



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 2008 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2008 annual general meeting (the “Annual General Meeting”) of Huaneng Power International, Inc. (the “Company”) will be held at 9:00 a.m. on 18 June 2009 at Holiday Inn Central Plaza Beijing, 1 Caiyuanjie, Xuanwu District, 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 2008.
2. To consider and approve the working report from the Supervisory Committee of the Company for year 2008.
3. To consider and approve the audited financial statements of the Company for year 2008.
4. To consider and approve the profit distribution plan of the Company for year 2008. *(Note 1)*
5. To consider and approve the proposal regarding the appointment of the Company’s auditors for year 2009. *(Note 2)*
6. To consider and approve the proposal regarding the transfer of interest in Tianjin Yangliuqing Co-generation Limited Liability Company. *(Note 3)*
7. To consider and approve the proposal regarding the transfer of interest in Huaneng Beijing Co-generation Limited Liability Company. *(Note 4)*

Special Resolutions:

8. To consider and approve the proposal regarding amendments to the articles of association of the Company. *(Note 5)*
9. To consider and approve the proposal regarding the issue of short-term debentures by the Company.

“THAT (i) an approval to be given to the Company to issue within the PRC short-term debentures of a principal amount up to RMB10 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
Gu Biquan
Company Secretary

Beijing, the PRC
4 May 2009

Notes:

1. After auditing by PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers, for the accounting year ended 31 December 2008, the Company’s loss after taxation attributable to the shareholders of the Company was RMB3,701,229,826 and RMB3,937,687,568 respectively according to PRC Accounting Standards and International Financial Reporting Standards. During 2008, the Company did not allocate any statutory surplus common reserve fund and discretionary surplus common reserve fund. Taking into consideration the accumulated balance of distributable profit of the Company, and in order to reward the shareholders, the dividend distribution plan of the Company for 2008 is: Using the total share capital of the Company as the base number and from the Company’s accumulative undistributed profits, the Company will distribute cash dividend of RMB1 (inclusive of tax) to all the shareholders for every 10 shares and it is anticipated that the cash dividend paid will amount to RMB1,205,538,344.
2. **Proposal regarding the appointment of the Company’s auditors for 2009**
To appoint PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd. as the PRC auditors of the Company and PricewaterhouseCoopers as the Company’s international auditors for 2009 with a total remuneration of approximately RMB20 million.
3. Please refer to the Company’s circular dated 4 May 2009 for details.
4. Please refer to the Company’s circular dated 4 May 2009 for details.
5. Please refer to the Company’s circular dated 27 April 2009 for details.
6. **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 4:30 p.m. on 15 May 2009 are eligible to attend the Annual General Meeting and are entitled to receive cash dividends.
7. **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.

8. 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 28 May 2009.
- (iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

9. Closure of H Share Register of Members

The H share register of members of the Company will be closed from 18 May 2009 to 17 June 2009 (both days inclusive).

10. 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:

1712-1716, 17/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
Facsimile No.: (+86)-10-66491888

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

Cao Peixi
(Executive Director)

Huang Long
(Non-executive Director)

Wu Dawei
(Non-executive Director)

Huang Jian
(Non-executive Director)

Liu Guoyue
(Executive Director)

Fan Xiaxia
(Executive Director)

Shan Qunying
(Non-executive Director)

Xu Zujian
(Non-executive Director)

Huang Mingyuan
(Non-executive Director)

Liu Shuyuan
(Non-executive Director)

Liu Jipeng
(Independent Non-executive Director)

Yu Ning
(Independent Non-executive Director)

Shao Shiwei
(Independent Non-executive Director)

Zheng Jianchao
(Independent Non-executive Director)

Wu Liansheng
(Independent Non-executive Director)