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華能新能源股份有限公司
Huaneng Renewables Corporation Limited*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0958)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “**EGM**”) of Huaneng Renewables Corporation Limited (the “**Company**”) will be held at the Conference Room A, 10/F, No. 23A Fuxing Road, Haidian District, Beijing, the PRC at 9:30 a.m. on Tuesday, November 1, 2011 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

Ordinary Resolutions:

1. To consider and approve the appointment of Mr. ZHANG Tingke as a non-executive Director of the Company;
2. To consider and approve the election of Mr. HUANG Jian as a Supervisor of the Company;

Special Resolution:

3. To consider and approve the proposed amendments to the Articles of Association of the Company as follows:

Article 19 changed to -

“Upon the establishment of the Company, and the approval of securities regulatory authority of the State Council, the Company has issued 2,646,898,000 overseas listed shares. Shareholders of state-owned shares of the Company have transferred to National Social Security Fund (“NSSF”) the 264,688,800 state-owned shares in accordance with the regulations on the reduction of state-owned shares, upon the issuance of overseas listed shares.

Upon the issuance of abovementioned overseas listed shares, the total number of shares of the Company is 8,446,898,000, and the share capital structure of the Company is as follows: Huaneng Group holds 5,258,545,600 shares, representing 62.25% of total share capital; Huaneng Capital holds 276,765,600 shares, representing 3.28% of total share capital; NSSF holds 264,688,800 shares, representing 3.13% of total common share capital; H share shareholders hold 2,646,898,000 shares, representing 31.34% of total share capital.”

Article 22 changed to -

“Upon the fulfillment of abovementioned overseas listing of shares, the registered capital of the Company has reached RMB8,446,898,000.”

Article 39 changed to -

“Share certificates of the Company shall be signed by the Chairman of Board of Directors of the Company. Where the stock exchanges on which shares are listed require the share certificates to be signed by senior officers of the Company, the share certificates shall also be signed by such senior officers. The share certificates shall take effect after being affixed with the Company’s securities seal or a machine-imprinted securities seal of the Company provided that such seal shall only be affixed with the authority of the Board of Directors. The signatures of the Chairman of Board of Directors or other senior officers of the Company on the share certificates may be printed in mechanical form.”

Clause 2 of Article 53 changed to -

“The Company shall, in accordance with the listing rules, deliver the abovementioned (1) to (8) documents and any other applicable documents to its address in Hong Kong, to make them available for inspection by the public and foreign shareholders of its overseas listed shares.”

Article 120 and Article 121 -

The period of time mentioned in Article 120 and Article 121 with respect to giving a notice of holding of board meeting or distribution of board meeting minutes to all directors is changed from “ten days” to “fourteen days” respectively.

Article 144, add a new clause 3 -

“Meeting of Board of Supervisors can be held by means of conference call or through any other similar communication equipment. When holding such a meeting, each attending Supervisor shall be deemed to have attended such meeting in person, only if he is able to hear the other Supervisors’ talking and communicate with other Supervisors.” The original clause 3 is moved to clause 4.

By Order of the Board
Huaneng Renewables Corporation Limited
CAO Peixi
Chairman

Beijing, the PRC, September 16, 2011

As at the date of this announcement, our non-executive Directors are Mr. CAO Peixi, Mr. HUANG Long and Mr. ZHAO Keyu; our executive Directors are Mr. ZHAO Shiming, Mr. NIU Dongchun, Ms. YANG Qing and Mr. HE Yan; and our independent non-executive Directors are Mr. QIN Haiyan, Ms. DAI Huizhu, Mr. ZHOU Shaopeng and Mr. WAN Kam To.

* *For identification purpose only*

Notes:

1. The register of members of the Company will be closed from October 2, 2011 to October 31, 2011, both days inclusive, during which period no transfer of the Company's shares will be registered. To be eligible to attend and vote at the EGM, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the Company's head office in the PRC (for holders of domestic shares of the Company) not later than 4:30 p.m. on September 30, 2011.
2. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the EGM on his or her behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
4. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the Company's head office in the PRC (for holders of domestic shares of the Company) within 24 hours prior to the holding of the EGM. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time set out in such instrument.
5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the Board or other governing bodies may attend the EGM on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the EGM on behalf of a shareholder to provide proof of identity.

7. Shareholders intending to attend the EGM must return the reply slip to the Company's H share registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares of the Company), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post on or before October 11, 2011.
8. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.
9. The registered office of the Company in the PRC is as follows:
10-11th Floor
No. 23A Fuxing Road
Haidian District, Beijing, the PRC