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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)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION AND ITS  
APPENDICES AND THE ABOLISHMENT OF THE  
SUPERVISORY COMMITTEE**

In light of the implementation of the new Company Law of the People's Republic of China, the China Securities Regulatory Commission (the "CSRC")'s revision of the Guidelines on Articles of Association of Listed Companies and other relevant rules and regulations, and the new amendments to the Corporate Governance Code as contained in Appendix C1 to the Hong Kong Listing Rules by The Stock Exchange of Hong Kong Limited, and taking into account the changes in the Huadian Power International Corporation Limited\* (the "Company")'s share capital and the requirements for compliant operations, the Company proposes to make corresponding amendments to the articles of association of Huadian Power International Corporation Limited (the "Articles of Association") and its appendices, and abolish the supervisory committee of the Company (the "Supervisory Committee") and the Rules of Procedures for the Supervisory Committee accordingly.

**I. Amendments to the Articles of Association and the Abolishment of the Supervisory Committee**

***(I) Adjustment to Share Capital and Registered Capital***

The relevant provisions concerning the total share capital and registered capital shall be amended to update the Company's share capital structure to 11,611,774,184 ordinary Shares and the registered capital to RMB11,611,774,184, so as to ensure consistency with the actual capital condition.

## ***(II) Abolishment of the Supervisory Committee***

The Supervisory Committee will be abolished, with the relevant sections deleted and corresponding references removed or replaced. The original powers and duties of the Supervisory Committee shall be assumed by the audit committee (the “**Audit Committee**”) of the board (the “**Board**”) of the Company, which shall be explicitly responsible for overseeing the Company’s financial matters, internal controls, and compliance management. The coordination arrangements between the Audit Committee and the internal audit department regarding their respective powers and duties and operating mechanisms shall be further clarified to establish a dual-track mechanism where internal audit reports to the Board while also being guided by the Audit Committee. The Audit Committee shall be explicitly involved in the performance evaluation of the head of internal audit. Should the internal audit department discover any significant issues or clues, it shall immediately report directly to the Audit Committee.

## ***(III) Adjustment to the Board Structure***

Without changing the existing structure of 12 seats on the Board, one employee representative Director seat shall be established, which shall be generated by substituting a Director seat originally representing China Huadian Corporation Limited \*(中國華電集團有限公司). The employee representative Director shall be democratically elected by the employees’ representative congress with the same term of office as that of non-employee representative Directors, and be entitled to full directorial rights in accordance with the law, representing employees in corporate governance.

## ***(IV) Adjustment to the Member Structure of Special Committees***

The number of members of the Audit Committee shall be adjusted to 6, providing organizational support for its assumption of the relevant powers and duties of the Supervisory Committee, enhancing the supervisory power and professional backing, and improving the effectiveness of the Company’s corporate governance supervision. It shall be clarified that the nomination committee of the Board (the “**Nomination Committee**”) must include at least one female Director to ensure the gender composition of the committee complies with regulatory requirements. The Nomination Committee shall assist the Board in preparing a Board skills matrix, make recommendations for Board changes, and support the Company in regularly evaluating the performance of the Board.

## ***(V) Adjustment to Powers and Responsibilities at Each Governance Level***

The powers and responsibilities of various governance levels of the Company, such as the general meeting, the Board, chairman, and general manager have been adjusted to align with the Guidelines on Articles of Association of Listed Companies. The decision-making power for matters previously under the general meeting, such as the “annual financial budgets and final accounts”, were transferred to the Board, among others.

## ***(VI) Compliance Adjustments***

The term “general meeting (股東大會)” shall be standardized as “general meeting (股東會)” for consistency. The management of the legal representative shall be optimized by clarifying the provisions for their appointment, change, and recourse. Restrictions shall be imposed on certain financial assistance and the Board’s decision-making requirements shall be strengthened to prevent the improper use of funds and safeguard the interests of the Company and its shareholders. The general meeting mechanism shall be improved by expanding the channels for Shareholders to attend the meeting, simplifying the calculation of meeting time and notice period, and lowering the threshold for the right to make a proposal to Shareholders holding 1% of the Shares, thereby enhancing the operational efficiency of the general meeting and strengthening the voice of minority Shareholders. The notice period for the annual general meeting shall be adjusted from “20 working days before the date of the meeting” to “20 days before the date of the meeting”, while the notice period for the extraordinary general meeting shall have the “10 working days” restriction removed, and shall be adjusted to “15 days before the date of the meeting”. The form of Board meetings shall be regulated, with clear provisions that regular Board meetings and those involving the approval of connected transactions shall not be conducted by circulating written resolutions, so as to ensure decision-making quality and mitigate risks associated with connected transactions. The responsibilities of Directors and senior management shall be strengthened, with constraints on their conduct concerning duties, training, resignation management, remuneration distribution, and liquidation liabilities, etc. Capital reduction and increase shall be standardized to prevent risks in capital operations, maintaining capital stability and protecting the interests of related parties. The obligations of controlling Shareholders shall be refined, prohibiting the misappropriation of the Company’s funds, forced guarantees, insider trading, and other activities.

## **II. Amendments to the Rules of Procedures for the General Meetings**

In accordance with relevant laws and regulations, as well as the updated Rules of the Shareholders’ Meetings for Listed Companies by the CSRC, and in response to the need for optimized corporate governance, the Company proposes to rename the Rules of Procedures for the General Meetings (《股東大會議事規則》) to Rules of Procedures for the General Meetings (《股東會議事規則》), and to revise the content to align with the proposed amendments to the Articles of Association. The amendments primarily involve the mechanisms for convening the general meeting, the definition of powers and duties, the proposal process, and voting procedures, further enhancing compliance, improving the efficiency of shareholder’s participation, and protecting the legitimate rights and interests of all Shareholders, particularly minority Shareholders.

## **III. Amendments to the Rules of Procedures for the Board Meetings**

In accordance with the updates to relevant laws and regulations, and in response to the need for optimized corporate governance, the Company proposes to adjust the Rules of Procedures for the Board Meetings, and to revise the content to align with the proposed amendments to the Articles of Association, covering aspects such as the composition of the Board, meeting system, consideration of resolutions, voting mechanism, and implementation of resolutions, to further standardize the operation of the Board, improve

the efficiency and compliance of decision-making, and better safeguard the interests of the Company and the shareholders.

The amendments to the Articles of Association and its appendices involve updates to the basis of formulation, changes in share capital and registered capital, etc. For details, please see the extraordinary general meeting circular to be despatched to the shareholders.

By order of the Board

**Huadian Power International Corporation Limited\***

**Qin Jiehai**

*Secretary to the Board*

As at the date of this announcement, the Board comprises:

*Liu Lei (Chairman, Executive Director), Li Quancheng (Vice Chairman, Executive Director), Zhu Peng (Vice Chairman, Non-executive Director), Zeng Qinghua (Non-executive Director), Cao Min (Non-executive Director), Wang Xiaobo (Non-executive Director), Li Guoming (Executive Director), Feng Zhenping (Independent Non-executive Director), Wang Yuesheng (Independent Non-executive Director), Shen Ling (Independent Non-executive Director) and Huang Kemeng (Independent Non-executive Director).*

Beijing, the PRC

28 October 2025

*\* For identification purposes only*