
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.

“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN applications form(s) or, where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of the Company adopted on August 6, 2010, which shall take effect on the Listing Date, and as amended from time to time, a summary of which is set out in Appendix IX to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	our board of Directors
“BTM”	BTM Consult ApS
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but for the purposes of this prospectus and for geographical reference only (unless otherwise indicated), excluding Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong
“CICC”	China International Capital Corporation Hong Kong Securities Limited

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“Company,” “our Company,” “we” or “us”	華能新能源股份有限公司 (Huaneng Renewables Corporation Limited), a joint stock limited company established in the PRC on August 5, 2010, and except where the context indicates otherwise, (i) all of its subsidiaries and (ii) with respect to the period before the Company became the holding company of its present subsidiaries, the businesses operated by its present subsidiaries or (as the case may be) their predecessors
“Company Law”	中華人民共和國公司法 (Company Law of the PRC), adopted by the Standing Committee of National People’s Congress on October 27, 2005 and became effective on January 1, 2006, as amended, supplemented and otherwise modified from time to time
“Connected Person”	has the meaning ascribed thereto in the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholder”	Huaneng Group
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“Director(s)”	director(s) of our Company
“Domestic Shares”	ordinary shares in our capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“East China Region”	the three provinces of Shandong, Jiangsu and Zhejiang as well as Shanghai
“Electric Power Law”	中華人民共和國電力法 (Electric Power Law of the PRC), adopted by the Standing Committee of National People’s Congress on December 28, 1995 and became effective on April 1, 1996
“euros” or “EUR”	the lawful currency of the European Union
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal rates of GDP growth)
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.
“GREEN application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider designated by the Company
“Group”	the Company and its subsidiaries from time to time

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“HCI”	華能綜合產業公司 (Huaneng Comprehensive Industrial Co.), a wholly-owned subsidiary of Huaneng Group
“HIPDC”	華能國際電力開發公司 (Huaneng International Power Development Corporation), a subsidiary of Huaneng Group
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HNEIC”	華能新能源產業控股有限公司 (Huaneng New Energy Industrial Co., Ltd.), a wholly-owned subsidiary of Huaneng Group and the predecessor of the Company
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Hong Kong Offer Shares”	the H Shares offered by us for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offering by the Company of initially 186,430,000 H Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus) for cash at the Offer Price on the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 3, 2010 relating to the Hong Kong Public Offering and entered into by the Joint Bookrunners, the Hong Kong Underwriters and us as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses” in this prospectus
“HPI”	華能國際電力股份有限公司 (Huaneng Power International, Inc.), a joint stock limited company incorporated in the PRC and the H Shares of which are listed on the Stock Exchange

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“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shares”	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Huaneng Capital”	華能資本服務有限公司 (Huaneng Capital Services Corporation Ltd.), a wholly-owned subsidiary of Huaneng Group
“Huaneng Finance”	中國華能財務有限責任公司 (China Huaneng Finance Corporation Limited), a subsidiary of Huaneng Group
“Huaneng Group”	中國華能集團公司 (China Huaneng Group), a state-owned enterprise established in the PRC and the controlling shareholder of the Company
“IFRSs”	the International Financial Reporting Standards, which include standards and interpretations promulgated by the International Accounting Standards Board (IASB)
“Independent Third Party(ies)”	person(s) or company/companies and their respective ultimate beneficial owner(s), which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, are independent of the Company and its Connected Person
“Inner Mongolia”	Inner Mongolia Autonomous Region of the PRC
“International Offering”	the conditional placing by the International Underwriters of the International Offer Shares, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Offer Shares”	2,299,280,000 H Shares initially offered by the Company for subscription under the International Offering, subject to the Over-allotment Option and adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the several underwriters of the International Offering expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering to be entered into by, among others, the Joint Bookrunners, the International Underwriters and us on or around December 10, 2010
“Joint Bookrunners”, “Joint Lead Managers” and “Joint Sponsors”	Morgan Stanley, CICC, Goldman Sachs and Macquarie
“Latest Practicable Date”	November 29, 2010, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication

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“Listing”	listing of our H Shares on the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or around December 16, 2010, on which our H Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Macquarie”	Macquarie Capital Securities Limited
“Main Board”	the Main Board of the Stock Exchange
“Mandatory Provisions”	到境外上市公司章程必備條款 (the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated by the former State Council Securities Committee and other PRC government departments on August 27, 1994, as amended, supplemented or otherwise modified from time to time
“MEP”	中華人民共和國環境保護部 (Ministry of Environmental Protection of the PRC, formerly known as State Environmental Protection Administration)
“MOF”	中華人民共和國財政部 (Ministry of Finance of the PRC)
“MOFCOM”	中華人民共和國商務部 (Ministry of Commerce of the PRC)
“Morgan Stanley”	Morgan Stanley Asia Limited
“Mott MacDonald”	Mott MacDonald Limited, an independent technical consultant
“NDRC”	中華人民共和國國家發展和改革委員會 (National Development and Reform Commission of the PRC)
“New EIT Law”	中國人民共和國企業所得稅法 (The Enterprise Income Tax Law of the PRC) adopted by the National People’s Congress on March 16, 2007 and became effective on January 1, 2008
“Non-Competition Agreement”	the non-competition agreement dated August 6, 2010 and as amended on November 23, 2010 between Huaneng Group and us
“Non-PRC Resident Enterprise”	as defined under the New EIT Law, means companies established pursuant to a non-PRC law with their de facto management conducted outside the PRC, but which have established organizations or premises in the PRC, or which have generated income within the PRC without having established organizations or premises in the PRC

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“North China Region”	Shanxi province, Hebei province and the central part of Inner Mongolia
“Northeast China Region”	the three provinces of Heilongjiang, Jilin and Liaoning as well as the eastern part of Inner Mongolia
“NSSF”	全國社會保障基金理事會 (National Council for Social Security Fund of the PRC)
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), at which Hong Kong Offer Shares are to be subscribed, to be determined in the manner further described in the section headed “Structure of the Global Offering — Pricing and Allocation”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, collectively, and where relevant, together with any additional H Shares to be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by the Company to the International Underwriters exercisable by the Joint Bookrunners on behalf of the International Underwriters under the International Underwriting Agreement pursuant to which the Company may be required to issue and allot up to an aggregate of 372,856,000 additional H Shares at the Offer Price as described in the section headed “Structure of the Global Offering”
“PBOC”	中國人民銀行 (People’s Bank of China)
“People’s Congress”	the PRC’s legislative apparatus, including the National People’s Congress and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC government” or “State”	the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“Price Determination Agreement”	the agreement to be entered into by the Joint Bookrunners on behalf of the Underwriters and the Company on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around December 10, 2010 (Hong Kong time), but no later than December 14, 2010, on which the Offer Price is to be fixed for the purposes of the Global Offering
“Promoters”	the promoters of the Company, namely Huaneng Group and Huaneng Capital

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“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“Provincial DRC”	provincial development and reform commission of the PRC
“Qidong Wind Power”	華能啓東風力發電有限公司 (Huaneng Qidong Wind Power Co., Ltd.) which used to be a subsidiary of our Company
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“Renewable Energy Law”	中華人民共和國可再生能源法 (Renewable Energy Law of the PRC), adopted by the Standing Committee of National People’s Congress on February 28, 2005 and became effective on January 1, 2006, amendment of which was passed on December 26, 2009 and became effective on April 1, 2010
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the reorganization arrangements undergone by our Group in preparation for the Listing as described in the section headed “History, Reorganization and Corporate Structure — Reorganization”
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	中華人民共和國國家外匯管理局 (State Administration of Foreign Exchange of the PRC)
“SASAC”	國務院國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the State Council)
“SAT”	中華人民共和國國家稅務總局 (State Administration of Taxation of the PRC)
“SAWS”	中華人民共和國國家安全生產監督管理總局 (State Administration of Work Safety of the PRC)
“Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated under it
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SERC”	中華人民共和國國家電力監管委員會 (State Electricity Regulatory Commission of the PRC)
“SETC”	中華人民共和國國家經濟貿易委員會 (State Economic and Trade Commission of the PRC), a former ministry of the PRC government which was dissolved in 2003

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“SFC”	the Securities and Futures Commission of Hong Kong
“Shareholder(s)”	holder(s) of our Shares
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising our Domestic Shares and H Shares
“Sinovel”	Sinovel Wind Group Co., Ltd., an Independent Third Party supplier of our Company
“Sole Global Coordinator”	Morgan Stanley
“South China Region”	the four provinces of Guangdong, Yunnan, Guizhou and Guangxi
“Special Regulations”	國務院關於股份有限公司境外募集股份及上市的特別規定 (Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies), promulgated by the State Council on August 4, 1994, as amended, supplemented or otherwise modified from time to time
“Stabilizing Manager”	Morgan Stanley
“State Council”	中華人民共和國國務院 (State Council of the PRC)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto in section 2 of the Hong Kong Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed thereto in the Listing Rules
“Supervisor(s)”	one (or all) of our supervisors
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the three years ended December 31, 2007, 2008 and 2009 and the six months ended June 30, 2010
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars”, “USD” or “US\$”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“West Inner Mongolia”	the western part of Inner Mongolia

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“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at <u>www.eipo.com.hk</u>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xinjiang”	Xinjiang Uyghur Autonomous Region of the PRC
“%”	per cent
“sq.m.” or “m ² ”	square meters