



**華能新能源股份有限公司**  
Huaneng Renewables Corporation Limited\*

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 0958)

21 November 2019

*To the Independent H Shareholders*

Dear Sir or Madam,

**(1) VOLUNTARY CONDITIONAL OFFER BY CLSA LIMITED ON BEHALF  
OF CHINA HUANENG TO ACQUIRE ALL OF THE ISSUED H SHARES IN  
HUANENG RENEWABLES**

**(2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H  
SHARES OF HUANENG RENEWABLES**

**INTRODUCTION**

We refer to the Composite Document dated 21 November 2019 jointly issued by China Huaneng and Huaneng Renewables of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meanings as those defined in the Composite Document.

We have been appointed to form the Independent Board Committee to consider the terms of the H Share Offer and the Delisting and to make a recommendation to the Independent H Shareholders as to whether, in our opinion, the terms of the H Share Offer and the Delisting are fair and reasonable so far as the Independent H Shareholders are concerned, and as to the acceptance of the H Share Offer and the voting of the Delisting. Gram Capital has been appointed as the Independent Financial Adviser to advise us in this respect. Details of Gram Capital's advice and the principal factors and reasons taken into consideration in arriving at its advice and recommendations are set out in the "Letter from Gram Capital" from pages 33 to 56 of the Composite Document.

We also wish to draw your attention to the "Letter from the Huaneng Renewables Board", the "Letter from CLSA Limited" and the additional information set out in the appendices to the Composite Document.

We, being the members of the Independent Board Committee, have declared that, as disclosed in Appendix V to the Composite Document, we are independent and do not have any conflict of interest in respect of the H Share Offer and the Delisting or any direct or indirect interest therein and are therefore able to consider the terms of the H Share Offer and the Delisting and to make recommendations to the Independent H Shareholders.

\* For identification purpose only

## **RECOMMENDATIONS**

Having taken into account the terms of the H Share Offer and the Delisting, together with the advice and recommendations from Gram Capital, we are of the opinion that the terms of the H Share Offer and the Delisting are fair and reasonable so far as the Independent H Shareholders are concerned and therefore we recommend the Independent H Shareholders to (i) accept the H Share Offer and (ii) vote in favour of the resolution approving the Delisting at the Extraordinary General Meeting and the H Share Class Meeting.

Notwithstanding our recommendation, the Independent H Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent H Shareholders should consult their own professional advisers for professional advice.

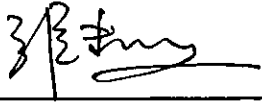
Furthermore, the Independent H Shareholders who wish to accept the H Share Offer are recommended to read carefully the procedures for accepting the H Share Offer as detailed in the Composite Document and the accompanying Form of Acceptance.

Yours faithfully,  
For and on behalf of  
*Independent Board Committee*



Qi Hesheng

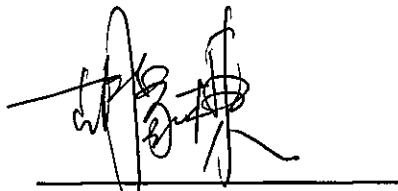
Independent Non-executive Director



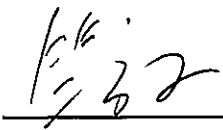
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ZHANG Lizi

Independent Non-executive Director

A handwritten signature in black ink, consisting of stylized Chinese characters, positioned above a horizontal line.

WOO Kar Tung, Raymond  
Independent Non-executive Director



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ZHU Xiao

Independent Non-executive Director