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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)

SUPPLEMENTAL NOTICE OF 2015 ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Notice of the Annual General Meeting**”) of the 2015 annual general meeting (the “**Annual General Meeting**” or “**General Meeting**”) issued on 6 May 2016 of Huaneng Power International, Inc. (the “**Company**”) for convening the Annual General Meeting to be held at Conference Room A102, the headquarters the Company, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People’s Republic of China on 23 June 2016 at 9:00 a.m. for considering and approving, if thought fit, the resolutions set out in the Notice of the Annual General Meeting.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held and the following resolutions will be considered:

ORDINARY RESOLUTIONS

1. To consider and approve the working report from the Board of Directors of the Company for 2015
2. To consider and approve the working report from the Supervisory Committee of the Company for 2015
3. To consider and approve the audited financial statements of the Company for 2015
4. To consider and approve the profit distribution plan of the Company for 2015 (*Note 1*)
5. To consider and approve the proposal regarding the appointment of the Company’s auditors for 2016 (*Note 2*)
6. To consider and approve the proposal regarding the change in the Independent Director of the Company (*Note 3*)

SPECIAL RESOLUTIONS

7. To consider and approve the proposal regarding the amendments to the articles of association of the Company (*Note 4*)
8. To consider and approve the proposal regarding the granting of the general mandate to the Board of Directors to issue domestic shares and/or overseas listed foreign shares (*Note 5*)
9. To consider and approve the proposal regarding the issue of Domestic and Foreign Perpetual Debts under the General Mandate (*Note 6*)

By Order of the Board
Huaneng Power International, Inc.
Du Daming
Company Secretary

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

Cao Peixi (<i>Executive Director</i>)	Li Zhensheng (<i>Independent Non-executive Director</i>)
Guo Junming (<i>Non-executive Director</i>)	Zhang Shouwen (<i>Independent Non-executive Director</i>)
Liu Guoyue (<i>Executive Director</i>)	Yue Heng (<i>Independent Non-executive Director</i>)
Li Shiqi (<i>Non-executive Director</i>)	Geng Jianxin (<i>Independent Non-executive Director</i>)
Huang Jian (<i>Non-executive Director</i>)	Xia Qing (<i>Independent Non-executive Director</i>)
Fan Xiaxia (<i>Executive Director</i>)	
Mi Dabin (<i>Non-executive Director</i>)	
Guo Hongbo (<i>Non-executive Director</i>)	
Zhu Yousheng (<i>Non-executive Director</i>)	
Li Song (<i>Non-executive Director</i>)	

Beijing, the PRC
4 June 2016

Notes:

1. The profit distribution plan of the Company for 2015

As per the annual financial statements audited by KPMG Huazhen LLP and KPMG, the net profit attributable to equity holders of the Company for the accounting year ended 31 December 2015 under PRC GAAP and the International Financial Reporting Standards was RMB13,786.05 million and RMB13,651.93 million. Pursuant to the Company's Articles, the Company shall apportion 10% of the net profit attributable to equity holders of the Company for year 2015 based on the calculation according to PRC GAAP as statutory capital reserve. There need not be any apportionment when the accumulated statutory capital reserve is equal to or more than 50% of the registered share capital of the Company. Given that the remaining balance of the statutory capital reserve of the Company was more than 50% of its registered share capital, there will not be any apportionment of the statutory capital reserve for 2015. The Company will not apportion any discretionary surplus reserve for 2015.

The Company's proposed profit distribution plan for 2015 is a cash dividend of RMB0.47 (tax inclusive) for each ordinary share of the Company, which is on the basis of the total share capital of the Company. It was estimated that the total amount of cash to be paid as dividends will be RMB7,144.18 million.

2. Proposal regarding the appointment of the Company's auditors for 2016

The board of directors (the "Board of Directors") of the Company proposes to appoint KPMG Huazhen LLP as the domestic auditors of the Company and KPMG as the Company's international auditors for 2016 with a total remuneration of RMB31.07 million (of which, the remuneration for financial audit and for internal control audit be estimated to be RMB24.47 million and RMB6.6 million respectively).

3. Proposal regarding the change in the Independent Director of the Company

Please refer to the circular of the Company dated 6 May 2016 (the "Circular") for details.

4. Proposal regarding the amendments to the articles of association of the Company.

Please refer to the Circular for details.

5. Proposal regarding the granting of the general mandate to the Board of Directors to issue domestic share and/or overseas listed foreign shares

Please refer to the Circular for details.

6. Proposal Regarding the Issue of Domestic and Foreign Perpetual Debts under the General Mandate

1. To approve the issue by the Company, subject to the approval of relevant regulatory authorities, of domestic and foreign perpetual debts, either in a single tranche or multiple tranches within or outside the PRC, in an aggregate principal amount of up to RMB10 billion within 12 months from the date of obtaining the approval of the general meeting. Such perpetual debts shall include, without limitation, perpetual mid-term notes, renewable corporate bonds and renewable enterprise bonds on the domestic market as well as perpetual bonds on the foreign market or other bonds in domestic or foreign currency and with indefinite maturity that are issued within or outside the PRC to the extent permissible under applicable laws and regulations.

2. To approve the granting of a general and unconditional mandate to the Board or more than two directors to determine the detailed terms and conditions of and matters in relation to the issue of the perpetual debts in accordance with and subject to the needs of the Company, market conditions and regulatory requirements, including (without limitation):

(1) to decide on the specific matters relation to the issue of the perpetual debts, including but not limited to the type of bonds to be issued, the issuer, the method of issuance, the use of proceeds from the issue, whether to issue in tranches and the currency, amount(s) and timing arrangement of each tranche, the terms for and means of repayment of the principal and the interest accrued thereon, the method(s) and terms of placement, the interest rate(s) or the way of determining the interest rate(s), and the security arrangements.

(2) to engage in all the negotiations, enter into all the agreements and other necessary documents and make all the proper disclosures of information in relation to the issue of the perpetual debts on behalf of the Company.

- (3) to procure approval from relevant regulatory authorities in relation to the issue of the perpetual debts and make appropriate adjustments to the detailed plan of the issue of the perpetual debts in accordance with the comments (if any) of the regulatory authorities.
 - (4) to take all necessary actions to decide on/deal with other specific matters relating to the issue of the perpetual debts.
3. The resolution of the general meeting of the Company regarding the proposed issue of the perpetual debts will be valid for 12 months from the date of passing of the resolution. If the Board has, or more than two directors have, decided on the issue, in whole or in part, of the perpetual debts within the validity period of the mandate and the Company has procured the approval, permit, filing or registration (if applicable) for the issue of the perpetual debts from relevant regulatory authorities within the validity period of the mandate, the Company may complete the issue, in whole or in part, of the perpetual debts within the validity period provided for under such approval, permit, filing or registration.

7. The Second Proxy Form

- (1) The new proxy form for the Annual General Meeting (the “**Second Proxy Form**”), which supersedes the proxy form for the Annual General Meeting issued by the Company along with the Notice of the Annual General Meeting on 6 May 2016 (the “**Proxy Form**”), has been prepared and is enclosed with this Supplemental Notice.
- (2) Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company’s H Share Registrar, Hong Kong Registrar Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be) (the “**Closing Time**”). Completion and return of the Second Proxy Form will not preclude the shareholders of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof.
- (3) H shareholder who has not yet lodged the Proxy Form with the Company’s H Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint a proxy to attend the Annual General Meeting on his/her behalf. In this case, the Proxy Form should not be lodged with the Company’s H Share Registrar.
- (4) H shareholder who has already lodged the Proxy Form with the Company’s H Share Registrar should note that:
 - (i) the Second Proxy Form lodged with the Company’s H Share Registrar before the Closing Time will revoke and supersede the Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the shareholder if correctly completed;
 - (ii) if no Second Proxy Form is lodged with the Company’s H Share Registrar, the Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The proxy appointed under the Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting including the Proposal regarding the Issue of Domestic and Foreign Perpetual Debts under the General Mandate which was not set out in the Proxy Form.