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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)*

**ANNOUNCEMENT
POLL RESULTS OF THE 2015 ANNUAL GENERAL MEETING
HELD ON 23 JUNE 2016
DISTRIBUTION DATE OF FINAL DIVIDEND**

The board of directors (the “**Board**”) of Huaneng Renewables Corporation Limited (the “**Company**”) is pleased to announce that the 2015 annual general meeting (the “**AGM**”) was held in Beijing, the PRC on Thursday, 23 June 2016. The resolutions set forth below were duly passed by way of poll.

References are made to the notice of AGM and the circular (the “**Circular**”) of the Company dated 6 May 2016. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

The AGM was held at 9:00 a.m. on Thursday, 23 June 2016 at the headquarters of the Company at No. 23A Fuxing Road, Haidian District, Beijing, the PRC. As Mr. Cao Peixi (Chairman of the Board) was unable to attend the AGM, Mr. Lin Gang (Executive Director and President) presided over the AGM as the Chairman.

As at the date of the AGM, the number of issued Shares of the Company and the total number of Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM was 9,727,996,192 Shares, comprising 5,535,311,200 Domestic Shares and 4,192,684,992 H Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM and no Shareholder was required to abstain from voting at the AGM for any of the resolutions. No Shareholder had previously stated his or her intention to vote against the resolutions proposed at the AGM or to abstain from voting.

Shareholders or their proxies representing 7,589,327,767 Shares with voting rights in the Company were present at the AGM, representing approximately 78.02% of the total number of issued Shares.

* *For identification purpose only*

The AGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

At the AGM, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

No.	Ordinary Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
1.	To consider and approve the report of the Board of Directors of the Company for 2015.	7,589,327,767 (100.00%)	0 (0.00%)
2.	To consider and approve the report of the Supervisory Committee of the Company for 2015.	7,589,327,767 (100.00%)	0 (0.00%)
3.	To consider and approve the audited financial statements of the Company for 2015.	7,589,327,767 (100.00%)	0 (0.00%)
4.	To consider and approve the profit distribution plan of the Company for 2015.	7,588,677,767 (99.99%)	650,000 (0.01%)
5.	To consider and approve the re-appointment of KPMG and KPMG Huazhen (SGP) as the international and domestic auditors of the Company, respectively, for 2016 for a term until the conclusion of the next annual general meeting of the Company.	7,589,327,767 (100.00%)	0 (0.00%)
6.	To re-elect Directors and Supervisors:		
	(a) Mr. Cao Peixi as a Non-executive Director;	7,438,513,081 (98.02%)	150,480,686 (1.98%)
	(b) Mr. Zhang Tingke as a Non-executive Director;	7,537,958,744 (99.32%)	51,369,023 (0.68%)
	(c) Mr. Wang Kui as a Non-executive Director;	7,343,785,081 (96.76%)	245,542,686 (3.24%)
	(d) Mr. Lin Gang as an Executive Director;	7,272,949,218 (95.83%)	316,378,549 (4.17%)
	(e) Mr. Xiao Jun as an Executive Director;	7,542,808,744 (99.39%)	46,519,023 (0.61%)
	(f) Ms. Yang Qing as an Executive Director;	7,542,808,744 (99.39%)	46,519,023 (0.61%)
	(g) Mr. He Yan as an Executive Director;	7,542,808,744 (99.39%)	46,519,023 (0.61%)

No.	Ordinary Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
	(h) Mr. Qin Haiyan as an Independent Non-executive Director;	7,550,390,767 (99.49%)	38,937,000 (0.51%)
	(i) Ms. Dai Huizhu as an Independent Non-executive Director;	7,549,740,767 (99.48%)	39,587,000 (0.52%)
	(j) Mr. Zhou Shaopeng as an Independent Non-executive Director;	7,450,866,788 (98.18%)	138,460,979 (1.82%)
	(k) Mr. Wan Kam To as an Independent Non-executive Director;	6,666,749,052 (87.84%)	922,578,715 (12.16%)
	(l) Mr. Huang Jian as a Supervisor; and	7,441,639,100 (98.05%)	147,688,667 (1.95%)
	(m) Mr. Wang Huanliang as a Supervisor.	7,508,266,763 (98.93%)	81,061,004 (1.07%)

As more than half of the votes attaching to Shares held by the Shareholders present in person or by proxy at the AGM were cast in favour of each of the above ordinary resolutions, the ordinary resolutions were duly passed.

No.	Special Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
7.	<p>To consider and approve the granting of a general mandate to the Board to issue, allot and deal with additional domestic shares and H shares not exceeding 20% of each of the total number of shares of the domestic shares and H shares of the Company respectively in issue:</p> <p>“THAT:</p> <p>(a) subject to paragraph (c) and in accordance with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and relevant PRC laws and regulations, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with, either separately or concurrently, additional domestic shares and H shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion (including convertible bonds) which might require the exercise of such powers be hereby generally and unconditionally approved;</p> <p>(b) the approval in paragraph (a) shall authorize the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion (including convertible bonds) which might require the exercise of such powers after the expiration of the Relevant Period;</p> <p>(c) each of the aggregate nominal values of domestic shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the total number of shares of domestic shares and H shares of the Company respectively in issue at the date of passing this resolution;</p>	6,105,686,572 (80.45%)	1,483,641,195 (19.55%)

No.	Special Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
	<p>(d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Hong Kong Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and</p> <p>(e) for the purpose of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company; or</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or</p> <p>(iii) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.</p>		

No.	Special Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
8.	<p>To consider and approve the granting of a general mandate to issue the debt financing instruments in the years of 2016 and 2017 with a principal balance not exceeding RMB19 billion (including RMB19 billion, inclusive of H Shares convertible bonds) with details below:</p> <p>“THAT:</p> <p>I. Types of instruments and method of issuance The relevant debt financing instruments include but are not limited to domestic and foreign publicly or privately issued non-financial corporate debt financing instruments (including general mid-term notes, short-term debentures, super short-term debentures, PPN, perpetual mid-term notes, assets-backed notes, etc.), corporate bonds (including general corporate bonds, short-term corporate bonds, perpetual corporate bonds, convertible bonds, exchangeable bonds, etc.), asset-based securitized products, revenue bonds, etc..</p> <p>II. Main terms</p> <p><i>1) Issuer and issue size</i> The aggregate proposed principal balance of the domestic and foreign debt financing instruments of the Company (actual outstanding balance) does not exceed RMB19 billion (including RMB19 billion, inclusive of H Shares convertible bonds). The instruments shall be issued either in a single or multiple series, and can be public or non-public.</p> <p><i>2) Target investors and placing arrangement</i> The target investors of the domestic and foreign debt financing instruments shall be domestic and foreign investors who meet the conditions for subscription.</p>	7,202,100,761 (95.04%)	375,949,006 (4.96%)

No.	Special Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
	<p>3) Use of proceeds In accordance with the actual needs of the Company, the proceeds to be raised from the issuance of debt financing instruments are intended to be used towards replenishing its working capital and liquidity of the Company and its subsidiaries, repaying interest-bearing borrowings from financial institutions for the Company and its subsidiaries, and investing in the relevant project constructions, etc..</p> <p>4) Authorization Period The resolution regarding the proposed issuance of debt financing instruments will be valid for 12 months from the date of passing the relevant resolution at the AGM, or throughout the period of the debt financing instruments being approved/recorded/registered.</p> <p>III. Matters relating to authorization It is proposed to the AGM to generally and unconditionally authorize the Board or the Executive Directors, Mr. Lin Gang and Ms. Yang Qing, to determine the detailed terms and conditions of each tranche of the debt financing instruments to be issued according to the needs of the Company and market conditions, and to deal with all the related matters. Those matters include but are not limited to the issuance types, currency, price, term, issuance method, interest rate, means of confirmations, rating, guarantee, use of proceeds, and trading and exchange markets of the debt financing instruments actually issued, etc., as well as dealing with matters such as the procedures of approval, determining the underwriters and sponsors, approving the prospectus, signing all the required documents and making appropriate information disclosures; to determine the protective measures to safeguard repayment of debts as required under the relevant laws and regulations in the event that the Company expects to, or does fail to pay the principal and/or coupon interests of such debentures as they fall due.”</p>		

No.	Special Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
9.	<p>To consider and approve the granting of a general mandate to issue the H Shares convertible bonds with details below:</p> <p>“THAT:</p> <p>I. Method of issuance and issue size</p> <p>The Company considers that the Company or an overseas wholly-owned subsidiary/subsidiary of the Company issues H Shares convertible bonds overseas at an opportune time, provided that the requirements of the relevant laws, regulations and normative documents are complied with. The specific issue size shall be determined according to the demand for funds and market conditions provided that: (i) the issuance amount shall not exceed RMB2 billion or an equivalent value in another currency, and (ii) the number of H Shares available for conversion based on the share price at the time of issuance shall not exceed 20% of the total number of H Shares of the Company in issue (i.e. 838,536,998 H Shares) on the date of passing the resolution of the General Mandate to Issue Shares, or in the event that the Company has already issued H Shares pursuant to the General Mandate to Issue Shares at the time of issuance, the number of H Shares available for conversion based on the share price at the time of issuance and new H Shares in issue together shall not exceed the authorization scope of the General Mandate to Issue Shares (i.e. 838,536,998 H Shares). Between condition (i) and (ii), whichever with the smaller issue size shall prevail. The H Shares that holders of H Shares convertible bonds desire to convert shall be issued in accordance with the relevant laws, regulations and normative documents as well as the General Mandate to Issue Shares mentioned above as considered and approved by the AGM.</p>	6,138,956,008 (81.01%)	1,439,093,759 (18.99%)

No.	Special Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
	<p>II. Use of proceeds The proceeds to be raised from the issuance of H Shares convertible bonds are intended to be used towards meeting the needs of production and operation of the Company, adjusting its debt structure, adding capital to subsidiaries, replenishing working capital and investing in project constructions, etc..</p> <p>III. Conditions of issuance The conditions of issuance of H Shares convertible bonds include but are not limited to the following:</p> <ul style="list-style-type: none"> i) the obtaining of the approval by way of special resolutions at the AGM in relation to this General Mandate to Issue H Shares Convertible Bonds; ii) the approval by the general meeting of the Company in relation to the resolution of the General Mandate to Issue Shares; iii) the obtaining of the approvals or consents from the relevant PRC regulatory authorities including the China Securities Regulatory Commission; iv) the granting of approval for the listing of the H Shares convertible bonds on an internationally recognized stock exchange; and v) the granting by the Stock Exchange of approval for the listing and permission to deal in the new H Shares to be issue upon conversion (if any) of the H Shares convertible bonds. 		

No.	Special Resolutions	Number of votes cast (percentage of total number of votes cast)	
		For	Against
	<p>IV. Validity period of the resolution From the date when this resolution is approved by the Company's general meeting to the date when the 2016 annual general meeting of the Company is convened, if the Company has decided on the relevant issuance within such validity period of the resolution and has obtained issue approval, permit or registration from the regulatory authorities within the validity period of the above resolution, the Company can complete the matters relating to issuance and conversion within the validity period provided for by such approval, permit or registration.</p> <p>V. Share conversion arrangement and related impacts Any new H Shares to be issued upon conversion of the H Shares convertible bonds will rank pari passu with, and with the same class as, the H Shares in issue on the relevant conversion date in all respects, save in respect of entitlements to dividends and other distribution which will depend on the date of conversion(s) for the convertible bonds and the date of the payment of dividends or other distribution with respect to the H Shares.</p> <p>VI. Authorization It is proposed to the AGM to generally and unconditionally authorize the Board, in accordance with the relevant laws and regulations, opinions and recommendations of the regulatory authorities and based on the Company's business needs and the market conditions at that time, to determine all specific matters and sign all related documents concerning the issuance and listing of H Shares convertible bonds and the listing of converted H Shares within the scope of the main terms of issuance of H Share convertible bonds determined above, including but not limited to determining the terms and conditions as well as other relevant matters for issuance of H Shares convertible bonds and conversion; it is also proposed to the AGM to approve the Board to further grant the above authorization to more than two Directors (Mr. Lin Gang and Ms. Yang Qing, Executive Directors, are recommended) for the specific implementation."</p>		
10.	To consider and approve the amendments to the articles of association of the Company.	7,583,970,767 (99.95%)	4,033,000 (0.05%)

As more than two-thirds of the votes attaching to Shares held by the Shareholders present in person or by proxy at the AGM were cast in favour of the above special resolutions, the special resolutions were duly passed.

In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar acted as scrutineer for the vote-taking at the AGM and performed calculations to obtain the above poll voting results based on the completed and signed poll voting forms collected by the Company.

DISTRIBUTION DATE OF FINAL DIVIDEND

As approved by the Shareholders at the AGM, the Board is pleased to announce the following details in respect of the distribution of final dividend for the year ended 31 December 2015:

The Company will distribute a final dividend of RMB0.03 (tax inclusive) per ordinary Share in cash in an aggregate amount of approximately RMB291,839,885.76 for the year ended 31 December 2015 on 22 August 2016 to Shareholders whose names are registered in the Company's register of members on Tuesday, 5 July 2016. Such dividend will be paid to holders of Domestic Shares in RMB and to holders of H Shares in Hong Kong dollars. The actual amount of H Share dividend paid in Hong Kong dollars is calculated according to the average of the middle price of RMB against Hong Kong dollars as published by the People's Bank of China for the five business days preceding the date of the AGM (i.e. RMB0.84756 to HK\$1), being a cash dividend of HK\$0.03540 (tax inclusive) per ordinary Share.

By order of the Board
Huaneng Renewables Corporation Limited
SONG Yuhong
Company Secretary

Beijing, the PRC, 23 June 2016

As at the date of this announcement, the Company's non-executive Directors are Mr. CAO Peixi, Mr. ZHANG Tingke and Mr. WANG Kui; executive Directors are Mr. LIN Gang, Mr. XIAO Jun, Ms. YANG Qing and Mr. HE Yan; and independent non-executive Directors are Mr. QIN Haiyan, Ms. DAI Huizhu, Mr. ZHOU Shaopeng and Mr. WAN Kam To.