

*For illustrative purpose only, the unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules is set forth below to provide the prospective investors with further information on (i) how the proposed listing might have affected the financial position of the Group after the completion of the Global Offering; (ii) how the proposed listing might have affected the unaudited pro forma forecast earnings per share for the year ending December 31, 2011.*

*The unaudited pro forma financial information is derived according to a number of adjustments. Although reasonable care has been exercised in preparing such information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the actual financial performance and condition of the Group during the Track Record Period or any further date.*

*The information set forth in this appendix does not form part of the accountants' report prepared by KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix II to this prospectus, and is included herein for illustrative purposes only.*

*The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the accountants' report set forth in Appendix I to this prospectus.*

## A. UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma statement of our adjusted net tangible assets prepared in accordance with Rule 4.29 of the Listing Rules is for illustration purposes only, and is set forth here to illustrate the effect of the Global Offering on our net tangible assets as of December 31, 2010 as if it had taken place on December 31, 2010.

The unaudited pro forma statement of adjusted net tangible assets have been prepared for illustrative purpose only and because of its hypothetical nature, it may not give a true picture of our consolidated net tangible assets as of December 31, 2010 or any future date following the Global Offering. It is prepared based on our consolidated net assets as of December 31, 2010 as derived from our consolidated financial statements set forth in the accountants' report in Appendix I, and adjusted as described below. The unaudited pro forma statement of net tangible assets does not form part of the accountants' report as set forth in Appendix I to this prospectus.

	<b>Adjusted consolidated net tangible assets attributable to equity holders of the Company as at December 31, 2010<sup>(1)</sup></b>	<b>Add: Estimated net proceeds from the Global Offering<sup>(2)</sup></b>	<b>Unaudited pro forma adjusted consolidated net tangible assets</b>	<b>Unaudited pro forma adjusted consolidated net tangible assets per Share<sup>(3)(5)</sup></b>	
	<b>RMB in millions</b>	<b>RMB in millions</b>	<b>RMB in millions</b>	<b>RMB</b>	<b>HK\$<sup>(4)</sup></b>
Based on an offer price of					
HK\$2.28 per Share . . . . .	4,889.4	4,509.8	9,399.2	1.13	1.36
Based on an offer price of					
HK\$2.98 per Share . . . . .	4,889.4	5,920.6	10,810.0	1.30	1.56

*Notes:*

- (1) The adjusted consolidated net tangible assets attributable to equity holders of the Company as of December 31, 2010 have been calculated based on the audited consolidated net assets attributable to the shareholders of the Company of RMB5,283.9 million after deducting intangible assets of RMB394.8 million and adjusting the share of intangible assets attributable to non-controlling interests of RMB0.3 million. Intangible assets of the Group mainly represented concession assets for wind power service concession projects, amounting to RMB393.6 million as of December 31, 2010.
- (2) The estimated net proceeds from the Global Offering are based on indicative offer prices of HK\$2.28 and HK\$2.98 per Share, respectively, after deduction of the underwriting fees and other related expenses payable by the Company and takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option.
- (3) The unaudited pro forma adjusted consolidated net tangible assets per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis that 8,285,710,000 Shares are in issue assuming that the Global Offering has been completed on December 31, 2010 but takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option.
- (4) The unaudited pro forma adjusted consolidated net tangible assets per Share are converted into Hong Kong dollars at an exchange rate of RMB0.8359 to HK\$1.00, the PBOC Rate prevailing on May 20, 2011. No representation is made that the RMB amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.
- (5) The Group's property interests as at February 28, 2011 have been valued by Jones Lang LaSalle Sallmanns Limited, an independent property valuer, and the relevant property valuation report is set out in Appendix IV "Property Valuation Report". The above unaudited pro forma statement of adjusted consolidated net tangible assets do not take into account the surplus attributable to the Group arising from the revaluation of the Group's property interests amounting to approximately RMB8.7 million. The revaluation surplus will not be incorporated in the Group's financial statements for the year ending December 31, 2011. If the valuation surplus was recorded in the Group's financial statements, additional annual depreciation and amortization of approximately RMB0.4 million would be charged against the profit for the year ending December 31, 2011.

**B. UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE**

The following unaudited pro forma forecast earnings per Share have been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering on the forecast earnings per share. This unaudited pro forma forecast earnings per Share has been prepared for illustrative purposes only and because of its nature, it may not give a true picture of the financial results of the Group following the Global Offering.

**For the year ending December 31, 2011**

Forecast consolidated net profit attributable to equity holders of the Company <sup>(1)</sup> .....	not less than RMB1,070.1 million (approximately HK\$1,280.2 million)
Unaudited pro forma forecast earnings per Share <sup>(2)</sup> .....	not less than RMB0.13 (approximately HK\$0.15)

*Notes:*

- (1) The forecast consolidated profit attributable to equity holders of the Company for the year ending December 31, 2011 is extracted from the section headed "Financial Information — Profit Forecast" in this prospectus. The bases and assumptions on which the above profit forecast has been prepared are set out in Appendix III to this prospectus.
- (2) The calculation of the unaudited pro forma forecast earnings per Share for the year ending December 31, 2011 is based on the above forecast consolidated net profit attributable to equity holders for the year ending December 31, 2011 assuming that a total of 8,285,710,000 Shares were in issue during the entire year, without taking into account any H Shares which may be allotted and issued upon the exercise of the Over-allotment Option.

**C. LETTERS FROM THE REPORTING ACCOUNTANTS ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report received from the reporting accountants, KPMG, Certified Public Accountants, Hong Kong, prepared for the purpose of incorporation in this prospectus.

8th Floor  
Prince's Building  
10 Chater Road  
Central, Hong Kong

May 30, 2011

The Directors  
Huaneng Renewables Corporation Limited  
10-11th Floor, No. 23A Fuxing Road  
Haidian District  
Beijing, China

Dear Sirs,

**Huaneng Renewables Corporation Limited (the “Company”)**

We report on the unaudited pro forma financial information (“the Pro Forma Financial Information”) of the Company and its subsidiaries (“the Group”) set out in Appendix II to the prospectus dated May 30, 2011 (“the Prospectus”), which has been prepared by the directors of the Company solely for illustrative purposes to provide information about how the share offer might have affected the financial information presented. The basis of preparation of the unaudited Pro Forma Financial Information is set out in Appendix II to the Prospectus.

**Responsibilities**

It is the responsibility solely of the directors of the Company to prepare the unaudited Pro Forma Financial Information in accordance with Paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

It is our responsibility to form an opinion, as required by Paragraph 4.29(7) of the Listing Rules, on the unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

**Basis of opinion**

We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the unaudited Pro Forma

Financial Information with the directors of the Company. The engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or review made in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the unaudited Pro Forma Financial Information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the unaudited Pro Forma Financial Information as disclosed pursuant to Paragraph 4.29(1) of the Listing Rules.

Our procedures on the unaudited Pro Forma Financial Information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

The unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, it does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the financial position of the Group as at December 31, 2010 or any future date; or
- the earnings per share of the Group for the year ending December 31, 2011 or any future periods.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described under "Future Plans and Use of Proceeds" set out in the Prospectus.

### Opinion

In our opinion:

- (a) the unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited Pro Forma Financial Information as disclosed pursuant to Paragraph 4.29(1) of the Listing Rules.

Yours faithfully

**KPMG**  
*Certified Public Accountants*  
Hong Kong