



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Huaneng Power International, Inc. (the "Company") will be held at 9:00 a.m. on Thursday, 17th November, 2005 at the office of the Company at West Wing, Building C, Tianyin Mansion, 2C Fuxingmennan Street, Xicheng District, Beijing, the People's Republic of China for the conduct of approving the following resolutions:

Ordinary Resolutions:

1. Proposal regarding change of director — appoint Mr. Ding Shida as director ^(Note 1)
2. Proposal regarding change of supervisor — appoint Mr. Gu Jianguo as supervisor ^(Note 2)

Special Resolution:

3. Proposal regarding amendments to the Company's articles of association ^(Note 3)

By Order of the Board
Huang Long
Director

Beijing, the PRC
29th September, 2005

Notes:

1. Biography of Mr. Ding Shida

Mr. Ding Shida, aged 57, graduated from the China Academy of Social Sciences, specializing in agricultural economics management. He has a doctoral degree in management and is currently the President of Fujian International Trust and Investment Corporation. Mr. Ding was General Manager of Fujian Provincial Construction Materials Corporation.

Other than the relationship arising from his directorship with the Company and being the chairman of the board of directors of Min Xin Holdings Limited (stock code: 222), Mr. Ding has not held any directorship in any other public companies listed on the Hong Kong Stock Exchange in the past three years and he does not have any relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Ding has no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. After obtaining approval from shareholders in respect of Mr. Ding's appointment, the Company will enter into a service contract with Mr. Ding for a term expiring in June 2008. The remuneration will be determined with reference to the PRC market conditions. No other matters should be brought to the attention of the shareholders of the Company in respect to Mr. Ding's appointment.

2. Biography of Mr. Gu Jianguo

Mr. Gu Jianguo, aged 39, graduated from Nanjing Aviation University and is a economist. Currently, he serves as Chief Officer of the Nantong Municipal Investment Management Centre. He was Director of the Nantong Municipal Planning Committee; Vice President of Nantong Ruici Investment Limited Company; Executive Director of Ruici Hospital, President of Ruici (Maanshan) Development Limited Company; and Chairman and President of Nantong Zhonghe Guarantee Limited Company.

Other than the relationship arising from his supervisorship with the Company, Mr. Gu has not held any directorship in any other public companies listed on the Hong Kong Stock Exchange in the past three years and he does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Gu has no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. After obtaining approval from shareholders in respect of Mr. Gu's appointment, the Company will enter into a service contract with Mr. Gu for a term expiring in June 2008. The remuneration will be determined with reference to the PRC market conditions. No other matters should be brought to the attention of the shareholders of the Company in respect to Mr. Gu's appointment.

3. Amendments to the Company's articles of association

That paragraph 7 of the existing Article 15 of the Company's articles of association:

"The current share capital structure of the Company is: 12,055,383,440 common shares, including:

- (1) 5,197,680,000 shares held by Huaneng International Power Development Corporation, representing 43.12% of the total share capital;
- (2) 904,500,000 shares held by Hebei Provincial Construction Investment Company, representing 7.50% of the total share capital;
- (3) 624,750,000 shares held by Jiangsu Provincial International Trust & Investment Company, representing 5.18% of the total share capital;
- (4) 561,700,000 shares held by Fujian International Trust & Investment Company, representing 4.66% of the total share capital;
- (5) 459,370,000 shares held by Liaoning Energy Investment (Group) Limited Liability Company, representing 3.81% of the total share capital;
- (6) 452,250,000 shares held by Dalian Municipal Construction Investment Company, representing 3.75% of the total share capital;
- (7) 135,750,000 shares held by Nantong Investment Management Centre, representing 1.13% of the total share capital;
- (8) 108,000,000 shares held by Min Xin Holdings Limited, representing 0.90% of the total share capital;
- (9) 38,000,000 shares held by Shantou Power Development Joint Stock Company Limited, representing 0.32% of the total share capital;
- (10) 13,000,000 shares held by Dandong Energy Investment Development Centre, representing 0.11% of the total share capital;
- (11) 5,000,000 shares held by Shantou Electric Power Development Company, representing 0.04% of the total share capital;

- (12) 500,000,000 listed domestic shares, representing 4.15% of the total share capital;
- (13) 3,055,383,440 overseas-listed foreign shares, representing 25.34% of the total share capital.”

be amended as follows:

“The current share capital structure of the Company is: 12,055,383,440 common shares, including:

- (1) 5,157,680,000 shares held by Huaneng International Power Development Corporation, representing 42.78% of the total share capital;
- (2) 904,500,000 shares held by Hebei Provincial Construction Investment Company, representing 7.50% of the total share capital;
- (3) 624,750,000 shares held by Jiangsu Provincial International Trust & Investment Company, representing 5.18% of the total share capital;
- (4) 561,700,000 shares held by Fujian International Trust & Investment Company, representing 4.66% of the total share capital;
- (5) 499,370,000 shares held by Liaoning Energy Investment (Group) Limited Liability Company, representing 4.14% of the total share capital;
- (6) 452,250,000 shares held by Dalian Municipal Construction Investment Company, representing 3.75% of the total share capital;
- (7) 135,750,000 shares held by Nantong Investment Management Centre, representing 1.13% of the total share capital;
- (8) 108,000,000 shares held by Min Xin Holdings Limited, representing 0.90% of the total share capital;
- (9) 38,000,000 shares held by Shantou Power Development Joint Stock Company Limited, representing 0.32% of the total share capital;
- (10) 13,000,000 shares held by Dandong Energy Investment Development Centre, representing 0.11% of the total share capital;
- (11) 5,000,000 shares held by Shantou Electric Power Development Company, representing 0.04% of the total share capital;
- (12) 500,000,000 listed domestic shares, representing 4.15% of the total share capital;
- (13) 3,055,383,440 overseas-listed foreign shares, representing 25.34% of the total share capital.”

4. Eligibility for attending the Extraordinary 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 18th October, 2005 are eligible to attend the Extraordinary General Meeting.

5. Proxy

- (i) A member eligible to attend and vote at the Extraordinary General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her behalf. A proxy needs not be a shareholder.
- (ii) A proxy should be appointed by a written instrument signed by the appointor or his/her 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 Extraordinary 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.

6. Registration procedures for attending the Extraordinary General Meeting

- (i) A shareholder or his/her 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 Extraordinary 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 Extraordinary General Meeting should return the reply slip for attending the Extraordinary General Meeting to the Company on or before 28th October, 2005.
- (iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

7. Closure of H Share Register of Members

The H share register of members of the Company will be closed from 18th October, 2005 to 16th November, 2005 (both days inclusive).

8. Other Businesses

- (i) The Extraordinary 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:

46/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,
The People's Republic of China

Telephone No.: (+86)-10-66491999

Facsimile No.: (+86)-10-66491888

As at the date of this announcement, the directors of the Company are:

Li Xiaopeng (Executive director)	Qian Zhongwei (Independent non-executive director)
Huang Yongda (Executive director)	Xia Donglin (Independent non-executive director)
Wang Xiaosong (Non-executive director)	Liu Jipeng (Independent non-executive director)
Na Xizhi (Executive director)	Wu Yusheng (Independent non-executive director)
Huang Long (Executive director)	Yu Ning (Independent non-executive director)
Wu Dawei (Non-executive director)	
Shan Qunying (Non-executive director)	
Xu Zujian (Non-executive director)	
Liu Shuyuan (Non-executive director)	

Please also refer to the published version of this announcement in South China Morning Post.