

HUANENG POWER INTERNATIONAL INC
Form 6-K
July 27, 2010

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934

For the month of July, 2010

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F

Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes

No

(If "Yes" is marked, indicate below the file number assigned to registrant in connection with Rule 12g3-2(b):
82-_____.)

N/A

Huaneng Power International, Inc.
Huaneng Building,
4 Fuxingmennei Street,
Xicheng District,
Beijing, 100031 PRC

This Form 6-K consists of:

- 1) an announcement on the 2010 Second Extraordinary General Meeting of Huaneng Power International, Inc. (the “Registrant”);
 - 2) an announcement on the 2010 Second Class Meeting for Holders of H Shares;
 - 3) an announcement on Proxy Form for the 2010 Second Extraordinary General Meeting;
 - 4) an announcement on Reply Slip for the 2010 Second Extraordinary General Meeting;
 - 5) an announcement on Proxy Form for the 2010 Second Class Meeting for Holders of H Shares;
 - 6) an announcement on Reply Slip for the 2010 Second Class Meeting for Holders of H Shares; and
 - 7) an announcement on Revised Proposal Regarding the Issue of New A Shares and New H Shares;
- each made by the Registrant on July 27, 2010.
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Document 1

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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)
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- 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
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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

Telephone No.: (+86)-10-6322 6593

(+86)-10-6322 6590

Facsimile No.:

(+86)-10-6641 2321

- (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)

Document 2

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NOTICE OF THE 2010 SECOND CLASS MEETING
FOR HOLDERS OF H SHARES

Notice is hereby given that the 2010 second class meeting of holders of H Shares ("H Share Class Meeting") of Huaneng Power International, Inc. (the "Company") will be held at 2:45 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)
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- 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 of the Subscription Agreements with designated investors (Note 17).

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 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
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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 quotation of 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
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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. Eligibility for attending the H Share Class 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 H Share Class Meeting.

19. Proxy

- (i) A member eligible to attend and vote at the H Share Class 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 H Share Class Meeting.

20. Registration procedures for attending the H Share Class 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 H Share Class 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 H Share Class Meeting should return the reply slip for attending the H Share Class 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).

21. 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).

22. Other Businesses

- (i) The H Share Class 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

Telephone No.: (+86)-10-6322 6593

(+86)-10-6322 6590

Facsimile No.:

(+86)-10-6641 2321

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

Cao Peixi (Executive Director)	Liu Jipeng (Independent Non-executive Director)
Huang Long (Non-executive Director)	Yu Ning (Independent Non-executive Director)
Wu Dawei (Non-executive Director)	Shao Shiwei (Independent Non-executive Director)
Huang Jian (Non-executive Director)	Zheng Jianchao (Independent Non-executive Director)
Liu Guoyue (Executive Director)	Wu Liansheng (Independent Non-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)	

Document 3

Proxy Form for the 2010 Second Extraordinary General Meeting

	Number of Shares related to this proxy form (Note 1)	H Shares/Domestic Shares*
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I(We)(Note 2) _____ of _____
Shareholders' _____ and I.D. _____,
Account: _____ No.: _____,
being the
holder(s) of
H Share(s)/Domestic Share(s)* (Note 1) of Huaneng Power International, Inc. (the "Company") now appoint (Note 3),
_____ 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 2010 Second Extraordinary General Meeting ("Extraordinary General Meeting") to 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 resolutions as set out in the notice convening the said meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion.(Note 6)

	Special Resolutions	For (Note 4)	Against (Note 4)
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		
1.1	Class of shares and nominal value per share		
1.2	Method of issuance		
1.3	Target subscribers		
1.4	Method of subscription		
1.5	Number of shares to be issued		
1.6	Price determinate date		
1.7	Subscription price		
1.8	Adjustment to the number of shares to be issued and the subscription price		
1.9	Lock-up period(s)		
1.10	Listing of shares		

- 1.11 Use of proceeds
 - 1.12 Arrangement regarding the accumulated undistributed earnings
 - 1.13 The relationship between the New A Share Issue and the New H Share Issue
 - 1.14 Validity period of these resolutions
-

- | | | | |
|----|---|--------------|------------------|
| | Special Resolutions | For (Note 4) | Against (Note 4) |
| 2. | To consider and approve the resolution regarding the signing of the Supplemental Agreements to the Subscription Agreements with designated investors | | |
| | Ordinary Resolution | For (Note 4) | Against (Note 4) |
| 3. | To consider and approve the resolution that the Company meets with the conditions for the New A Share Issue | | |
| | Special Resolution | For (Note 4) | Against (Note 4) |
| 4. | To consider and approve 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 | | |

Date: _____ 2010

Signature: _____ (Note 5)

Notes:

1. 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).
2. Please insert full name(s) and address(es) in BLOCK LETTERS.
3. Please insert the name and address of your proxy. If this is left blank, the chairman of the Extraordinary General 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 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.
4. Attention: If you wish to vote FOR any resolution, please indicate with a "Ö" in the appropriate space under "For". If you wish to vote AGAINST any resolution, please indicate with a "Ö" in the appropriate space under "Against". In the absence of any such indication, the proxy will vote or abstain at his discretion.
5. 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.
6. 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 Hong Kong Registrars Limited, at least 24 hours before the time designated for the holding of the Extraordinary General Meeting.

7. Upon obtaining approvals at the 2010 Second Extraordinary General Meeting, 2010 Second Class Meeting for holders of A Shares and 2010 Second Class Meeting for holders of H Share, the "Resolutions in relation to the Revised Proposal Regarding the New A Share Issue and the New H Share Issue" shall supersede 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.

* Please delete as appropriate.

Document 4

Reply Slip for the 2010 Second Extraordinary General Meeting

I/(We) _____ of _____
Telephone _____ and Fax _____,
number: _____ number: _____

being the holder(s) of _____ H Share(s)/Domestic Share(s)* of Huaneng Power International, Inc. (the "Company") hereby reply that I/(We) wish to attend or appoint a proxy to attend (on my/our behalf) the 2010 second extraordinary general meeting (the "EGM") to 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.

Signature: _____

Date: _____

Note: Eligible shareholders who wish to attend the EGM are advised to complete and return this reply slip to the Company's business address at Securities Department, Huaneng Power International, Inc., Huaneng Building, 4 Fuxingmennei Street, Xicheng District, Beijing 100031, the PRC by post or by facsimile (Fax no.: (+86)-10-6641 2321). Failure to sign and return this reply slip, however, will not preclude an eligible shareholder from attending the EGM.

* Please delete as appropriate.

Document 5

Proxy Form for the 2010 Second Class Meeting for holders of H Shares

	Number of Shares related to this proxy form (Note 1)	H Shares/Domestic Shares*
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I(We)(Note 2) _____ of _____
 Shareholders' _____ and I.D. _____,
 Account: _____ No.: _____,
 being the
 holder(s) of
 H Share(s)/Domestic Share(s)* (Note 1) of Huaneng Power International, Inc. (the "Company") now appoint (Note 3),
 _____ 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 2010 second class meeting for holders of H Shares ("H Share Class Meeting") to be held at 2:45 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 resolutions as set out in the notice convening the said meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion.(Note 6)

	Special Resolution	For (Note 4)	Against (Note 4)
1.	To consider and approve each of the following, by way of special resolutions, in relation to the Revised Proposal Regarding the New A Shares Issue and the New H Share Issue		
1.1	Class of shares and nominal value per share		
1.2	Method of issuance		
1.3	Target subscribers		
1.4	Method of subscription		
1.5	Number of shares to be issued		
1.6	Price determinate date		
1.7	Subscription price		
1.8	Adjustment to the number of shares to be issued and the subscription price		
1.9	Lock-up period(s)		

- 1.10 Listing of shares
 - 1.11 Use of proceeds
 - 1.12 Arrangement regarding the accumulated
undistributed earnings
-

1.13 The relationship between the New A Share Issue and the New H Share Issue

1.14 Validity period of these resolutions

Special Resolutions

For (Note 4) Against (Note 4)

2. To consider and approve the resolutions regarding the signing of the Supplemental Agreements to the Subscription Agreements with designated investors

Date: _____ 2010

Signature: _____ (Note 5)

Notes:

1. 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).
2. Please insert full name(s) and address(es) in BLOCK LETTERS.
3. Please insert the name and address of your proxy. If this is left blank, the chairman of the H Share Class 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 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.
4. Attention: If you wish to vote FOR any resolution, please indicate with a "Ö" in the appropriate space under "For". If you wish to vote AGAINST any resolution, please indicate with a "Ö" in the appropriate space under "Against". In the absence of any such indication, the proxy will vote or abstain at his discretion.
5. 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.
6. 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 Hong Kong Registrars Limited, at least 24 hours before the time designated for the holding of the H Share Class Meeting.
7. Upon obtaining approvals at the 2010 Second Extraordinary General Meeting, 2010 Second Class Meeting for holders of A Shares and 2010 Second Class Meeting for holders of H Share, the "Resolutions in relation to the Revised Proposal Regarding the New A Share Issue and the New H Share Issue" shall supersede 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.

* Please delete as appropriate.

Document 6

Reply Slip for the 2010 Second Class Meeting
for Holders of H Shares

I/(We) _____ of _____
Telephone _____ and Fax _____,
number: _____ number: _____
being the holder(s) of _____ Share(s)* of Huaneng Power International, Inc.
(the "Company") hereby reply that I/(We) wish to attend or appoint a proxy to attend (on my/our behalf) the 2010
second class meeting for holders of H shares ("H Share Class Meeting") to be held at 2:45 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.

Signature: _____

Date: _____

Note: Eligible shareholders who wish to attend the H Share Class Meeting are advised to complete and return this
reply slip to the Company's business address at Securities Department, Huaneng Power International, Inc.,
Huaneng Building, 4 Fuxingmennei Street, Xicheng District, Beijing 100031, the PRC by post or by facsimile
(Fax no.: (+86)-10-6641 2321). Failure to sign and return this reply slip, however, will not preclude an eligible
shareholder from attending the H Share Class Meeting.

* Please delete as appropriate.

Document 7

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**REVISED PROPOSAL REGARDING THE ISSUE OF
NEW A SHARES AND NEW H SHARES
CONNECTED TRANSACTIONS**

REVISED PROPOSAL REGARDING THE ISSUE OF NEW A SHARES AND NEW H SHARES

The New A Share Issue (Original Proposal) and the New H Share Issue (Original Proposal) were approved at the 8th Meeting of the Sixth Session of the Board 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 on 16 March 2010, respectively. 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 of shares to be issued out of the New Issue (Revised Proposal)). Pursuant to the New Issue (Revised Proposal), the Company would issue not exceeding 1,500 million new A Shares by way of placement to not more than 10 designated investors including Huaneng Group. If the total shares issued under the New A Share Issue (Revised Proposal) amounts to 1,500 million shares, 500 million new A Shares shall 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 (Revised Proposal) to other designated investors are less than 1,000 million shares, then the number of A Shares to be issued to Huaneng Group shall correspondingly be adjusted on a pro rata basis. Concurrently, if the total shares issued under the New A Share Issue (Revised

Proposal) amounts to 1,500 million shares, then the company shall issue 500 million new h shares to hua neng hk. If the total shares issued under the new a share issue (revised proposal) are less than 1,500 million, then the number of h shares to be issued out of the new h share issue (revised proposal) will correspondingly be adjusted on a pro rata basis.

Pursuant to the Original A Shares Subscription Agreement and the Supplemental Agreement to the A Shares Subscription Agreement, the Company agreed to issue to Huaneng Group and Huaneng Group agreed to subscribe for 500 million new A Shares of the Company. If for whatever reason the total shares to be issued out of the valid subscription of the New A Share Issue (Revised Proposal) to other designated investors are less than 1,000 million shares, then the number of A Shares to be issued to Huaneng Group shall correspondingly be adjusted on a pro rata basis. Based on the subscription price per new A Share of not less than RMB5.57 and on the assumption that Huaneng Group shall subscribe for 500 million new A Shares, the consideration in aggregate will be not less than RMB2,785 million.

Pursuant to the Original H Shares Subscription Agreement and the Supplemental Agreement to the H Shares Subscription Agreement, the Company agreed to issue to Hua Neng HK and Hua Neng HK agreed to subscribe for 500 million new H Shares of the Company while in any event the issuing size shall not exceed the number as approved by the CSRC. If the ultimate total shares to be issued out of the New A Share Issue (Revised Proposal) are less than 1,500 million shares, then the number of H Shares to be issued to Hua Neng HK shall correspondingly be adjusted on a pro rata basis. Based on the subscription price of HK\$4.73 per new H Share and on the assumption that Hua Neng HK shall subscribe for 500 million new H Shares, the consideration in aggregate shall be HK\$2,365 million (approximately RMB2,064 million).

In accordance with the Articles of Association, the Hong Kong Listing Rules and applicable rules and regulations in the PRC, the New Issue (Revised Proposal) constitutes a variation of class rights of the holders of A Shares and the holders of H Shares. Therefore, the New Issue (Revised Proposal) is subject to approvals of Independent Shareholders by way of special resolutions at the general meeting and separate class meetings.

At present, Huaneng Group holds a 8.75% direct interest in the Company; HIPDC (Huaneng Group holds a 51.98% direct interest and 5% indirect interest in HIPDC) holds 42.03% of the

total issued share capital of the Company. Hua Neng HK holds 0.17% interest in the Company. Therefore, Huaneng Group and Hua Neng HK are connected persons of the Company under the Hong Kong Listing Rules. As the transactions between the Company and each of Huaneng Group and Hua Neng HK as contemplated by the New Issue Connected Transactions constitute connected transactions of the Company, the New Issue Connected Transactions are subject to reporting, announcement and Independent Shareholders' approval requirements under the Hong Kong Listing Rules.

The Company will convene an EGM and Class Meetings on 10 September 2010 for the purpose of seeking the approvals from Independent Shareholders for the New Issue (Revised Proposal) and the New Issue Connected Transactions (including the Subscription Agreements). According to the Hong Kong Listing Rules, Huaneng Group, Hua Neng HK and their respective associates will abstain from voting in respect of the resolutions relating to the adjustments to the New Issue Connected Transactions at the EGM and the Class Meeting. On obtaining the approvals to the New Issue (Revised Proposal) at the EGM and the Class Meetings, the New Issue (Revised Proposal) shall supersede the New Issue (Original Proposal) passed at 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.

The Company and the Independent Board Committee have reviewed the New Issue (Revised Proposal) and the New Issue Connected Transactions. The Company will appoint an independent financial adviser to make recommendations to the Independent Board Committee and the Independent Shareholders as to whether the terms of the New Issue (Revised Proposal) and the New Issue Connected Transactions are fair and reasonable and whether the New Issue (Revised Proposal) and the New Issue Connected Transactions are in the interests of the Company and its shareholders as a whole, and to advise the Independent Shareholders on how to vote. The notices of the EGM and H Share Class Meeting are issued on 27 July 2010. Circular giving further information relevant to the New Issue (Revised Proposal) and the New Issue Connected Transactions and containing the advice of the independent financial adviser, and the recommendations from the Independent Directors are expected to be despatched to Shareholders on or before 16 August 2010.

The parties participating in the New A Share Issue (Revised Proposal) will consist of not more than 10 designated investors including Huaneng Group. Apart from Huaneng Group, the Company has not yet entered into any agreement with any investors with respect to the New A Share Issue (Revised Proposal). Accordingly, the identities of the other designated investors and the number of A Shares to be subscribed by them under the New A Share Issue (Revised Proposal) can only be ascertained when the Company has, pursuant to the rules prescribed by the CSRC, obtained the approvals for the New A Share Issue (Revised Proposal)

and completed the bidding process. If, after ascertaining the identities of other designated investors under the New A Share Issue (Revised Proposal), it is known that such designated investor(s) is/are connected person(s) to the Company under the Hong Kong Listing Rules, the Company shall comply with the relevant requirements of information disclosure and (if required) obtaining of approval from Independent Shareholders as per the Hong Kong Listing Rules.

WARNING: The New Issue (Revised Proposal) is a possibility only. Completion of the New Issue (Revised Proposal) is conditional upon the fulfillment of certain conditions under the Subscription Agreements as mentioned below. Accordingly, the Subscription Agreements may or may not be completed and the New Issue (Revised Proposal) may or may not proceed. Potential investors and Shareholders are therefore advised to exercise caution when dealing in the securities of the Company.

The New A Share Issue (Revised Proposal) and the New H Share Issue (Revised Proposal) 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 (Revised Proposal) or the New H Share Issue (Revised Proposal).

1. RELATIONSHIPS BETWEEN THE COMPANY, HUANENG GROUP AND HUA NENG HK

The Company and its subsidiaries mainly develop, construct, operate and manage large-scale power plants in China nationwide. It is one of the largest listed electricity power suppliers in China. As at 31 December 2009, the installed capacity on an equity basis of the Company was 45,340MW and the controlled installed capacity was 48,548MW.

Huaneng Group is principally engaged in the operation and management of enterprise investment; the development, investment, construction, operation and management of power source; organizing the generation and sale of power (and heat); and the development, investment, construction, production and sale of products in relation to information, transportation, new energy and environmental protection industries and related products.

Hua Neng HK is a wholly owned subsidiary of Huaneng Group and is principally engaged in investment, construction, management, development and holding of power plants

and other energy related projects.

At present, Huaneng Group holds a 8.75% direct interest in the Company; HIPDC (Huaneng Group holds a 51.98% direct interest and 5% indirect interest in HIPDC) holds 42.03% of the total issued share capital of the Company. Hua Neng HK holds 0.17% interest in the Company.

The relationships between the Company, Huaneng Group and Hua Neng HK are illustrated as follows:

* Huaneng Group, through Hua Neng HK, indirectly holds a 100% interest in Pro-Power Investment Limited while Pro-Power Investment Limited holds a 5% interest in HIPDC. Accordingly, Huaneng Group indirectly holds 5% interest in HIPDC.

The 0.17% total issued shares of the Company held by Hua Neng HK are H Shares.

According to the Hong Kong Listing Rules, Huaneng Group and Hua Neng HK are connected persons of the Company, and accordingly, the New Issue (Revised Proposal) and the New Issue Connected Transactions (including the Subscription Agreements) by the Company to Huaneng Group and Hua Neng HK, respectively, constitute connected transactions of the Company.

2. APPROVAL FROM THE BOARD FOR THE NEW ISSUE (REVISED PROPOSAL)

The New A Share Issue (Original Proposal) and the New H Share Issue (Original Proposal) were approved at the 8th Meeting of the Sixth Session of the Board 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 on 16 March 2010, respectively. 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 of shares to be issued out of the New Issue (Revised Proposal)). Pursuant to the New Issue (Revised Proposal), the Company would issue not exceeding 1,500 million new A Shares by way of placement to not more than 10 designated investors including Huaneng Group. The total shares to be issued will be

decided by the Company and the lead underwriter of the issue of new A Shares, depending on the subscription rate by the designated investors. If the total shares to be issued under the New A Share Issue (Revised Proposal) amounts to 1,500 million shares, 500 million new A Shares 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 (Revised Proposal) 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. Concurrently, if the total shares to be issued under the New A Share Issue (Revised Proposal) amounts to 1,500 million shares, then the Company shall issue 500 million new H Shares to Hua Neng HK. If the total shares to be issued under the New A Share Issue (Revised Proposal) are less than 1,500 million, the number of H Shares to be issued out of the New H Share Issue (Revised Proposal) shall correspondingly be adjusted on a pro rata basis.

For the purpose of issuing the new A Shares and the new H Shares, the Company had entered into the Original A Shares Subscription Agreement, the Supplemental Agreement to the A Shares Subscription Agreement, the Original H Shares Subscription Agreement and the Supplemental Agreement to the H Shares Subscription Agreement with Huaneng Group and Hua Neng HK, respectively.

Pursuant to the Shanghai Listing Rules and Rule 14A.56(9) of the Hong Kong Listing Rules, Messrs. Cao Peixi, Huang Long, Wu Dawei, Huang Jian, Liu Guoyue and Fan Xiaxia, all being directors of the Board of the Company having a material interest in the issue of new shares, had abstained from voting on the board resolutions relating to the New Issue (Revised Proposal) and the New Issue Connected Transactions. The resolutions were voted by directors who are not connected to the transactions.

3. NEW A SHARE ISSUE (REVISED PROPOSAL)

3.1 Subscription of New A Shares by Huaneng Group

A. Brief particulars of the Original A Shares Subscription Agreement are as follows:

Parties

(1) The Company, as the issuer.

(2) Huaneng Group, as the subscriber.

Subscription of new A Shares

The Company agreed to issue to Huaneng Group and Huaneng Group agreed to subscribe for 400 million new A Shares of the Company. If for whatever reason the aggregate number of shares to be issued out of the valid subscription of the issue of new A Shares to other designated investors is less than 800 million shares, then the number of A Shares to be issued to Huaneng Group shall correspondingly be adjusted on a pro rata basis. The calculation shall be as follows:

$$\begin{array}{rcccl} & & \text{Aggregate number of} & & \\ & & \text{shares to be issued out of the} & & \\ & & \text{valid subscription of} & & \\ & & \text{the issue of new A Shares} & & \\ & & \text{to other investors} & & \\ \text{Number of new} & = & 400 \text{ million shares} & \times & \\ \text{A Shares to be issued} & & & & \\ & & & & 800 \text{ million shares} \end{array}$$

Subscription price per new A Share

The subscription price per new A Share pursuant to the issue of new A Shares shall be not less than RMB7.13, i.e. not less than 90% of the average trading price (Note 2) per A Share as quoted on the Shanghai Stock Exchange for the twenty trading days immediately prior to the Price Determination Date (Note 1). The subscription price per new A Share in concrete terms shall be ascertained on the book-building basis following the obtaining of the approvals for the issue of new shares from the CSRC, i.e. it will be decided by the Company and the lead underwriter of the issue of new A Shares, depending on the subscription rate by other investors pursuant to the issue of new A Shares and the principle of priority in pricing. Huaneng Group will not participate in the quotation of the book-building process for the issue of new A Shares the subscription price of Huaneng Group shall be the same as that of other investors who have participated in the issue of new A Shares. 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. prior to the closing of the issue of new shares, then the abovementioned lowest subscription price per Share and the maximum number of shares to be issued shall be adjusted correspondingly.

Note 1: The "Price Determination Date" as referred to in the Original A Shares Subscription Agreement was the date on which the announcement relating to the 8th Meeting of the Sixth Session of the Board was published, i.e. 18 January 2010

Note 2: Calculation of the average trading price of the Company's A Shares for the twenty trading days immediately prior to the Price Determination Date =