upon the conclusion of the EGM, and is subject to the approval of the appointment of a new executive Director by the Shareholders at the EGM.

Mr. Wang Xuxiang has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its satisfaction with the work done by Mr. Wang Xuxiang during his tenure of service and its high appreciation and sincere gratitude for his contribution to the development of the Company!

### (2) Proposed Appointment

At the Board meeting held on 11 September 2020, the Board has considered and resolved to submit a proposal in relation to the election of Mr. Ding Huande as an executive Director of the ninth session of the Board for Shareholders to consider and approve by way of ordinary resolution at the EGM.

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

Mr. Ding Huande (丁煥德), Chinese nationality, born in August 1962, a senior engineer with a master degree in engineering. He graduated from North China Electric Power University, and currently is the general manager assistant of China Huadian Corporation Limited. Mr. Ding has successively worked in Huangdao Power Plant\* (黃島發電廠), Qingdao Power Plant\* (青島發電廠), Linyi Power Generation Co., Ltd.\* (臨沂發電有限公司), Shandong International Power Development Co., Ltd.\* (山東國際電源開發股份有限公司), Huadian Fuel Co., Ltd.\* (華電燃料有限公司) and Huadian Coal Industry Group Co., Ltd.\* (華電煤業集團有限公司). Mr. Ding has more than 30 years of work experience in power production, scheduling, fuel management, etc.

Save as disclosed in this notice, Mr. Ding Huande has not held any position with the Company or any of its subsidiaries and has not been a director or supervisor in any listed company in the past three years. In addition, save as disclosed in this notice, Mr. Ding Huande has no relationship with any Director, supervisor, senior management, substantial Shareholder or controlling Shareholder of the Company.

As at the date of this notice, Mr. Ding Huande has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval by the Shareholders at the EGM, Mr. Ding Huande will be elected as an executive Director with a term of office commencing from the conclusion of the EGM and ending on the expiry of the term of the ninth session of the Board.

The remuneration of Mr. Ding Huande as the Director will be determined with reference to the remuneration policy of the Company and the factors including his qualification and experience.

Save as disclosed in this notice, the Company considers that there is no other information relating to Mr. Ding Huande that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

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

H Shareholders of the Company whose names appear on the Company's register of members at the close of business on Friday, 25 September 2020 (the "**Registered Shareholder(s)**") are entitled to attend the EGM conditional upon completion of the necessary registration procedures. The register of members of H shares will be closed by the Company from Monday, 28 September 2020 to Wednesday, 28 October 2020, both days inclusive, for the purpose of determining H Shareholders' entitlement to attend the EGM, during which period no transfer of the H shares will be registered.

In order to be entitled to attend the EGM, H Shareholders of the Company are required to deposit their respective instrument(s) of transfer and the relevant share certificate(s) with the H share registrar of the Company, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 25 September 2020.

## 3. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

- (1) Registered Shareholders who intend to attend the EGM are required to deliver the completed and signed written reply slip to the Secretarial Office of the Board of the Company on or before Wednesday, 7 October 2020. Please use the "Reply Slip for Attendance", or a duplicate copy thereof to reply. Save as the requirements mentioned above, Registered Shareholders who intend to attend the EGM shall, if applicable, also deliver copies of their instrument(s) of transfer and the relevant share certificates to the Secretarial Office of the Board of the Company on or before Wednesday, 7 October 2020.
- (2) Registered Shareholders may deliver the necessary registration documents to the Company in person, by post or by facsimile. Upon receipt of the above documents, the Company shall complete the registration procedures in respect of attending the EGM, and shall issue copies or facsimile copies of admission cards for attending the EGM by post or by facsimile. Shareholders or their proxies may produce such copies of the admission cards at the time of attending the EGM in exchange for the original of the admission cards of EGM.

## 4. PROXIES

Registered Shareholder is entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf by completing the "Proxy Form For Use at the Extraordinary General Meeting" (the "**Proxy Form**") or by completing a duplicate copy thereof. A proxy need not be a Shareholder of the Company. Should more than one proxy be appointed, such proxies shall only exercise his/her voting rights on a poll. The Proxy Form shall be signed by a Registered Shareholder or his/her attorney duly authorized in writing. If the Proxy Form is signed by the attorney of a Registered Shareholder, the power of attorney or other documents of authorization authorizing the attorney to appoint the proxy shall be notarized. If the Registered Shareholder is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorized person.

The notarized power of attorney or other authorization documents and the completed Proxy Form shall be delivered to the Secretarial Office of the Board of the Company or Hong Kong Registrars Limited not less than 24 hours before the time designated for convening the EGM (being by 2:30 p.m. on Tuesday, 27 October 2020).

## 5. MISCELLANEOUS

- (1) Each of the Shareholders (or his/her proxy) shall exercise his/her voting rights according to the number of shares with voting rights represented by him/her and shall be entitled to one vote for each share held.
- (2) The EGM is expected to take about half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.
- (3) The office address of the Company and the contact details of the Secretarial Office of the Board are as follows:

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

- (4) The address and contact details of Hong Kong Registrars Limited are as follows:

17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
Tel No.: (852) 2862 8628  
Fax No.: (852) 2865 0990/2529 6087

\* *For identification purposes only*