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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 THE 2010 SECOND EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2010 second extraordinary general meeting (“Extraordinary General Meeting”) of Huaneng Power International, Inc. (the “Company”) will be held at 2:00 p.m. on 10 September 2010 at the headquarters of the Company at Huaneng Building, 4 Fuxingmennei Street, Xicheng District, Beijing, the People’s Republic of China for the purpose of considering and, if thought fit, passing the following resolutions:

RESOLUTIONS *(Note 1)*

1. To consider and approve each of the following, by way of special resolutions, in relation to the Revised Proposal Regarding the New A Share Issue and the New H Share Issue by the Company *(Note 2)*:
 - 1.1 Class of shares and nominal value per share *(Note 3)*
 - 1.2 Method of issuance *(Note 4)*
 - 1.3 Target subscribers *(Note 5)*
 - 1.4 Method of subscription *(Note 6)*
 - 1.5 Number of shares to be issued *(Note 7)*
 - 1.6 Price determinate date *(Note 8)*

- 1.7 Subscription price *(Note 9)*
- 1.8 Adjustment to the number of shares to be issued and the subscription price *(Note 10)*
- 1.9 Lock-up period(s) *(Note 11)*
- 1.10 Listing of shares *(Note 12)*
- 1.11 Use of proceeds *(Note 13)*
- 1.12 Arrangement regarding the accumulated undistributed earnings *(Note 14)*
- 1.13 The relationship between the New A Share Issue and the New H Share Issue *(Note 15)*
- 1.14 Validity period of these resolutions *(Note 16)*
- 2. To consider and approve, by way of special resolution, the resolution regarding the signing of the Supplemental Agreements to the Subscription Agreements with designated investors *(Note 17)*.
- 3. To consider and approve, by way of ordinary resolution, the resolution that the Company meets with the conditions for New A Share Issue *(Note 18)*.
- 4. To consider and approve, by way of special resolution, the resolution regarding the general authorisation from the general meeting to the board of directors to process all related matters incidental to the Revised Proposal Regarding the New A Share Issue and the New H Share Issue *(Note 19)*.

By Order of the Board
Huaneng Power International, Inc.
Gu Biquan
Company Secretary

27 July 2010

Notes:

1. In this Notice, unless the context otherwise requires, terms used herein shall have the same meanings as in the announcement on the Revised Proposal Regarding the Issue of New A Shares and New H Shares Connected Transactions (Original Proposal) dated 26 July 2010 (the “Announcement”) issued by the Company. For purposes of this Notice, the terms “New A Share Issue”, “New H Share Issue”, “New Issue”, “A Shares Subscription Agreement” and “H Shares Subscription Agreement” used herein shall mean “New A Share Issue (Revised Proposal)”, “New H Share Issue (Revised Proposal)”, “New Issue (Revised Proposal)”, “Original A Shares Subscription Agreement” and “Original H Shares Subscription Agreement”, respectively, as defined in the Announcement.
2. The 8th Meeting of the Sixth Session of the Board convened by the Company on 15 January 2010 and the 2010 First Extraordinary General Meeting, the 2010 First Class Meeting for Holders of A Shares and the 2010 First Class Meeting for Holders of H Shares convened by the Company on 16 March 2010 approved the New A Share Issue (Original Proposal) and the New H Share Issue (Original Proposal) . Due to the changes in the market environment, the Company has decided to proceed with the revision to the New A Share Issue (Original Proposal) and the New H Share Issue (Original Proposal) (comprising mainly the adjustments to the lowest subscription price for the new A Shares, the subscription price for the new H Shares and the maximum number shares to be issued out of the New Issue).
3. The Shares to be issued from the New A Share Issue are the listed domestic RMB denominated ordinary shares (A Shares) of the Company, with a par value of RMB1.00 each. The Shares to be issued from the New H Share Issue are the overseas listed foreign invested ordinary shares (H Shares) of the Company, with a par value of RMB1.00 each.
4. The method of subscription under the New A Share Issue and the New H Share Issue will be by way of non-public placement to designated investors.

Issuance under the New A Share Issue shall take place at the right timing within 6 months from obtaining the necessary approvals from the CSRC.

5. Target investors of the New A Share Issue include not more than 10 designated investors including Huaneng Group. Apart from Huaneng Group, the other designated investors will be decided by the Company on book-building basis following the obtaining of the approvals for the New A Share Issue from the CSRC.

The target investor of the New H Share Issue shall be Hua Neng HK.

6. All target subscribers of the New A Share Issue and the New H Shares shall subscribe in cash.

7. (1) Number of A Shares to be issued

The total shares to be issued under the New A Share Issue will not exceed 1,500 million shares. The total shares to be issued will be decided by the Company and the lead underwriter of the New A Share Issue, depending on the subscription rate by the designated investors.

If the total shares to be issued under the New A Share Issue amounts to 1,500 million shares, 500 million new A Shares of which will be issued to Huaneng Group, with the remaining 1,000 million new A Shares to be issued to other designated investors. If for whatever reason the total shares to be issued out of the valid subscription of the New A Share Issue to other designated investors are less than 1,000 million shares, the number of A Shares to be issued to Huaneng Group shall correspondingly be adjusted on a pro rata basis.

(2) Number of H Shares to be issued

If the total shares to be issued under the New A Share Issue amounts to 1,500 million shares, then the total shares to be issued under the New H Share Issue will be 500 million shares. If the total shares to be issued under the New A Share Issue are less than 1,500 million shares, the number of H Shares to be issued out of the New H Share Issue shall correspondingly be adjusted on a pro rata basis.

8. The price determination date (“Price Determination Date”) of the New A Share Issue shall be the date on which the resolution of the 11th Meeting of the Sixth Session of the board of directors of the Company was announced (i.e. 27 July 2010).
9. The subscription price per new A Share pursuant to the New A Share Issue shall be not less than RMB5.57, i.e. not less than 90% of the average trading price per A Share as quoted on the Shanghai Stock Exchange for the twenty trading days immediately prior to the Price Determination Date. The subscription price in concrete terms shall be ascertained on the bidding basis following the obtaining of approvals and decided by the Company and the lead underwriter of the New A Share Issue, depending on the subscription rate by designated investors pursuant to the New A Share Issue and the principle of priority in pricing. Huaneng Group will not participate in the bidding process for the New A Share Issue and the subscription price of Huaneng Group shall be the same as that of other investors who have participated in the New A Share Issue.

Having taken into consideration the fluctuation of the overall Hong Kong and A Share stock markets since this year, and the share performance of the Company's A shares and H shares, and after consultation with Huaneng Group and Hua Neng HK, the subscription price per new H share pursuant to the New H Share Issue shall be based on the average trading price per H share as quoted on the Stock Exchange for the twenty trading days immediately prior to the Price Determination Date (i.e. HK\$4.59 per share), with a share price premium of 3% (i.e. at HK\$4.73 per new H Share).

10. If the Company carries out any distribution of equity interest, conversion of shares from reserve fund or placing having the effect of ex-rights, ex-dividend, etc. during the period from the Price Determination Date to the date of issue, then the lowest subscription price of the New A Share Issue, the subscription price of the New H Share Issue and the maximum number of Shares to be issued shall be adjusted correspondingly.
11. Huaneng Group shall not deal in or dispose of any of the new A Shares subscribed by it pursuant to the New A Share Issue within a period of 36 months from the completion of the New A Share Issue. Other designated investors shall not deal in or dispose of any of the new A Shares subscribed by each of them pursuant to the New A Share Issue within a period of 12 months from the completion of the New A Share Issue.

Hua Neng HK shall covenant not deal in or dispose of any of the new H Shares subscribed by it pursuant to the New H Share Issue within a period of 12 months from the completion of the New Issue.

12. Upon expiry of the lock-up period, the A Shares issued under the New A Share Issue will be traded on the Shanghai Stock Exchange. The H Shares issued under the New H Share Issue will be traded on the Hong Kong Stock Exchange.

13. (1) An amount not exceeding RMB8.60 billion from the total proceeds out of the New A Share Issue is proposed to be used in the following projects:

No.	Project Item	Installed capacity (MW)	Total Investment amount (in millions of RMB)	Proposed maximum amount of proceeds to be invested (in millions of RMB)
1.	Gansu Ganhehou Second Wind Power Plant Project	199.5	2,037	1,450
2.	Gansu Qiaowan Second Wind Power Plant Project	201	2,047	1,460
3.	Gansu Qiaowan Third Wind Power Plant Project (North)	101	1,050	750
4.	Huaneng Kangbao Wind Power (49.5MW) Phase I Project	49.5	525	370
5.	Jiangsu Huaneng Jinling Power Plant Phase II Project (closing down smaller coal-fired generation units and replacing by larger generation units)	1,000	5,160	220
6.	Huaneng Fuzhou Power Plant Phase III (Unit No.5) Expansion Project	600	2,870	1,790
7.	Gansu Huaneng Pingliang Power Plant Phase II Expansion Project	2 x 600	4,350	260
8.	Hunan Huaneng Yueyang Power Plant Phase III Project (closing down smaller coal-fired generation units and replacing by larger generation units)	600	2,536	200
9.	Repayment of loans to financial institutions	—	—	2,100

For details of the projects relevant to the use of proceeds under the New A Share Issue, please refer to the Company's feasibility report on the use of proceeds from the New A Share Issue published on the websites of the Shanghai Stock Exchange (www.sse.com.cn) and the Hong Kong Stock Exchange (www.hkex.com.hk).

If the Company has already used its internal fund or funds obtained from banks in the investment of part of the projects before the proceeds from this fund raising exercise becomes available, then the proceeds of the New A Share Issue, when available, will be used to repay relevant bank loans. If the actual amount of the proceeds raised is insufficient to satisfy all of the investment needs of the above projects, the deficiency shall be made up by bank loans or internal funds or other methods by the Company. If the actual amount of the proceeds raised is more than the aggregate of the investment requirements of above projects, the surplus shall be used to supplement the Company's working capital.

- (2) The amount of the net proceeds from the New H Share Issue (after deducting the issuing expenses) is planned to increase the capital of SinoSing Power (Pte) Limited, an off-shore company which is wholly-owned by the Company, for development of the overseas business.
14. Following the completion of the New A Share Issue and the New H Share Issue, the existing and new Shareholders of the Company shall be entitled to the accumulated undistributed earnings of the Company prior to the New Issue.
15. The New A Share Issue and the New H Share Issue are inter-conditional upon each other, i.e. they will not be implemented if the approvals by the general meeting, class meetings and the CSRC cannot be obtained or the relevant government authorities have declined to grant their approvals to the matters relating to either the New A Share Issue or the New H Share Issue.
16. All abovementioned resolutions shall be effective for 12 months from the date on which the relevant resolutions are passed at general meeting of the Company.

Each of the resolutions shall be subject to approval at the Company's general meeting and separate class meetings. Upon obtaining approvals at the Company's EGM and each Class Meetings, these resolutions shall replace the "Resolutions in relation to the New A Share and the New H Share" passed at the Company's 2010 First Extraordinary General Meeting, 2010 First class Meeting for holders of A Shares and 2010 First Class Meeting for holders of H shares. These resolutions shall be implemented upon obtaining the approval from the CSRC and the implementation shall be based on the resolutions as ultimately approved by the CSRC.

17. (1) For further details regarding the Supplemental Agreement to the A Shares Subscription Agreement entered between the Company and Huaneng Group, please refer to the Announcement.
- (2) For further details regarding the Supplemental Agreement to the H Shares Subscription Agreement entered between the Company and Hua Neng HK, please refer to the Announcement.
- (3) Liu Guoyue (director) be authorised to make non-material changes to the Supplemental Agreement to the A Shares Subscription Agreement and the Supplemental Agreement to the H Shares Subscription Agreement according to actual circumstances and for purposes of preserving the maximum benefit of the Company. Once agreement is reached with Huaneng Group and Hua Neng HK, respectively, Liu Guoyue (director) be authorised to execute on behalf of the Company the Supplemental Agreement to the A Share Subscription Agreement, the Supplemental Agreement to the H Share Subscription Agreement and related documents.
18. Through self-investigation and pursuant to the relevant requirements of laws and regulations such as the Company Law, the Securities Law of the People's Republic of China, the Administrative Measures Regarding the Issuance of Securities by Listed Companies and the Implementation Rules Regarding the Placing of Securities by Listed Companies, the Board of the Company considered that following the relevant adjustments to the New A Share Issue, the Company still meets with the conditions for New A Share Issue.
19. In order to effectively and orderly complete the New Issue, the following shall be submitted for authorisation at the shareholders' meeting pursuant to the relevant provisions of the Company Law of the People's Republic of China and the Securities Law of the People's Republic of China and the Articles of Association of the Company: unless the board of directors of the Company decides otherwise, Huang Long (director) and Liu Guoyue (director) be authorised with full powers to deal with the matters in relation to this issue, namely:
- (1) to formulate and implement the specific proposals of the New A Share Issue and New H Share Issue according to the actual circumstances, including but without limitation to deciding the timing of the issue, commencement and closing dates of the issue, target subscribers of the issue, number of shares to be issued and subscription price, etc;
- (2) subject to the applicable laws, if required by the regulatory departments or if changes occur in the policies related to the New A Share Issue and New H Share Issue or in the market conditions, to adjust the specific proposals of the New Issue except those matters which are required to be voted again at the general meeting according to the provisions of the relevant laws and regulations and Articles of Association and requirements of the regulatory departments;

- (3) subject to the applicable laws and according to the requirements of the relevant regulatory departments and actual circumstances and within the authorisation scope of the general meeting, to adjust the specific arrangements of this fund raising project, including but without limitation to: if the timing of receipt of the raised funds is inconsistent with the progress of the project examination, approval, filing or implementation, other funds may firstly be invested according to the actual circumstances and replaced after receipt of the raised funds. Upon receipt of the raised funds, the specific investment projects of the fund raising, priority and the specific investment amounts of each project shall be adjusted and finally decided according to the progress of examination, approval, filing or implementation of the investment projects financed by raised funds and the order of importance and urgency of the fund requirements;
- (4) upon completion of the New A Share Issue and New H Share Issue, to amend the relevant provisions of the Articles of Association in relation to matters including changes in the registered capital of the Company according to the actual circumstances of the issue and to deal with the registration of changes with the industrial and commercial departments;
- (5) upon completion of the New A Share Issue and New H Share Issue, to deal with the relevant share registration, lock-up of Shares and listing matters;
- (6) to establish special accounts for this fund raising;
- (7) to take all necessary action to decide and deal with other specific matters related to the New A Share Issue and New H Share Issue to the extent permitted by the relevant laws and regulations.

The above authorisation shall be effective for 12 months from the date of approving these resolutions at the general meeting of the Company.

20. Eligibility for attending the Extraordinary General Meeting

Holders of the Company's foreign Shares whose names appear on the HK\$ Dividend foreign Shares Register and/or the US\$ Dividend foreign Shares Register maintained by Hong Kong Registrars Limited and holders of domestic shares whose names appear on the domestic shares register maintained by the Company at 4:30 p.m. on 20 August 2010 are eligible to attend the Extraordinary General Meeting.

21. 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 behalf of him. 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 foreign shares, to Hong Kong Registrars Limited, not less than 24 hours before the time designated for holding of the Extraordinary General Meeting.

22. Registration procedures for attending the Extraordinary General Meeting

- (i) A shareholder or his proxy shall provide 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 foreign Shares and domestic 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 21 August 2010.
- (iii) Shareholders may send the above reply slip to the Company in person, by post or by fax (Attn: The Securities Department).

23. Closure of Register of Members

The register of members of the Company will be closed from 21 August 2010 to 10 September 2010 (both days inclusive).

24. Other Businesses

- (i) The Extraordinary General Meeting will not last for more than 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:

1712-1716, 17/F., Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

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

Securities Department
Huaneng Power International, Inc.
Huaneng Building
4 Fuxingmennei Street
Xicheng District
Beijing 100031
The People's Republic of China

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(iv) As at the date of this Notice, the directors of the Company are:

Cao Peixi

(Executive Director)

Huang Long

(Non-executive Director)

Wu Dawei

(Non-executive Director)

Huang Jian

(Non-executive Director)

Liu Guoyue

(Executive Director)

Fan Xiaxia

(Executive Director)

Shan Qunying

(Non-executive Director)

Xu Zujian

(Non-executive Director)

Huang Mingyuan

(Non-executive Director)

Liu Shuyuan

(Non-executive Director)

Liu Jipeng

(Independent Non-executive Director)

Yu Ning

(Independent Non-executive Director)

Shao Shiwei

(Independent Non-executive Director)

Zheng Jianchao

(Independent Non-executive Director)

Wu Liansheng

(Independent Non-executive Director)