



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 2006 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2006 annual general meeting (the “Annual General Meeting”) of Huaneng Power International, Inc. (the “Company”) will be held at 9:00 a.m. on 22nd May 2007 at Holiday Inn Central Plaza Beijing, 1 Caiyuanjie, Xuanwuqu, Beijing, the People’s Republic of China for considering and approving the following resolutions:

### Ordinary Resolutions:

1. To consider and approve the working report from the Board of Directors of the Company for year 2006.
2. To consider and approve the working report from the Supervisory Committee of the Company for year 2006.
3. To consider and approve the audited financial statements of the Company for year 2006.
4. To consider and approve the profit distribution plan of the Company for year 2006. *(Note 1)*
5. To consider and approve the proposal regarding the re-appointment of the Company’s auditors for year 2007. *(Note 2)*
6. To consider and approve the proposal regarding taking out insurance for directors and senior management’s liabilities.

“That (i) the Company is authorised to take out liability insurance for its directors and senior management at its expenses, and to enter into an insurance contract with AIU Insurance Company (Shanghai Branch) for a term of one year with an insured amount of USD10 million at annual premium of not more than USD200,000; and (ii) an unconditional general mandate to be given to the Company’s board of directors or any two or more directors to execute all necessary legal documents and conduct the appropriate information disclosures (if required), and to handle the matters relating to the renewal of the liability insurance contracts upon or before its expiration with AIU Insurance Company (Shanghai Branch).

### Special Resolution:

7. To consider and approve the proposal regarding the issue of short-term debentures.

“THAT (i) an approval to be given to the Company to issue within the PRC short-term debentures of a principal amount up to RMB5 billion (in either one or multiple tranches) within 12 months from the date on which shareholders’ approval is obtained; (ii) an unconditional general mandate to be given to the Company’s board of directors or any two or more directors to determine the terms and conditions and other relevant matters in relation to the respective tranches of the issue of short-term debentures in accordance with

the need of the Company and the market conditions, including but not limited to the final principal amount of the short-term debentures to be issued and the term thereof within the prescribed scope as set out in (i) above, the execution of all necessary legal documents, and the conduct of appropriate information disclosures.”

By Order of the Board

**Huang Jian**

*Company Secretary*

Beijing, the PRC  
3rd April 2007

*Notes:*

1. As per the annual audit by PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd. and PricewaterhouseCoopers, the Company's net profit for the year ended 31st December 2006 under the PRC GAAP and International Financial Reporting Standards was Rmb5,550,381,540 and Rmb6,071,153,883, respectively. 10% of the net profit before minority interest for year 2006 of the Company under the PRC GAAP (i.e., Rmb5,550,381,540) should be appropriated to the surplus reserve fund, amounting to Rmb555,038,154. There was no appropriation to discretionary surplus reserve fund. According to the applicable laws and the articles of association of the Company, dividends for distribution by the Company will be based on the lower of the amounts determined in accordance with the above two accounting standards.

The Company's proposed dividend distribution plan for the year of 2006 was a cash dividend of Rmb2.8 (tax inclusive) for every 10 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 Rmb3,375,507,363.20.

2. **Proposal regarding the re-appointment of the Company's auditors for 2007**

To appoint PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd as the PRC auditors of the Company and PricewaterhouseCoopers as the Company's international auditors for 2007 with a total remuneration of not more than Rmb42.92 million.

3. **Eligibility for attending the Annual General Meeting**

Holders of the Company's H Shares whose names appear on the HK\$ Dividend H Shares Register and the US\$ Dividend H Shares Register maintained by Hong Kong Registrars Limited at the close of business on 20th April 2007 are eligible to attend the Annual General Meeting and are entitled to receive cash dividends.

4. **Proxy**

- (i) A member eligible to attend and vote at the Annual General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. 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 H Shares, to Hong Kong Registrar Limited, not less than 24 hours before the time designated for holding of the Annual 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.

**5. Registration procedures for attending the Annual General Meeting**

- (i) A shareholder or his proxy shall produce 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 Annual 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 H Shares intending to attend the Annual General Meeting should return the reply slip for attending the Annual General Meeting to the Company on or before 1st May 2007.
- (iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

**6. Closure of H Share Register of Members**

The H share register of members of the Company will be closed from 22nd April 2007 to 21st May 2007 (both days inclusive).

As the share registrar for H share of the Company will be closed during Hong Kong public holidays, the last trading day before the public holiday will be 20th April 2007.

**7. Other Businesses**

- (i) The Annual General Meeting will last for half day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (ii) The address of the Share Registrar for H Shares of the Company, Hong Kong Registrar Limited, is at:

46/F, Hopewell Centre  
183 Queen's Road East  
Hong Kong

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

West Wing,  
Building C,  
Tianyin Mansion,  
2C Fuxingmennan Street,  
Xicheng District,  
Beijing 100031,  
The People's Republic of China

Telephone No.: (+86)-10-66491999

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

Li Xiaopeng  
(Executive Director)

Huang Yongda  
(Non-executive Director)

Na Xizhi  
(Executive Director)

Huang Long  
(Non-executive Director)

Wu Dawei  
(Non-executive Director)

Shan Qunying  
(Non-executive Director)

Ding Shida  
(Non-executive Director)

Xu Zujian  
(Non-executive Director)

Liu Shuyuan  
(Non-executive Director)

Qian Zhongwei  
(Independent Non-executive Director)

Xia Donglin  
(Independent Non-executive Director)

Liu Jipeng  
(Independent Non-executive Director)

Wu Yusheng  
(Independent Non-executive Director)

Yu Ning  
(Independent Non-executive Director)