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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)

NOTICE OF 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (the “Annual General Meeting”) of Huaneng Power International, Inc. (the “Company”) will be held at 9:00 a.m. on 12 June 2012 at the headquarters the Company at Huaneng Building, 4 Fuxingmennei Street, Xicheng 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 2011
2. To consider and approve the working report from the Supervisory Committee of the Company for 2011
3. To consider and approve the audited financial statements of the Company for 2011
4. To consider and approve the profit distribution plan of the Company for 2011 (*Note 1*)
5. To consider and approve the proposal regarding the appointment of the Company’s auditors for 2012 (*Note 2*)

SPECIAL RESOLUTIONS

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

To consider and approve that (i) the Company may issue short-term debentures of a principal amount up to RMB15 billion (in either one or multiple tranches) in the PRC within 12 months from the date on which the shareholders' approval is obtained; and (ii) an approval to be sought at the general meeting for 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 terms 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.

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

To consider and approve that (i) the Company may apply to the National Association of Financial Market Institutional Investors for the quota of the issue of super short-term debentures with a principal amount of not exceeding RMB30 billion within 12 months from the date of obtaining an approval at the general meeting (to be issued within such period on a rolling basis); (ii) an approval to be sought at the general meeting for an unconditional general mandate to be given to the Company's Board of Directors or any two or more Directors to determine the specific terms and conditions and other relevant matters in relation to the respective tranches of the issue of the super 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 super short-term debentures to be issued and the terms 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.

8. To consider and approve the issue of private placement of financial instruments

To consider and approve that the Company may apply to the National Association of Financial Market Institutional Investors for the quota of the issue of private placement of financial instruments with a principal amount of not exceeding RMB15 billion within 12 months from the date of obtaining an approval at the general meeting (to be issued within such period on a rolling basis); (ii) an approval to be sought at the general meeting for an unconditional general mandate to be given to the Company's Board of Directors or any two or more Directors to determine the specific terms and conditions and other relevant matters in relation to the respective tranches of the issue in accordance with the need of the Company and the market conditions, including but not limited to the final principal amount of the financial instruments to be issued and the terms 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.

9. To consider and approve the extension of the general mandate for the issue of RMB-denominated debt instruments (*Note 3*)

By Order of the Board

Gu Biquan

Company Secretary

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

Cao Peixi
(Executive Director)

Huang Long
(Non-executive Director)

Li Shiqi
(Non-executive Director)

Huang Jian
(Non-executive Director)

Liu Guoyue
(Executive Director)

Fan Xiaxia
(Executive Director)

Shan Qunying
(Non-executive Director)

Guo Hongbo
(Non-executive Director)

Xu Zujian
(Non-executive Director)

Huang Mingyuan
(Non-executive Director)

Shao Shiwei
(Independent Non-executive Director)

Wu Liansheng
(Independent Non-executive Director)

Li Zhensheng
(Independent Non-executive Director)

Qi Yudong
(Independent Non-executive Director)

Zhang Shouwen
(Independent Non-executive Director)

Beijing, the PRC

26 April 2012

Notes:

1. As per the annual financial statements audited by PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers, the net profit attributable to shareholders of the Company for the accounting year ended 31 December 2011 under PRC GAAP and International Financial Reporting Standards was RMB1,268,245,238 and RMB1,180,511,443, respectively. 10% of the net profit attributable to shareholders of the Company for 2011 under PRC GAAP (i.e. RMB1,268,245,238) should be appropriated to the statutory surplus reserve fund, amounting to RMB126,824,524. 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 are based on the lower of the net profit attributable to shareholders of the Company determined in accordance with the above two accounting standards.

The Company's proposed profit distribution plan for 2011 is a cash dividend of RMB0.05 (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 RMB702,769,172.

2. Please refer to the circular of the Company dated 26 April 2012 for details regarding the proposed change in auditors.
3. Proposal regarding the extension of the general mandate for the issue of RMB-denominated debt instruments

Having considered at the 16th Meeting of the Sixth Session of the Board of Directors on 29th March 2011, the Proposal regarding the General Mandate for the issue of RMB-denominated Debt Instruments was passed at the 2010 annual general meeting held on 17 May 2011, pursuant to which the Company may issue either in one or multiple tranches financing instruments of RMB-denominated debt instruments, with a principal amount of up to RMB5 billion in or outside PRC within 12 months from the date the issue is approved at the general meeting, and an unconditional general mandate to be given to the Company's Board of Directors or any two or more Directors to determine the specific terms and conditions and other relevant matters in relation to the issue of relevant debt financing instruments in accordance with the need of the Company and the market conditions as well as the supervisory provisions, including (but not limited to) the amount, interest, terms, potential investors and use of proceeds within the prescribed scope as set out above, and the production, execution and disclosure of all necessary documents.

Given that the effective period of the above mandate would expire on 16 May 2012, and to ensure that the issue of RMB-denominated debt instruments could be processed smoothly, approval is sought to extend the effective period of the above mandate for 24 months from 16 May 2012, with the authorization remains unchanged.

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) If more than one proxy is appointed by a shareholders such proxies shall only exercise the right to vote by poll.
- (v) The resolutions set out in this Notice will be voted 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 22 May 2012.
- (iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

6. Closure of H Share register members

Closure of register of members for the Annual General Meeting

In order to determine the shareholders of H shares who will be entitled to attend the Annual General Meeting, the Company will suspend registration of transfer of shares from 22 May 2012 to 12 June 2012 (both days inclusive).

In order to qualify to attend the Annual General Meeting, shareholders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Hong Kong Registrar Limited at Rooms 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 21 May 2012. Holders of H shares whose names are recorded in the register of member of the Company on 22 May 2012 are entitled to attend the Annual General Meeting.

Closure of register of member for payment of final dividend of 2011

In order to determine the shareholders of H shares entitled to receive the final dividend for the year ended 31 December 2011, the Company will suspend registration of transfer of shares from 22 June 2012 to 27 June 2012 (both days inclusive).

In order to qualify to receive the final dividend, shareholders of H shares of the Company who have not had their transfer documents registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Hong Kong Registrar Limited at Room 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 21 June 2012. Holders of H Shares whose names are recorded in the register of member of the Company on 27 June 2012 are entitled to receive the final dividend for the year 2011.

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 Registrars Limited, is at:

1712-1716, 17/F, Hopewell Centre
183 Queen's Road East
Hong Kong

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

Huaneng Building,
4 Fuxingmennei Street,
Xicheng District,
Beijing 100031,
The People's Republic of China
Telephone No.: (+86)-10-6322 6999
Facsimile No.: (+86)-10-6322 6888