



**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)*

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Huaneng Power International, Inc. (the "Company") will be held at 9:00 a.m. on Wednesday, 28th May, 2003 at Beijing International Convention Centre at No.8 Beichen East Road, Chaoyang District, Beijing, the People's Republic of China for the conduct of approving the following resolutions:

**Ordinary Resolutions:**

1. To consider and approve the working report from the Board of Directors of the Company for year 2002.
2. To consider and approve the working report from the Supervisory Committee of the Company for year 2002.
3. To consider and approve the audited financial statements of the Company for year 2002.
4. To consider and approve the profit distribution plan of the Company for year 2002. *(Note 1)*
5. To consider and approve the proposal regarding the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd as the PRC auditors of the Company and PricewaterhouseCoopers as the Company's international auditors for 2003 with a total remuneration of US\$1.25 million.
6. To consider and approve the proposal regarding the remuneration of independent directors. *(Note 2)*
7. To consider and approve the Rules and Procedures for General Meetings. *(Note 3)*

**Special Resolution:**

8. To consider and approve the proposed amendments to the Articles of Association. *(Note 4)*

By Order of the Board  
**Huang Long**  
*Company Secretary*

Beijing, the PRC  
11th April, 2003

## Notes:

1. Having been audited by PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd. and PricewaterhouseCoopers, the Company's net profit under the PRC GAAP, International Financial Reporting Standards and US GAAP were Rmb4,082,350,589, Rmb3,921,003,301 and Rmb3,895,191,644 respectively. 10% and 7.5% of the net profit for year 2002 of the Company under the PRC GAAP (Rmb4,082,350,589) should be appropriated to the statutory surplus reserve fund and the statutory public welfare fund respectively, amounting to a total of Rmb714,411,353. No appropriation will be made to discretionary surplus reserve fund. According to the articles of association of the Company, dividends for distribution by the Company will be based on the lowest of the amounts determined in accordance with the aforesaid standards. The amount of the profit attributable to shareholders was RMB3,180,780,291. The distribution of profit for year 2002 by the Company should be based on the total issued share capital of 6,000,273,960 shares of the Company as at the year end of 2002, and the Company would make a distribution of cash dividends to all shareholders on the basis of Rmb3.40 (including tax) for each 10 shares of the Company. It is estimated that the total amount of dividends to paid would be Rmb2,040,093,146.40. The remaining Rmb1,140,687,145 would be reserved for future distribution and the Company would not capitalize the statutory surplus reserve fund for this year.
2.
  - (i) During the term of service, the Company shall pay to each independent director an annual allowance of Rmb40,000 (tax exclusive) by two instalments.
  - (ii) The Company shall reimburse to the independent directors all their expenses (including travelling expenses and administrative expenses) reasonably incurred by them for the purpose of attending the meetings of board of directors and shareholders meetings and performing their duties as required by the relevant laws and under the Company's articles of association.
  - (iii) Save and except for the above, the Company shall not provide any other benefits to the independent directors.
3. Details are set out in appendix II to the circular of the Company dated 11th April 2003 and are also available for inspection on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>).
4. Details are set out in appendix I to the circular of the Company dated 11th April 2003 and are also available for inspection on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>).
5. **Eligibility for attending the Annual General Meeting**

Holders of the Company's H Shares whose names appear on the HK\$ Dividend H Shares Register and/or the US\$ Dividend H Shares Register maintained by Hong Kong Registrars Limited and holders of the Company's Domestic Shares whose names appear on the Domestic Shares Register maintained by the Company at the close of business on 28th April, 2003 are eligible to attend the Annual General Meeting.

## **6. Proxy**

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) A proxy may exercise the right to vote by a show of hands or by poll. However, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote by poll.

## **7. Registration procedures for attending the Annual General Meeting**

- (i) 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 persons to attend the meeting.
- (ii) 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 8th May, 2003.
- (iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

## **8. Closure of H Share Register of Members**

The H share register of members of the Company will be closed from 28th April, 2003 to 27th May, 2003 (both days inclusive).

## **9. Other Businesses**

- (i) The Annual General Meeting will last for half day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (ii) The address of the Share Registrar for H Shares of the Company, Hong Kong Registrars Limited, is at:

1901-5  
19/F., Hopewell Centre  
183 Queen's Road East  
Hong Kong

(iii) The registered address of the Company is at:

West Wing,  
Building C,  
Tianyin Mansion,  
2C Fuxingmennan Street,  
Xicheng District,  
Beijing 100031,  
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Please also refer to the published version of this announcement in South China Morning Post.