



# 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)

## Second Proxy Form Applicable for 2020 Second Extraordinary General Meeting

Number of Shares related to this proxy form <sup>(Note 1)</sup>	H Shares/Domestic Shares*
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**Important: If the shareholder(s) of the Company have/has not yet lodged the original proxy form for the 2020 Second Extraordinary General Meeting (issued by the Company along with, among other things, the notice of the 2020 Second Extraordinary General Meeting (the “Meeting” or the “Extraordinary General Meeting”) on 6 November 2020) (the “Original Proxy Form”) with the Company or the Company’s H Share Registrar, shareholders are requested to lodge only this Proxy Form (the “Second Proxy Form” or “Proxy Form”), and if the Original Proxy Form has already been lodged, then please note that:**

- The Second Proxy Form lodged with the Company’s H Share Registrar by the shareholder not less than 24 hours before the time appointed for the holding of the Meeting will revoke and supersede the Original Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
- If no Second Proxy Form is lodged with the Company’s H Share Registrar by the shareholder, the lodged Original Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The authorized proxy of the shareholder holding the Original Proxy Form will be entitled to vote at his/her discretion (if no such instructions are given) on the Proposal regarding the election of a director which was not set out in the Original Proxy Form.

I (We) <sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_ Shareholders’ Account: \_\_\_\_\_ and I.D. No.: \_\_\_\_\_ being the holder(s) of \_\_\_\_\_ H Share(s)/Domestic Share(s)\* <sup>(Note 1)</sup> of Huaneng Power International, Inc. (the “Company”) now appoint <sup>(Note 3)</sup> \_\_\_\_\_ I.D. No.: \_\_\_\_\_ (of \_\_\_\_\_), or failing him the Chairman of the Meeting as my(our) proxy to attend and vote for me(us) on the following resolutions in accordance with the instruction(s) below and on my(our) behalf at the 2020 Second Extraordinary General Meeting (the “Extraordinary General Meeting” or “Meeting”) to be held at 9:00 a.m. on 22 December 2020 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People’s Republic of China for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Extraordinary General Meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion. <sup>(Note 6)</sup>

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
1.	To consider and approve the proposal regarding the continuing connected transactions for 2021 between the Company and Huaneng Group			
2.	To consider and approve the proposal regarding the capital increase of Shengdong Offshore Wind Power			
3.	To consider and approve the proposal regarding the capital increase and share expansion of Huaneng Yantai Renewable Energy			
4.	To consider and approve the proposal regarding the provision of guarantee by Shandong Company to its subsidiary			
5.	To consider and approve the proposal regarding the election of a director			

Date: \_\_\_\_\_

Signature: \_\_\_\_\_ <sup>(Note 5)</sup>

### Notes:

- Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please insert the name and address of your proxy. If this is left blank, the chairman of the Meeting will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the Extraordinary General Meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. YOU WISH TO VOTE ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “ABSTAINED” (SUCH ABSTAINED VOTES WILL BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY OF THE RESOLUTIONS).** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly proposed to the Meeting other than those referred to in the notice for the Meeting and the supplemental notice of the Meeting.
- This form of proxy must be signed underhand by you or your attorney duly authorised in that behalf. If the appointer is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
- This form of proxy together with the power of attorney or other authorisation document(s) which have been notarised, must be delivered, in the case of a holder of Domestic Share(s), to the Company and in the case of a holder of H Share(s), to the H Share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, at least 24 hours before the time designated for the holding of the Extraordinary General Meeting.

\* Please delete as appropriate.