



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)

FORM OF PROXY FOR THE 2016 FIRST EXTRAORDINARY GENERAL MEETING

Number of H share(s)/domestic share(s) [#] related to this form of proxy <i>(Note 1)</i>	
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I(We)^(Note 2) _____
of _____,
being the holder(s) of _____ H share(s)/domestic share(s)^{# (Note 1)} of
Huaneng Renewables Corporation Limited (the “Company”) hereby appoint ^(Note 3) _____
_____ (I.D. No./Passport No.: _____)
of _____,
or failing him the Chairman of the Meeting as my(our) proxy to attend and vote for me(us) on the following resolution in accordance with the instruction(s) below and on my(our) behalf at the 2016 First Extraordinary General Meeting of the Company (the “EGM” or “Meeting”) to be held at 9:30 a.m. on 8 December 2016 at the Headquarter of the Company, No. 23A Fuxing Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice of EGM. In the absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

	Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
1.	To consider and approve the conduct of the deposit transactions (including the relevant proposed annual caps) contemplated under the Deposit and Loan Services Framework Agreement dated 12 August 2016 entered into between the Company and China Huaneng Finance Corporation Limited.		

Date: _____ 2016 Signature: _____ ^(Note 5)

Notes:

- Please insert the number of share(s) registered in your name(s) relating to this form of proxy. If a number is inserted, the form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) (in Chinese or English) and address(es) as shown on the register of members of the Company in **BLOCK LETTERS**.
- Please insert the name and address of your proxy. If this is left blank, the chairman of the EGM will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the Meeting provided that such proxies must attend the Meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
- Important:** If you wish to vote FOR any resolution, please indicate with a “✓” in the appropriate space under “For”. If you wish to vote AGAINST any resolution, please indicate with a “✓” in the appropriate space under “Against”. If no direction is given, your proxy may vote at his/her own discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing. If the appointer is a corporation, this form of proxy must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
- In the case of joint holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- If the form of proxy is signed by another person under a power of attorney or other authority on behalf of the appointer, such power of attorney or other authority shall be notarized. The form of proxy and the notarized power of attorney or other authority 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 at 10–11th Floor, No. 23A Fuxing Road, Haidian District, Beijing, the PRC (for holders of domestic shares of the Company) not less than 24 hours before the time appointed for holding the EGM or 24 hours before the time appointed for taking the poll.
- The EGM is expected to take half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of identity when attending the EGM.

* For identification purpose only

Please delete as appropriate