



# 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)

## Proxy Form for 2017 Second Extraordinary General Meeting

Number of Shares related to this proxy form <sup>(Note 1)</sup>	H Shares/Domestic Shares*
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I (We) <sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_, Shareholders' Account: \_\_\_\_\_ and I.D. No.: \_\_\_\_\_, being the holder(s) of \_\_\_\_\_ H Share(s)/Domestic Share(s)\* <sup>(Note 1)</sup> of Huaneng Power International, Inc. (the "Company") now appoint <sup>(Note 3)</sup> \_\_\_\_\_ I.D. No.: \_\_\_\_\_ (of \_\_\_\_\_), or failing him the Chairman of the meeting as my(our) proxy to attend and vote for me(us) on the following resolutions in accordance with the instruction(s) below and on my(our) behalf at the 2017 Second Extraordinary General Meeting (the "Extraordinary General Meeting") to be held at 9:00 a.m. on 16 May 2017 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People's Republic of China for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Extraordinary General Meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion. <sup>(Note 6)</sup>

ORDINARY RESOLUTION(S)		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To consider and approve the Proposal regarding the Company's Fulfillment of the Conditions for Non-public Issuance of A Shares.		
SPECIAL RESOLUTION(S)		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
2.	To consider and approve the Proposal regarding the Company's Scheme for Non-public Issuance of A Shares.		
	2.1 Issuing methods and issuing time		
	2.2 Type and face value of the shares to be issued		
	2.3 Target investors and subscription method		
	2.4 Pricing ex-date, issue price and pricing principles		
	2.5 Number of shares to be issued		
	2.6 Lock-up period		
	2.7 Amount and use of proceeds to be raised		
	2.8 The arrangement of the undistributed profits before the non-public issuance		
	2.9 The valid period of the approval of the issuance		
	2.10 Place of listing		
3.	To consider and approve the Proposal on the Company's Plan for Non-public Issuance of A Shares.		
ORDINARY RESOLUTION(S)		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
4.	To consider and approve the Proposal regarding the Feasibility Analysis Report on the Investment Projects with the Proceeds of the Company's Non-public Issuance of A Shares.		
5.	To consider and approve the Proposal regarding the Report on the Use of the Proceeds Raised in the Latest Share Offering of the Company.		
6.	To consider and approve the Proposal regarding the Risk Warnings and Make-up Measures for the Company's Diluted Immediate Return on Non-public Issuance of A Shares.		
7.	To consider and approve the Proposal regarding the Commitments of the Controlling Shareholders, Directors and Senior Management on Adopting Make-up Measures for the Diluted Immediate Return on Non-public Issuance of A Shares.		
SPECIAL RESOLUTION(S)		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
8.	To consider and approve the Proposal regarding the Company's Shareholder Return Plan for the Next Three Years (2017-2019).		
9.	To consider and approve the Proposal regarding the Convening a General Meeting to Authorize the Board of Directors to Deal With the Issues Related to the Non-public Issuance of A Shares.		

Date: \_\_\_\_\_

Signature: \_\_\_\_\_ <sup>(Note 5)</sup>

### Notes:

- Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. 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) and address(es) in **BLOCK LETTERS**.
- Please insert the name and address of your proxy. If this is left blank, the chairman of the Extraordinary General Meeting 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 Extraordinary General 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.
- Attention: 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". In the absence of any such indication, the proxy will vote or abstain at his discretion.
- This form of proxy must be signed underhand by you or your attorney duly authorised in that behalf. If the appointer is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
- This form of proxy together with the power of attorney or other authorisation document(s) which have been notarised, must be delivered, in the case of a holder of Domestic Share(s), to the Company and in the case of a holder of H Share(s), to the H Share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 24 hours before the time designated for the holding of the Extraordinary General Meeting.

\* Please delete as appropriate.