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華能國際電力股份有限公司

HUANENG POWER INTERNATIONAL, INC.

(a Sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 902)

NOTICE OF 2011 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2011 second extraordinary general meeting (“Extraordinary General Meeting”) of Huaneng Power International, Inc. (the “Company”) will be held at 9 a.m. on 27 September 2011 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 resolution:

Ordinary Resolution

1. To consider and approve the liability insurance policy for directors and senior management *(note 1)*

By Order of the Board

Gu Biquan

Company Secretary

10 August 2011

As at the date of this notice, the directors of the Company are:

Cao Peixi

(Executive Director)

Huang Long

(Non-executive Director)

Li Shiqi

(Non-executive Director)

Huang Jian

(Non-executive Director)

Liu Guoyue

(Executive Director)

Fan Xiaxia

(Executive Director)

Shan Qunying

(Non-executive Director)

Liu Shuyuan

(Non-executive Director)

Xu Zujian

(Non-executive Director)

Huang Mingyuan

(Non-executive Director)

Shao Shiwei

(Independent Non-executive Director)

Wu Liansheng

(Independent Non-executive Director)

Li Zhensheng

(Independent Non-executive Director)

Qi Yudong

(Independent Non-executive Director)

Zhang Shouwen

(Independent Non-executive Director)

Registered address of the Company:

West Wing, Building C,

Tianyin Mansion,

2C Fuxingmennan Street,

Xicheng District,

Beijing 100031,

The People's Republic of China

Notes:

1. In relation to the resolution regarding the liability insurance policy for directors and senior management:
 - 1) To approve that the Company will take out the insurance for the directors and senior management by selecting an insurance company with Standard & Poor's credit rating of not lower than A-level as the insurer and to enter into an insurance contract on normal commercial terms for a period of one year covering an insurance amount of not more than US\$10 million at an annual insurance premium based on the prevailing market rates.
 - 2) To generally and unconditionally authorize the board of directors of two or more directors based on the principle of safeguarding the best interests of the Company to take all necessary action to implement the Company's liability insurance policy for directors and senior management and related works, including but not limited to, signing of (or authorize other management personnel to sign) the insurance policy and all other necessary legal documents, make appropriate information disclosure (if required), and to renew (or authorize other management personnel to renew) the insurance policy before expiry of the term.
2. 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 6 September 2011 are eligible to attend the Extraordinary General Meeting.

3. Proxy

- (i) A member eligible to attend and vote at the Extraordinary General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on behalf of him. A proxy needs not be a shareholder.
- (ii) A proxy should be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarised.
- (iii) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered, in the case of holders of domestic shares, to the Company and, in the case of holders of foreign Shares, to Hong Kong Registrars Limited, not less than 24 hours before the time designated for holding of the Extraordinary General Meeting.
- (iv) A proxy may exercise the right to vote by a show of hands or by poll. However, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote by poll.

4. 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 7 September 2011.
- (iii) Shareholders may send the above reply slip to the Company in person, by post or by fax (Attn: Capital Market Department).

5. Closure of Register of Members

In order to determine the H Shareholders who are entitled to attend the Extraordinary General Meeting, the register of members of the Company will be closed from 7 September 2011 to 27 September 2011 (both days inclusive).

6. 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 Foreign Shares of the Company, Hong Kong Registrars Limited is at:

Rooms 1712-1716,
17th Floor Hopewell Centre,
183 Queen's Road East,
Hong Kong

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

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