
WAIVERS AND EXEMPTION FROM COMPLIANCE WITH THE LISTING RULES AND THE COMPANIES ORDINANCE

In preparation for the Global Offering, the Company has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules and the Hong Kong Companies Ordinance:

MANAGEMENT PRESENCE IN HONG KONG: RULE 8.12 AND RULE 19A.15 REQUIREMENTS

Pursuant to Rule 8.12 and Rule 19A.15 of the Listing Rules, a new applicant applying for a primary listing on the Stock Exchange must have sufficient management presence in Hong Kong. This normally means that at least two of the applicant's executive Directors must be ordinarily resident in Hong Kong. Currently we operate all of our businesses and assets in the PRC and all of our executive Directors reside in the PRC. We do not, and in the foreseeable future, will not have a sufficient management presence in Hong Kong.

Accordingly, we have applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rule 8.12 and Rule 19A.15 of the Listing Rules. In order to maintain effective communication with the Stock Exchange, we put in place the following measures:

- (a) we have (i) appointed Mr. Zhao Shiming, the executive Director and President of the Company, and Ms. Mok Ming Wai, one of the joint company secretaries of the Company, as our authorized representatives (the "Authorized Representatives"); and (ii) authorized the Authorized Representatives to speak on behalf of us and to act as the principal channel of communication with the Stock Exchange;
- (b) each of the Authorized Representatives has means to contact all members of the Board (including the non-executive Directors and the independent non-executive Directors) and the senior management promptly at all times as and when the Stock Exchange wishes to contact them for any matters;
- (c) each Director who is not ordinarily resident in Hong Kong has confirmed that he or she possesses valid travel documents to visit Hong Kong for business purpose and would be able to come to Hong Kong and meets the Stock Exchange upon reasonable notice; each of the Directors has also provided their respective mobile phone numbers, office phone numbers, e-mail addresses and facsimile numbers to the Stock Exchange;
- (d) we have at least one independent non-executive Director (namely, Mr. Wan Kam To) who is an ordinary resident in Hong Kong;
- (e) we will retain Hong Kong legal advisers to advise on our on-going compliance obligations and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong after listing;
- (f) we retain Haitong International Capital Limited, as the compliance adviser (the "Compliance Adviser") for the period commencing on the Listing Date and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the date of listing. Pursuant to Rule 19A.05(2) of the Listing Rules, we will ensure that the Compliance Adviser have access at all times to the Authorized Representatives, Directors and other officers of our Company and will act as our Company's principal channel of communication with the Stock Exchange when the Authorized Representatives are not available. We will procure the Compliance Adviser to provide the Stock Exchange with the names and contact details of its representative responsible for this matter as soon as possible after appointment;

WAIVERS AND EXEMPTION FROM COMPLIANCE WITH THE LISTING RULES AND THE COMPANIES ORDINANCE

- (g) any meetings between the Stock Exchange and the Directors of us may be arranged through the Authorized Representatives or the Compliance Adviser (if applicable); and
- (h) we will inform the Stock Exchange promptly in respect of any change in our Authorized Representatives and Compliance Adviser.

CONNECTED TRANSACTIONS

We have entered into certain transactions which would constitute continuing connected transactions under the Listing Rules following the completion of the Global Offering. We have received from the Stock Exchange a waiver from strict compliance with the announcement and independent shareholders' approval requirements set out in Chapter 14A of the Listing Rules for such continuing connected transactions. Further details of such continuing connected transactions and the waiver are set out in "Connected Transactions" in this prospectus.

COMPANY SECRETARY

Pursuant to Rule 8.17 of the Listing Rules, the secretary of our Company must be a person who is ordinarily resident in Hong Kong, has the requisite knowledge and experience to discharge the functions of a company secretary and is either (i) a member of the Hong Kong Institute of Chartered Secretaries, a solicitor or barrister (as defined in the Legal Practitioners Ordinance) or a professional accountant, or (ii) an individual who, by virtue of his academic or professional qualifications or relevant experiences, is in the opinion of the Stock Exchange capable of discharging those functions. Rule 19A.16 of the Listing Rules provides that the secretary of a PRC issuer, such as our Company, need not be ordinarily resident in Hong Kong, provided that such person can meet the other requirements of Rule 8.17 of the Listing Rules.

We have appointed Ms. Song Yuhong as one of the joint company secretaries. Ms. Song is experienced in handling administrative work and has a thorough understanding of the operation of the Board and our Company. However, Ms. Song does not possess a qualification as stipulated in Rule 8.17 of the Listing Rules and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. Mok Ming Wai to act as another joint company secretary and to provide assistance to Ms. Song for an initial period of three years from the Listing Date so as to fully comply with the requirements set forth under Rule 8.17 of the Listing Rules.

Ms. Mok Ming Wai will work closely with Ms. Song to jointly discharge the duties and responsibilities as company secretary and assist Ms. Song to acquire the relevant experience as required under Rule 8.17(3) of the Listing Rules. In addition, we will ensure Ms. Song has access to relevant training and support to familiarize herself with the Listing Rules and the duties required for a company secretary of a PRC issuer listed on the Stock Exchange.

We have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver under and in respect of Rule 8.17 and Rule 19A.16 of the Listing Rules. The waiver is valid for an initial period of three years from the Listing Date. The waiver will be revoked if Ms. Mok Ming Wai ceases to provide assistance to Ms. Song Yuhong as our joint company secretary during the three years after the Listing Date. Upon the expiry of such three-year period, we will re-evaluate the qualifications and experience of Ms. Song to consider whether the requirements stipulated in Rule 8.17 and Rule 19A.16 of the Listing Rules can be satisfied.

CORNERSTONE INVESTMENT BY CSR HK

According to Rule 9.09 of the Listing Rules, there must be no dealing in the H Shares by any of our connected person from four clear business days before the expected hearing date until Listing is granted.

WAIVERS AND EXEMPTION FROM COMPLIANCE WITH THE LISTING RULES AND THE COMPANIES ORDINANCE

CSR HK, one of our cornerstone investors, has entered into a cornerstone investor agreement with us and the Joint Bookrunners, pursuant to which CSR HK has agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot of 2,000 H Shares) which may be purchased with an aggregate amount of US\$50 million at the Offer Price. See “Cornerstone Investors — Our Cornerstone Investors — CSR HK” in this prospectus for further details of the subscription by CSR HK. CSR HK currently holds 25% equity interest in each of the four non-wholly owned subsidiaries of our Company, namely, Huaneng Panjin Wind Power Co., Ltd., Huaneng Tieling Daxing Wind Power Co., Ltd., Huaneng Tieling Wind Power Co., Ltd. and Huaneng Tieling Kaiyuan Wind Power Co., Ltd., all of which are Sino-foreign joint venture companies under the PRC laws. Therefore, CSR HK is a connected person of our Company under the Listing Rules.

An application has been made to the Stock Exchange for a waiver from strict compliance with Rule 9.09 of the Listing Rules in relation to the cornerstone investment by CSR HK on the basis that the cornerstone investment by CSR HK will not unduly prejudice the interests of the potential investors. Such waiver has been granted by the Stock Exchange on the condition that:

- (i) CSR HK’s cornerstone investment will be made at the Offer Price and it will be subject to a lock-up period of six months; and
- (ii) we will disclose details of CSR HK’s cornerstone investment in this prospectus.

We will also ensure that, notwithstanding the cornerstone investment by CSR HK, our Company will satisfy the public float requirement under Rule 8.08(1) of the Listing Rules.