

HUANENG POWER INTERNATIONAL INC
Form 6-K
August 11, 2011

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934

For the month of August, 2011

(Indicate by check mark whether the registrant files or will file annual reports
under cover of Form 20-F or Form 40-F.)

Form 20-F Form 40-F

(Indicate by check mark whether the registrant by furnishing the information
contained in this form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the
Securities Exchange Act of 1934.)

Yes No

(If "Yes" is marked, indicate below the file number assigned to registrant
in connection with Rule 12g3-2(b): 82-_____.)

N/A

Huaneng Power International, Inc.
Huaneng Building,
4 Fuxingmennei Street,
Xicheng District,
Beijing, 100031 PRC

This Form 6-K consists of:

1. an announcement on 2011 interim results of Huaneng Power International, Inc. (the “Registrant”);
2. an announcement on connected transaction of the Registrant;
3. a notice of 2011 second extraordinary general meeting of the Registrant;
4. a proxy form for 2011 second extraordinary general meeting of the Registrant; and
5. a reply slip for 2011 second extraordinary general meeting of the Registrant;

Each made by the Registrant on August 10, 2011.

Appendix 1

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2011 Interim Results Announcement

Consolidated operating revenue:	RMB64.054 billion
Profit attributable to equity holders of the Company:	RMB1.131 billion
Earnings per share:	RMB0.08

The Board of Directors (the “Board”) of Huaneng Power International, Inc. (the “Company”) announces the unaudited operating results for the six months ended 30 June 2011 and a comparison with the operating results for the same period of 2010. For the six months ended 30 June 2011, the Company and its subsidiaries recorded consolidated operating revenue of RMB64.054 billion, representing an increase of 31.11% as compared to the same period of 2010. The profit attributable to equity holders of the Company was RMB1.131 billion, representing a decrease of 41.48% as compared to the same period last year. The earnings per share were RMB0.08 and net asset value per share (excluding non-controlling interests) was RMB3.71.

Please refer to the unaudited financial information below for details of the operating results.

BUSINESS REVIEW FOR THE FIRST HALF OF THE YEAR

During the first half of 2011, the Company overcame the adverse effects arising from high fuel prices, tight money supply and downward movement of the capital market. The Company actively addressed the changes in the operating environment focusing on enhancing economic

efficiency. As a result, the Company achieved new developments in various aspects including production safety, cost control, energy saving and environment protection and capital operation.

1. Power Generation

During the first half of this year, the Company's power plants within China achieved a total power generation of 152.404 billion kWh on consolidated basis, representing an increase of 28.25% over the same period of last year. The increase in power generation of the Company was mainly attributable to the following reasons: The Company has grasped the continued growth trend of the national economy in 2011 and the favourable conditions of a relatively strong national power demand, expanding various marketing channels and increasing effective power generation. At the same time, the market share of the Company increased as a number of new generating units commenced power generation since the second half of 2010, and the acquisition of Diandong Energy Company and Zhanhua Cogeneration was completed.

During the first half of 2011, the total power generation of Tuas Power Ltd. in Singapore accounted for a market share of 26.7%, representing an increase of 2.2 percentage point compared to that in the same period of last year.

2. Cost Control

During the first half of 2011, the Company's coal purchase cost increased as the market purchase price remained at a high level which was significantly higher than that in the same period of last year. The Company adopted various measures including optimizing the purchase structure, increasing the purchase volume of economical coal and rationalizing inventories arrangements, with an aim of reducing average coal purchase prices.

3. Energy Saving and Environmental Protection

The Company attaches great importance to energy saving and environmental protection work. During the "Eleventh Five-year Plan" period, all coal-fired generating units of the Company are equipped with desulphurization facilities and over 30% of the capacity of coal-fired generating units is equipped with denitrification facilities. Moreover, the Company has strengthened the operation and maintenance of the desulphurization facilities of coal-fired generating units so as to increase the operating efficiency and commissioning rate of the facilities.

4. Project Development and Construction

During the first half of 2011, the Jiangsu Jinling CCGT co-generation project, Liaoning Changtu Taiping Wind Power Plant project and Yunnan Laochang Mining Area Bailongshan Coal Mine No.2 Shaft project of the Company obtained approval.

Liaoning Wafangdian Zhaotun Wind Power Plant (48 MW) commenced operation on 18 June 2011. To date, the controlling generation capacity and the equity-based generation capacity of the Company are 54,499 MW and 51,032.5 MW respectively.

5. Capital Operation

On 29 June 2011, the Company entered into an agreement relating to the transfer of the equity interest in Huaneng Jilin Biological Power Generation Co., Ltd. with Huaneng Jilin Power Generation Co., Ltd. (“Huaneng Jilin Company”) and China Huaneng Group Company (“Huaneng Group”), pursuant to which the Company will transfer its interest in Huaneng Jilin Biological Power Generation Co., Ltd. (“Jilin Biological Company”) to Huaneng Jilin Company and Huaneng Jilin Company will pay a consideration of RMB106,303,200 to the Company. At the same time, the energy saving and emission reduction capital in the central state-owned capital operating budget in the sum of RMB71,350,000 originally appropriated by Huaneng Group to Jilin Biological Company through the Company will no longer be treated as capital injected by the Company. Huaneng Group and Huaneng Jilin Company will enter into a separate agreement on the special fund treatment issue.

PROSPECTS FOR THE SECOND HALF OF THE YEAR

Currently the overall economic situation of China is good and the economy is being developed following the macroeconomic control policy. The government will continue to maintain the continuity and stability of the macroeconomic policy and continuously enhance the pertinence and flexibility of the policy.

Regarding the power market, national power demand maintained a relatively rapid growth trend due to the steady and relatively fast development of the national economy. The estimated national annual power generation is expected to increase more than 12%. Most of the Company’s power plants are located along riverside or seaside in southeast China, where the

power market condition is better than that of the nationwide level as a whole. In addition to the completion of the planned power generation for domestic units of 315 billion kWh set out at the beginning of this year, the Company strives to enable the annual power generation utilization hours of coal-fired generation units to exceed the average levels of the places where the coal-fired generating units are located. However, during the second half of the year, the power market faces certain uncertainties. Following the further realization of the effect of monetary tightening structure adjustment and the continuous commencement of operation of new generating units, power supply capability will be further enhanced and the tense power supply and demand situation will be further eased, and the growth rate of power generation will slow down gradually. At the same time, the Company will comply with the higher requirement in future development projects after the government's restructuring of the energy sector and vigorous promotion of clean energy and renewable energy development.

Regarding the coal market, the National Development and Reform Commission strengthened supervision on the fulfillment rates and price settlement of key coal supply contracts of certain coal suppliers. The Company will actively implement and continuously strive to obtain the support of State policies in order to increase the overall profitability. During the second half of the year, the coal demand and supply tend to balance generally, and coal prices will remain at high levels. The Company will formulate purchase strategy and optimize purchase structure according to market changes; continue to strengthen cooperation with large State-owned coal enterprises and broaden major supply channels; strengthen economical coal purchase; capitalize on the function of two resources in the international and domestic markets; actively explore new channels to obtain coal resources and strive to control fuel costs.

Regarding energy saving and environmental protection, the Company always strictly complies with the State's policies and regulations on energy saving and environmental protection. The Company applies advanced technologies to new generating units to develop advanced, large capacity and effective coal-fired generating units and effective cogenerating units, strives to increase the ratio of clean energy including wind power and hydropower, expedites the denitrification renovation of coal-fired generating units and strengthens the operation management of the environmental protection facilities of existing generating units, so as to effectively reduce pollutant emission and control costs on energy saving and environmental protection.

Regarding the capital market, the monetary policy of the government has changed from "moderately loose" to "stable". During the year, the Central Bank raised the deposit reserve ratio six times successively and raised the loan interest rate three times. Large banks also

further strengthened risk control and enterprise financing difficulty and financing costs further increased.

During the second half of the year, the Company will fully leverage its own advantages in terms of resources, scale, geographical coverage and costs. It will actively exploit new space for development, strengthen marketing work, strive to exceed the annual power generation target, strictly control costs and enhance the Company's profitability.

The major tasks of the Company for the second half of 2011 include:

1. to strengthen safe production and management and ensure the safe, stable and economical operation of its generating units;
 2. to strengthen the sales force and strive to exceed the annual power generation on the basis of ensuring maximization of the benefits of power generation;
 3. to improve fuel management work and make every effort to ensure a safe, stable and effective fuel supply; and to raise the key contract fulfillment rate, strengthen blending and mixed burning and effectively control fuel purchase costs;
 4. to strengthen the management of energy consumption indicators, actively promote refined management of energy consumption indicators and optimized operation of generating units and further raise the level of energy consumption indicators; and to strengthen emissions reduction and continuously enhance the commissioning rate and overall efficiency of the environmental protection facilities;
 5. to actively cope with the severe financing environment and strive to explore financing channels in order to ensure capital sufficiency for the operation and development of the Company; and to further optimize the debt structure and control financial risks.
 6. to actively push forward preliminary work of projects; to further optimize power structure and adjust deployment by making use of the "Twelfth Five-year Plan" of power development; and to strengthen infrastructure management and ensure the safe, stable and economical operation of new generating units in order to attain the requirements for energy saving and environmental friendly generating units.
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MANAGEMENT'S DISCUSSION AND ANALYSIS (PREPARED UNDER IFRS)

I. COMPARISON AND ANALYSIS OF OPERATING RESULTS

During first half of 2011, the Company completed its acquisitions of Diandong Energy, Diandong Yuwang, Luoyuanwan Harbor, Luoyuanwan Pier, Ludao Pier and Suzihe Hydropower. These six entities are included in consolidation scope of the Company since then.

Comparison of operating results between the first half of 2011 and 2010.

Summary

According to the Company's preliminary statistics, for the six months ended 30 June 2011, the Company and its subsidiaries' total domestic power generation on a consolidated basis amounted to 152.404 billion kWh, representing an increase of 28.25% over the same period in 2010, and total electricity sold amounted to 143.718 billion kWh, representing an increase of 28.30% over the same period in 2010.

The increase in the Company and its subsidiaries' power generation was mainly due to the following reasons:

The Company seized the growth trend of the national economy in 2011 and the favorable conditions for substantial increase in power demand, expanded various marketing channels and increased power generation;

Since the second half of 2010, the Company's market share has increased, with new generation units being put into production and completion of the acquisitions of Diandong Energy and Zhanhua Cogeneration.

The power generation/electricity sold of each of the Company and its subsidiaries' domestic power plants in the first half year of 2011 are listed below (in billion kWh):

Domestic power plant	Power generation in the first half year of 2011	Power generation in the first half year of 2010	Change	Electricity sold in the first half year of 2011	Electricity sold in the first half year of 2010	Change
Liaoning						
Dalian	3.313	4.160	-20.36%	3.147	3.968	-20.69%
Dandong	1.630	1.927	-15.41%	1.554	1.835	-15.31%
Yingkou	4.031	4.918	-18.04%	3.780	4.624	-18.25%
Yingkou Cogeneration	1.669	1.811	-7.84%	1.556	1.684	-7.60%
Inner Mongolia						
Huade Wind Power	0.072	0.074	-2.70%	0.071	0.073	-2.74%
Hebei						
Shang'an	7.481	6.564	13.97%	7.051	6.174	14.20%
Kangbao Wind Power	0.00029	—	—	—	—	—
Gansu						
Pingliang	6.527	4.017	62.48%	6.187	3.804	62.64%
Beijing						
Beijing Cogeneration	2.263	2.312	-2.12%	1.990	2.033	-2.12%
Tianjin						
Yangliuqing						
Cogeneration	3.167	3.045	4.01%	2.962	2.832	4.59%
Shanxi						
Yushe	2.137	2.490	-14.18%	1.974	2.300	-14.17%
Shandong						
Dezhou	7.743	7.610	1.75%	7.294	7.179	1.60%
Jining	2.531	2.495	1.44%	2.357	2.313	1.90%
Xindian	1.678	1.645	2.01%	1.573	1.548	1.61%
Weihai	5.121	1.903	169.10%	4.872	1.791	172.03%
Rizhao Phase II	4.174	3.771	10.69%	3.953	3.585	10.26%
Zhanhua						
Cogeneration	0.859	0.976	-11.99%	0.786	—	—
Henan						
Qinbei	7.668	6.673	14.91%	7.240	6.312	14.70%
Jiangsu						
Nantong	4.738	4.057	16.79%	4.527	3.881	16.65%
Nanjing	1.981	1.796	10.30%	1.870	1.695	10.32%
Taicang	5.695	5.849	-2.63%	5.389	5.508	-2.16%
Huaiyin	3.582	3.981	-10.02%	3.372	3.749	-10.06%

Domestic power plant	Power generation in the first half year of 2011	Power generation in the first half year of 2010	Change	Electricity sold in the first half year of 2011	Electricity sold in the first half year of 2010	Change
Jinling Combined-cycle	1.443	0.941	53.35%	1.408	0.919	53.21%
Jinling Coal-fired	5.652	3.297	71.43%	5.380	3.135	71.61%
Qidong Wind Power	0.141	0.114	23.68%	0.137	0.112	22.32%
Shanghai						
Shidongkou First	3.749	3.720	0.78%	3.528	3.504	0.68%
Shidongkou Second	3.987	3.041	31.11%	3.835	2.922	31.25%
Shanghai Combined-cycle	0.717	0.533	34.52%	0.699	0.520	34.42%
Shidongkou Power	3.290	—	—	3.111	—	—
Chongqing						
Luohuang	8.287	6.301	31.52%	7.695	5.800	32.67%
Zhejiang						
Yuhuan	13.099	10.338	26.71%	12.487	9.851	26.76%
Hunan						
Yueyang	4.711	2.697	74.68%	4.428	2.509	76.48%
Jiangxi						
Jinggangshan	4.722	3.772	25.19%	4.494	3.593	25.08%
Fujian						
Fuzhou	6.015	2.844	111.50%	5.714	2.707	111.08%
Guangdong						
Shantou Coal-fired	3.300	3.649	-9.56%	3.091	3.413	-9.43%
Haimen	5.567	5.625	-1.03%	5.312	5.344	-0.60%
Yunnan						
Diandong Energy	6.296	7.454	-15.54%	5.805	—	—
Yuwang Energy	3.368	3.567	-5.58%	3.089	—	—
Total	152.404	118.836	28.25%	143.718	112.014	28.30%

The figures relating to the power generation of Zhanhua Cogeneration, Diandong Energy and Yuwang Energy for the first half of 2010 are included for reference only and were not accounted for in the Company's total power generation for the first half of 2010.

For the first half of 2011, the accumulated power generation of Tuas Power Ltd. in Singapore accounted for a market share of 26.7%, representing an increase of 2.2 percentage points compared to 24.50% for the same period of last year.

The Company experienced a 31.11% increase in operating revenue during the first half of 2011 from the same period of last year contributed by the significant increase in power generation. The operating costs of the Company for the first half of 2011 increased by 32.46% from the same period of last year due to the increase in fuel prices and power generation as well as the expansion of operating scale of the Company. As a whole, the net profit attributable to shareholders of the Company for the first half of 2011 was RMB1.131 billion, representing a 41.48% decrease from RMB1.932 billion for the same period of last year. The decrease of net profit was mainly attributable to the increase in fuel prices and increase of interest rate of RMB borrowings.

1. Operating revenue and tax & levies on operations

Operating revenue mainly represents revenue received from power sold. For the six months ended 30 June 2011, the consolidated operating revenue of the Company and its subsidiaries amounted to RMB64.054 billion, representing a 31.11% increase over RMB48.854 billion for the same period of last year.

The increase in operating revenue is mainly attributable to the increase in power generation. New generation units contributed RMB6.516 billion to the increase and the Singapore operations achieved an increase by RMB2.951 billion in operating revenue.

Tax and levies on operations mainly consist of value-added tax surcharges. According to relevant administrative regulations, such surcharges include the City Construction Tax and Education Surcharge calculated at prescribed percentage on the amount of the value-added tax paid. These surcharges also applied to direct foreign investment entities that have been approved by the government since December 2010, certain power plants of the Company are subject to these surcharges since then. For the six months ended 30 June 2011, the tax and levies on operations increased to RMB0.218 billion, by RMB0.156 billion from

RMB62.0 million for the same period of last year.

2. Operating expenses

For the six months ended 30 June 2011, total operating expenses of the Company and its subsidiaries increased by 32.46% to RMB59.045 billion from RMB44.577 billion for the same period of last year.

The increase was mainly attributable to the increase in fuel prices and power generation as well as the expansion of operating scale of the Company. The operations of new generation units contributed to an increase of consolidated operating expenses of RMB6.258 billion while the operating expenses of Singapore operations increased by RMB2.328 billion.

2.1 Fuel cost

Fuel cost represented the largest portion of the operating expenses of the Company and its subsidiaries, which increased by 35.08% to RMB42.885 billion for the first half of 2011 from RMB31.749 billion for the same period of last year. The increase in fuel cost was primarily due to the increase in fuel prices and power generation as well as the expansion of operating scale of the Company. Operations of new generation units accounted for RMB4.944 billion of the increase in fuel cost, while Singapore operations had an increase by RMB0.794 billion in fuel cost.

2.2 Depreciation

Depreciation expenses of the Company and its subsidiaries have increased by 11.55% to RMB5.830 billion for the first half of 2011 from RMB5.226 billion for the same period of last year. The increase of depreciation expenses was mainly due to the expansion of operating scale of the Company.

2.3 Labor

Labor costs include salary, contributions payable to relevant state authorities for employees' housing fund, medical insurance, pension and unemployment insurance as well as training costs, etc. Labor costs of the Company and its subsidiaries amounted to RMB2.077 billion for the first half of 2011, representing an increase of

RMB0.258 billion from RMB1.819 billion for the same period of last year, which are primarily due to the Company's expansion and the increase in labor costs of new generation units.

2.4

Other operating expenses (including purchase of electricity and service fees paid to Huaneng International Power Development Corporation ("HIPDC"))

Other operating expenses (including purchase of electricity and the services fees paid to HIPDC) of the Company and its subsidiaries amounted to RMB7.109 billion for the first half of 2011, representing an increase of RMB2.287 billion from RMB4.822 billion for the first half of 2010. The increase was mainly attributable to the operations of new generation units and the purchase of electricity by Tuas Power Ltd., which accounted for the increase of RMB0.263 billion and RMB1.426 billion, respectively. Increase in the costs of purchase of electricity was mainly caused by the increase in the volume and the unit price of electricity purchased.

3. Financial expenses

The consolidated net financial expenses of the Company and its subsidiaries for the first half of 2011 amounted to RMB3.687 billion, representing an increase of RMB1.378 billion from RMB2.309 billion for the same period of last year. The increase was primarily attributable to the increased interest rate of RMB borrowings, expensing instead of capitalizing interest upon commercial operation of new generation units and the Company's expansion, among which, the operations of new generating units and Singapore operations contributed RMB0.612 billion and RMB0.256 billion respectively.

4. Share of profit of associates/ jointly control entities

The share of profit of associates/jointly control entities of the Company and its subsidiaries for the first half of 2011 was RMB346 million, representing a decrease of RMB32 million from RMB378 million for the same period of last year.

5. Income tax expenses

For the first half of 2011, the Company and its subsidiaries recorded a consolidated income tax expense of RMB500 million, representing an increase of RMB78 million from RMB422 million for the same period of last year. The increase in weighted average

effective tax rate was primarily attributable to increased losses of certain power plants. The income tax expense of Singapore operations increased by RMB860 million.

6. Net profit attributable to equity holders of the Company (excluding non-controlling interests)

The net profit attributable to equity holders of the Company amounted to RMB1.131 billion for the first half of 2011, representing a decrease of 41.48% from RMB1.932 billion for the same period of last year, which was mainly attributable to the increase of fuel prices and the increase of interest rate of RMB borrowings.

7. Comparison of financial positions

As at 30 June 2011, total assets of the Company and its subsidiaries amounted to RMB255.974 billion, representing an increase of 12.30% from RMB227.938 billion as at 31 December 2010.

As at 30 June 2011, total assets of Singapore operations amounted to RMB30.227 billion, representing an increase of 7.96% from RMB27.998 billion as at 31 December 2010.

The capital expenditure for infrastructure construction and renovation projects of the Company and its subsidiaries for the first half of 2011 amounted to RMB6.348 billion, which was mainly financed by internal funding, debt and equity financing and cash flows generated from operating activities.

8. Major financial position ratios

Calculation formula of the financial ratios:

Ratio of liabilities and shareholders' equity = balance of liabilities as at period end / balance of shareholders' equity (excluding non-controlling interests) as at period end

Current ratio = balance of the current assets as at period end / balance of current liabilities as at period end

Quick ratio = (balance of current assets as at period end - net amounts of inventories as at period end) / balance of current liabilities as at period end

Multiples of interest earned = (profit before income tax expenses + interest expenses) / interest expenditure (inclusive capitalized interest)

Item	The Company and its subsidiaries	
	As at 30 June 2011	As at 31 December 2010
Ratio of liabilities and shareholders' equity	3.75	3.08
Current ratio	0.39	0.38
Quick ratio	0.31	0.32
	For the six months ended 30 June 2011	For the six months ended 30 June 2010
Multiples of interest earned	1.30	1.68

The ratio of liabilities and shareholders' equity increase slightly compared to the beginning of the year, which was mainly attributable to incorporation of power and coal mining operations of Diandong into the consolidated scope of the Company and the increase in loans rose for construction. The current ratio and quick ratio remain at the same level as the beginning of this year.

The multiples of interest earned decreased, which was mainly attributable to the increase of interest expenditure for the first half of 2011.

As of 30 June 2011, the Company and its subsidiaries have a negative working capital balance of RMB61.785 billion. Based on the successful financing history of the Company, the undrawn banking facilities available to the Company and its good credit rating, the Company believes that it will be able to meet its liabilities as and when they fall due and secure the funds required for operations. In addition, the Company continued to make use of its favorable credit rating and minimized interest expense by drawing short-term borrowings which bore relatively lower interest rate.

II. LIQUIDITY AND CASH RESOURCES

1.	Liquidity		
	For the six months end 30 June 2011 (RMB in billion)	For the six months ended 30 June 2010 (RMB in billion)	Change (%)
Item			
Net cash provided by operating activities	9.298	9.038	2.88%
Net cash used in investing activities	(8.300)	(11.578)	-28.31%
Net cash provided by financing activities	1.308	3.130	-58.21%
Exchange gains/(losses)	0.069	(0.013)	-630.77%
Net increase in cash and cash equivalent	2.375	0.577	311.61%
Cash and cash equivalent, beginning of period	9.426	5.227	80.33%
Cash and cash equivalent as at the end of the period	11.801	5.804	103.33%

The net cash provided by operating activities amounted to RMB9.298 billion for the first half of 2011, which was almost the same with that for the same period of last year.

Net cash used in investing activities amounted to RMB8.300 billion, mainly consisted of capital expenditures for construction and payment for considerations of business combination.

The main financing activities of the Company were repayments of loans and redemption of short-term bonds, as well as new project financing activities. During the first half of 2011, the Company repaid loans of RMB35.845 billion and redeemed short-term bonds of RMB5.00 billion, drawdown new loans of RMB43.848 billion, and issued short-term bonds of RMB4.980 billion.

As at 30 June 2011, cash and cash equivalents of the Company and its subsidiaries denominated in RMB, Singapore dollar, U.S. dollar, Hong Kong dollar and Japanese Yen measured at RMB equivalent were RMB7.024 billion, RMB1.645 billion, RMB1.157 billion, RMB1.969 billion and RMB0.006 billion, respectively.

2. Capital expenditure and cash resources

2.1

Capital expenditure on acquisitions

On 31 December 2009, the Company entered into an Equity Transfer Contract with Shandong Electronic Power Corporation (“Shandong Power”) and Shandong Luneng Development Group Co., Ltd. (“Luneng Development”), in accordance with which, the Company agreed to acquire 100% equity interest in the registered capital of Diandong Energy, 100% equity interest in the registered capital of Diandong Yuwang, 100% equity interest in the registered capital of Zhanhua Cogeneration, 100% equity interest in the registered capital of Jilin Biological Power, 60.25% equity interest in the registered capital of Luoyuanwan Harbour, 58.3% equity interest in the registered capital of Luoyuanwan Pier, 73.46% equity interest in the registered capital of Ludao Pier, 100% equity interest in the registered capital of Luneng Jiaonan Port, 53% equity interest in the registered capital of Luneng Sea Transportation, and development rights with respect to the preliminary stage projects (including Rizhao Lanshan 4×660 MW coal-fired project and Luoyuanwan 2×660 MW coal-fired project), all of which were owned by Shandong Power, and 39.75% equity interest in the registered capital of Luoyuanwan Harbour owned by Luneng Development. The aggregate consideration for the abovementioned acquisitions of equity interests is RMB8.625 billion. As of 30 June 2011, the Company has paid RMB6.885 billion.

Following the completion of acquisition of Zhanhua Cogeneration, Luneng Jiaonan Harbor, Luneng Shipping and Jilin Biochemical Power by the end of 2010, the Company has completed its acquisition of the other five entities in the first half year of 2011.

2.2 Capital expenditures for construction and renovation projects

The capital expenditures for construction and renovation projects for the first half of 2011 amounted to RMB6.348 billion, including RMB682 million for Beijing Cogeneration, RMB671 million for Zuoquan Power plant, RMB530 million for Haimen project, RMB336 million for Jiuquan Wind Power, RMB311 million for Yueyang expansion project, RMB253 million for Qinbei expansion project, RMB178 million for Qidong Wind Power, RMB173 million for Diandong Yuwang, RMB131 million for Shanghai generation project, RMB124 million for Jinling Coal-fired project, and RMB121 million for Xiangqi Hydropower. Expenditures on construction for Singapore operations and other domestic power plants amounted to RMB908 million and RMB1.059 billion, respectively, and expenditures on renovation amounted to RMB871 million.

The Company financed most of the capital expenditures above through internal funding, debts and equity financing and cash from operating activities.

The Company expects to incur significant capital expenditures in the next few years. During the course, the Company will actively improve the project planning process on a commercially viable basis. The Company will also actively develop new projects to pave the way for its long-term development. The Company expects to finance the above capital expenditures through internal funding, debts and equity financing and cash flows from operating activities.

2.3 Cash resources and anticipated financing costs

The Company expects to finance its capital expenditures and acquisition costs primarily from internal funds, debt and equity financing, and cash flows from operating activities.

Good credit status gives the Company strong financing capabilities. As at 30 June 2011, the Company and its subsidiaries had available borrowing facilities

from banks of over RMB90 billion.

Upon approval by the general meeting of shareholders, on 12 January 2011, the Company issued unsecured short-term bonds amounting to RMB5 billion bearing coupon rate of 3.95% per annum. These bonds are denominated in RMB, issued at par and have a term of 365 days. The effective interest rate on these bonds is 4.37% per annum.

As of 30 June 2011, total interest-bearing debts of the Company and its subsidiaries amounted to approximately RMB164.773 billion, including current portion of approximately RMB74.005 billion (including short-term loan and short-term bonds). These debts included borrowings denominated in U.S. dollar of approximately US\$860 million, Singapore dollar of approximately S\$3.044 billion, and Euro of approximately €91 million. The current portions of foreign currency denominated borrowings were US\$135 million, S\$74 million, and €9 million respectively. Besides the debts denominated in RMB, the remaining interest-bearing debts included approximately RMB1.388 billion of fixed-rate borrowings with average interest rate of 3.72%, representing 6.2% of total interest-bearing debts excluding borrowings denominated in RMB, and approximately RMB20.987 billion floating-rate borrowings with average interest rate of benchmark rate plus 1.48%, representing 93.8% of total interest-bearing debts excluding borrowings denominated in RMB.

As of 30 June 2011, SinoSing Power and its subsidiaries borrowed long-term loans at floating-rate from banks denominated in Singapore dollar, in a total amount equivalent to RMB15.924 billion, with annual interest rates ranged from 1.94% to 4.25%, and borrowed short-term loans in a total amount equivalent to RMB39 million, with the interest rate at 1.36% per annum.

As at 30 June 2011, in accordance with original loan agreements, floating-rate loans of the Company and its subsidiaries included balances of US\$776 million (with interest rate ranged from $\text{libor}+0.075\%$ to $\text{libor}+1\%$), and S\$3.036 billion (with interest rate of $\text{sibor}+1.65\%$ or DBS prime rate).

2.4 Other financing requirements

The objective of the Company is to bring long-term, stable and growing returns

to the shareholders. In line with this objective, the Company follows a proactive, stable and balanced dividend policy. On 17 May 2011, the Company declared a cash dividend of RMB0.20 per ordinary share (tax included), with total dividends payable amounting to approximately RMB2.807 billion recorded, as approved at its shareholders' general meeting for the year 2010, which has been fully paid off by the Company by the end of the first half of 2011.

2.5 Maturity of long-term loans

Unit: RMB in billion

Project	² 1 year	1 ~ 2 years	2 ~ 3 years	3 ~ 4 years	4 ~ 5 years
Planned repayment of principal	16.777	13.154	8.144	6.721	3.834

III. PERFORMANCE AND PROSPECTS OF SIGNIFICANT INVESTMENTS

On 22 April 2003, the Company paid RMB2.390 billion to acquire 25% equity interest in Shenzhen Energy Group. In December 2007, the Company acquired 200 million shares of the subsidiary of Shenzhen Energy Group, Shenzhen Energy. In addition, Shenzhen Energy acquired most of the assets of Shenzhen Energy Group by issuing and placing new shares and Shenzhen Energy Group will be liquidated when appropriate. Upon its liquidation, the Company will hold a total of 25.01% direct equity interest in Shenzhen Energy. This investment brought the Company a share of profit of RMB187 million for the first half of 2011 under the International Financial Reporting Standards. The Company expects this investment will provide reasonable investment returns to the Company in the future.

As at 31 December 2006, the Company directly held 60% equity interest in Sichuan Hydropower. In January 2007, Huaneng Group increased its capital investment in Sichuan Hydropower by RMB615 million which resulted the decrease of the Company's equity interest in Sichuan Hydropower to 49%. Huaneng Group became the controlling shareholder of Sichuan Hydropower. This investment brought a share of profit of RMB133 million for the first half year of 2011 under the International Financial Reporting

Standards. The Company expects this investment will provide reasonable investment returns to the Company in the future.

IV. EMPLOYEE BENEFIT POLICIES

As of 30 June 2011, the Company and its subsidiaries had 33,459 employees. During this reporting period, there was no significant change with respect to remuneration policies and training programs of the Company.

V. GUARANTEES ON LOANS AND RESTRICTED ASSETS

As of 30 June 2011, the Company provided guarantees for the long-term loans of SinoSing Power, a wholly-owned subsidiary of the Company, amounted to approximately RMB15.889 billion.

As of 30 June 2011, the details of secured loans of the Company and its subsidiaries are as follows:

1. For the first half of 2011, the Company and its subsidiaries pledged part of its receivables against short-term loans. As at 30 June 2011, the balance of relevant short-term loans was RMB2.942 billion and the book value of receivables pledged was RMB3.152 billion.
 2. As at 30 June 2011, the Company and its subsidiaries secured short-term loans of RMB83.98 million from discounting notes receivable.
 3. As at 30 June 2011, a long-term loan of RMB87 million is secured by territorial waters use right with net book value amounting to RMB87 million.
 4. As at 30 June 2011, a long-term loan of RMB15 million is secured by land use rights with net book value amounting to RMB34 million and certain property, plant and equipment.
 5. As at 30 June 2011, a long-term loan of RMB187 million is secured by certain property, plant and equipment.
 6. As at 30 June 2011, long-term loans of RMB13.301 billion are secured by tariff
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collection rights.

7. As at 30 June 2011, notes payable of RMB0.14 billion of the Company and its subsidiaries were pledged by notes receivable of RMB0.12 billion and bank deposit of RMB0.05 billion.

As at 30 June 2011, restricted bank deposits amounted to RMB0.159 billion, which were mainly deposits for letters of credits.

The Company had no material contingent liabilities as of 30 June 2011.

VI. RISK FACTORS

Financial Risks

- i) Interest rate risk

Domestic operations: the interest bearing debts denominated in RMB accounted for over 90% of the Company's total interest bearing debts. Hence, the change of RMB interest rates will directly affect the Company's borrowing costs. The interest bearing debts denominated in foreign currencies accounted for less than 10% of the Company's total interest bearing debts, and approximately half of such debts are floating rate borrowings. The Company has entered into an interest rate swap agreement to hedge against its exposures to interest rate risk of approximately half of the debts with floating interest rates, and thus, the fluctuation of the interest rates on foreign currencies borrowings is expected to have minimal impact on the Company.

Overseas operations: the interest bearing debts for the Singapore operations were all denominated in Singapore dollar and bear floating interest rates. The Company has entered into a series of interest rate swap agreements to hedge against its exposures to interest rate risk of approximately half of these debts, and given the prevailing lower level of the interest rates of Singapore dollar borrowings, the recent fluctuation of interest rates of Singapore dollar borrowings is not expected to have material adverse effect on the Company.

- ii) Exchange rate risk

Domestic operations: the interest bearing debts denominated in foreign currencies account for less than 10% of the Company's total debts, mainly denominated in US dollar. Given the steadily upward trend of the exchange rate of RMB to US dollar, the recent fluctuation of exchange rates is not expected to have material adverse effect on the Company.

Overseas operations: the imported fuels by Tuas Power, a subsidiary of SinoSing Power, were settled in US dollar. Considering the fluctuation of the exchange rate of Singapore dollar to US dollar, Tuas Power has entered into forward exchange contracts to hedge against its exposure to potential exchange risks.

The Company will keep a close watch on the fluctuations of exchange rate and interest rate markets and prudently assess the currency and interest rate risks. Combining the current development of overall power generation industry and the growth of the Company, the Company will make continuous effort to not only meet cash requirements for daily operations, constructions and acquisitions, but also establish an optimal capital structure to minimize the cost of capital and manage financial risks through effective financial management activities, thus maintaining sustainable and stable returns to the shareholders.

SHARE CAPITAL STRUCTURE

As at 30 June 2011, total issued share capital of the Company amounted to 14,055,383,440 shares, of which 10,500,000,000 shares were domestic shares, representing 74.70% of the total issued share capital of the Company, and 3,555,383,440 shares were foreign shares, representing 25.30% of the total issued share capital of the Company. In respect of domestic shares, Huaneng International Power Development Corporation ("HIPDC") owned a total of 5,066,662,118 shares, representing 36.05% of the total issued share capital of the Company, while China Huaneng Group held 1,568,001,203 shares, representing 11.16% of the total issued share capital of the Company. Other domestic shareholders held a total of 3,865,336,679 shares, representing 27.49% of the total issued share capital of the Company.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company and its subsidiaries did not sell any other types of its securities and did not purchase or redeem its own shares or other securities in the first half of 2011.

MAJOR SHAREHOLDING STRUCTURE OF THE COMPANY

The following table summarizes the shareholdings of the top ten shareholders of the Company as at 30 June 2011:

Name of Shareholders	Total Shareholdings	Percentage of shareholding in total issued shares (%)
Huaneng International Power Development Corporation	5,066,662,118	36.05
HKSCC Nominees Limited*	2,454,575,036	17.46
China Huaneng Group	1,568,001,203	11.16
Hebei Construction & Investment Group Co., Ltd	603,000,000	4.29
HSBC Nominees (Hong Kong) Limited#	523,308,520	3.72
China Hua Neng Group Hong Kong Limited	520,000,000	3.70
Liaoning Energy Investment (Group) Limited Liability Company	422,679,939	3.01
Jiangsu Provincial Investment & Management Limited Liability Company	416,500,000	2.96
Fujian Investment Enterprise Holdings Limited	374,466,667	2.66
Dalian Municipal Construction Investment Company Limited	301,500,000	2.15

* HKSCC Nominees Limited acts as nominee of holders of H shares of the Company and its shareholdings in the Company represent the total number of H shares held by it as nominees of H shareholders.

HSBC Nominees (Hong Kong) Limited acts as nominee of holders of the underlying shares of the Company's ADR while its shareholdings in the Company represent the total number of the underlying shares of the Company's ADR held by it as nominee of ADR holders.

DIRECTORS' AND SUPERVISORS' RIGHT TO PURCHASE SHARES

The Company has adopted a code in relation to the securities transactions by the directors and

supervisors with the standard not lower than that of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”). Following enquiries made by the Company, all Directors and Supervisors confirmed that they have complied with the Code throughout the first half of 2011.

As at 30 June 2011, none of the directors, chief executive officer or supervisors of the Company had any interest or short position in the shares, underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (within the definition of Part XV of the Securities and Futures Ordinance (“SFO”) which was required to be notified to the Company and the Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and short position which any such Director, chief executive officer or Supervisor is taken or deemed to have under such provisions of the SFO) or which was required to be entered in the register required to be kept by the Company pursuant to Section 352 of the SFO or which was otherwise required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in Appendix 10 to the Listing Rules.

PUBLIC FLOAT

As at the date of this announcement, the Company has maintained the prescribed public float under the Listing Rules and as agreed with the Hong Kong Stock Exchange, based on the information that is publicly available to the Company and within the knowledge of the directors of the Company.

DIVIDENDS

It was resolved by the Board not to distribute dividends for the first half of 2011.

DISCLOSURE OF MAJOR EVENTS

1. On 17 May 2011, the annual general meeting of the Company considered and passed the proposals regarding the change of sessions for the each of the board of directors and supervisory board, which became the seventh session of the board of directors and supervisory board of the Company.
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Members of the seventh session of the board of directors comprised: Mr. Cao Peixi (chairman), Mr. Huang Long (vice-chairman), directors: Mr. Li Shiqi, Mr. Huang Jian, Mr. Liu Guoyue, Mr. Fan Xiaxia, Mr. Shan Qunying, Mr. Liu Shuyuan, Mr. Xu Zujian, Ms. Huang Mingyuan, independent directors: Mr. Shao Shiwei, Mr. Wu Liansheng, Mr. Li Zhensheng, Mr. Qi Yudong and Mr. Zhang Shouwen.

Members of the seventh session of the supervisory board comprised: Mr. Guo Junming (chairman), Mr. Hao Tingwei (vice-chairman), supervisors: Ms. Zhang Mengjiao, Mr. Gu Jianguo, Mr. Wang Zhaobin and Mr. Dai Xinmin.

On 3 August 2011, due to work requirement, Mr. Dai Xinmin resigned as a staff representative supervisor of the seventh session of the supervisory board of the Company. Upon unanimous election by the staff of the Company, Ms. Zhang Ling was elected as a staff representative supervisor of the seventh session of the supervisory board of the Company.

On 9 August 2011, the board of directors appointed Mr. Li Shuqing to be the vice president of the Company and agreed the resignation of Mr. Lin Weijie to resign from the post of the vice president of the Company.

2. On 29 June 2011, the Company entered into an agreement relating to the transfer of the equity interest in Huaneng Jilin Biological Power Generation Co., Ltd. with Huaneng Jilin Company and Huaneng Group, pursuant to which the Company will transfer its interest in Jilin Biological Company to Huaneng Jilin Company and Huaneng Jilin Company will pay a consideration of RMB106,303,200 to the Company. At the same time, the energy saving and emission reduction capital in the central state-owned capital operating budget in the sum of RMB71,350,000 originally appropriated by Huaneng Group to Jilin Biological Company through the Company will no longer be treated as capital injected by the Company. Huaneng Group and Huaneng Jilin Company will enter into a separate agreement on the special fund treatment issue.

CORPORATE GOVERNANCE

The Company has been stressing the importance of corporate governance through ongoing promoting innovation on the Company's management system and strengthening the establishment of the Company's system. It strives to enhance the transparency of the Company's corporate governance and to enhance the level of quality corporate governance on

an ongoing basis. The Company insists on adopting the principle of “maximizing the benefits of the Company and of all shareholders” as the starting point and treats all shareholders fairly to strive for the generation of long-term, stable and growing returns for shareholders.

(a) Code of Corporate Governance

In recent years, the Company adopted the following measures in order to strengthen corporate governance and enhance the Company’s operation quality:

(1) Enhancing and improving corporate governance

In addition to complying with the provisions of the applicable laws, as a public company listed in three markets both domestically and internationally, the Company is subject to the regulations of the securities regulatory authorities of the three listing places and the supervision of investors at-large. Accordingly, our fundamental principles are to adopt a corporate governance structure that balances and coordinates the decision-making powers, supervisory powers and operating powers, to act with honesty and integrity, and to comply with the law and operate in accordance with the law.

Over the past years, the Company’s Board has formulated and implemented the Rules and Procedures of the Board of Directors Meetings; the Rules and Procedures of the Supervisory Committee Meetings; the Detailed Rules on the Work of the General Manager; the Detailed Rules on the Work of the Strategy Committee of the Board of Directors; the Detailed Rules on the Work of the Audit Committee of the Board of Directors; the Detailed Rules on the Work of the Nomination Committee of the Board of Directors; the Detailed Rules on the Work of the Remuneration and Appraisal Committee of the Board of Directors; the System on Work of Independent Directors, the System on Work of Independent Directors on the annual report and the Work Regulations on Annual Report for the Audit Committee, and amended the Articles of Association according to the applicable laws and the Company’s development need.

(2) Enhancing and improving the information disclosure system

The Company stresses on the importance of external information disclosure. The Company has established the Information Disclosure Committee which comprises the Vice President, the Chief Accountant, managers of each functional department, and is

responsible for examining the Company's regular reports. The Company has implemented the system of holding regular information disclosure meetings every Mondays chaired by the Vice President and the Chief Accountant who will report on the Company's important matters of the week, thereby warranting the Company's performance of the relevant information disclosure obligations. The Company has successively formulated and implemented the relevant information disclosure system, and has made timely amendments thereto according to regulatory requirements. The current systems which have been implemented include the Measures on Information Disclosure Management, the Measures on Investor Relations Management, the Detailed Rules on the Work of the Information Disclosure Committee, the Measures on Work Management of Securities Finance and Capital Operation, Rules of Procedures for the Shareholders' Meetings and the Rules on the Management of the Shares held by the Directors, Supervisors and Senior Management of Huaneng Power International, Inc. and other regulations. For purposes of further strengthening the management of insider information and confidentiality of the Company and to uphold the open, fair and equal principles in information disclosure, the Company has promulgated and implemented the Management Measures of Insider Information in October 2010 to further enhance the regulation of the Company's operation and corporate governance standards, prevent insider dealing activities and protect the lawful interests of the investors. In April 2011, pursuant to the China Securities Regulatory Commission in Beijing and the securities regulatory requirements of the places in which the shares of the Company are listed and in combination with the Company's actual circumstances, the Company had formulated the Management Measure for pursuing Responsibilities regarding Material Errors in Information Disclosure of Annual Report, in order to further regulate and enhance the quality and transparency in information disclosure of the Company's annual report.

Relevant departments of the Company compiled answers (and subsequent updates) to questions regarding the hot topics of market concerns, and the Company's production, operation and operating results in a timely manner. The replies shall become the basis of external communication after being approved by the Company's management and the authorized representatives of the Information Disclosure Committee. Also, the Company engages professional personnel to conduct specialised training for the staff of the Company who are responsible for information disclosure on an irregular basis in order to continuously enhance their level of professionalism.

- (3) Regulating financial management system, strengthening internal control

The credibility of a listed company, to a large extent, relates to the quality of the preparation of financial statements and a regulated operation of financial activities. In order to regulate its financial management, the Company has completed a large amount of specific and detailed work, including:

1. In order to strictly implement the accounting rules, accounting standards and accounting systems, to strengthen accounting and accounts supervision, and to truthfully and fairly reflect the financial position, operating results and cash flow, the Company has compiled the Measures on Accounting, the Measures on Construction Accounting, the Guidelines on Infrastructure Construction Accounting and Auditing, the Measures on Fixed Assets Management, Lists of Fixed Assets and the Measures on Cost Management. The Company's Board, the Supervisory Committee and the Audit Committee have examined the Company's financial reports on a regular basis and the Company has fulfilled the requirements of making the Chairman, the President and the Chief Accountant responsible for the truthfulness and completeness of the financial reports.
2. In order to safeguard the independence of the listed company, the Company maintained the separation of personnel in organizational structure and specifically established the relevant institutions responsible for the entrusted business so that the Company may realize the complete separation of the listed company and the controlling shareholder in terms of personnel, assets and finances according to the laws and regulations of the State and the requirements of regulatory rules.
3. Since 2003, the Company has initiated internal control system construction work in order to establish a sound internal control system for the Company, to achieve an efficient operating effect for ensuring the reliability of financial reports, and to effectively enhance the capability of risk prevention. For the past eight years, the Company has established an internal control system construction strategic plan and highlighted the targets for internal control system construction. By promoting the internal control, the Company's development capability, competitive edges and risk resistance ability have been further enhanced. The Company has realised its strategic targets, established a system for internal control and reinforced the work requirements for internal control systems for the

corporate level, the branch level and the power plants level. On the basis of compliance with the relevant domestic and international regulatory requirements, the Company has established an internal control procedure that was consistent with the management features of the Company, and has designed and promulgated the internal control handbook which was identified as having the highest authority to govern the Company's internal management issues. The Company has insisted on organising various self-assessments on internal control every year, discovering control deficiencies and implementing rectifications in time. The Company also held all-rounded internal publicity and training on the philosophy and knowledge for internal control.

After due assessment, the management of the company considers that the internal control system of the company is sound and the implementation of which is effective.

The Company was among the first batch of US listed PRC enterprises which had satisfied the requirement on internal control in the financial reports under section 404 of the Sarbanes — Oxley Act. So far, the external auditors had issued the auditor's report on the Company's internal control for five successive years without any qualification opinion. The Company has been implementating the internal control work standardization for establishing a long-term internal control system.

4. In regard to fund management, the Company has formulated a number of management measures including the Measures on Financial Management, the Measures on the Management of the Income and Expenditure of the Funds, the Measures on the Assessment of Management of Receipt and Payment of Funds, the Measures on the Management of Bills of Exchange, the Measures on Management of Fund Raising, Rules on the Management of Transactions Involving Financial Derivatives, the Measures on the Management of Provision of Security to Third Parties and the Measures for Regulating Fund Transfers with the Connected Parties. The Company's Articles of Association also set out provisions relating to loans, guarantees and investment. In the annual reports of the Company over the previous years, the Company has engaged certified accountants to conduct auditing on the use of funds by the controlling shareholders and other related parties, and issue specific statements according to the requirements of the CSRC and the Shanghai Stock Exchange for
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confirmation that there has not been any violation of rules relating to the use of funds. Moreover, the Company also conducted checking and clearing with related parties on a quarterly basis in relation to the operational fund transfers in order to ensure the safety of funds. At the same time, the Company has reported the fund use position each quarter to the Beijing Securities Regulatory Bureau and urged itself to comply with the relevant requirements at any time.

The above systems and measures have formed a sound management framework for our production and operation, ensuring an on-going standardization of operations of the Company and a gradual enhancement of corporate management quality.

(b) Securities Transactions by Directors

As the Company is listed on three jurisdictions, the Company has strictly complied with the relevant binding clauses on securities transactions by directors imposed by the regulatory authorities of the US, Hong Kong and China and we insist on the principle of complying with the strictest clause, which is, implementing the strictest clause among three places. We have adopted a set of standards not less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Hong Kong Listing Rules as the model code for securities dealings by directors of the Company, namely, Management Rules regarding the Company's Securities Information and Trading. The Company has also formulated and implemented the Management Rules in respect of the Shares of the Company held by the Directors, Supervisors and Senior Management of Huaneng Power International, Inc. The model codes for the trading of securities by the Company's directors include: trading the Company's shares strictly in accordance with the stipulations under the Companies Law and relevant regulations, prohibiting those who are in possession of securities transaction insider information using insider information in securities trading; and setting out detailed rules for those who are in possession of insider information. Following a specific enquiry on all the directors and senior management of the Company, all the directors and senior management currently do not hold any shares in the Company and there is no material contract in which the directors and senior management directly or indirectly have material interests.

(c) Board of Directors

The Company's Board of Directors comprised 15 members. Members of the sixth session of the board of directors, comprising: Mr. Cao Peixi acted as Chairman, and Mr. Huang

Long as Vice Chairman of the Board. The Executive Directors of the Company are Mr. Cao Peixi (Chairman), Mr. Liu Guoyue (Director and President) and Mr. Fan Xiaxia (Director and Vice President); other Non-executive Directors are Mr. Huang Long, Mr. Wu Dawei, Mr. Huang Jian, Mr. Shan Qunying, Mr. Xu Zujian, Ms. Huang Mingyuan and Mr. Liu Shuyuan. The Company has five Independent Non-executive Directors, accounting for one-third of the members of the Company's Board of Directors, namely, Mr. Liu Jipeng, Mr. Yu Ning, Mr. Shao Shiwei, Mr. Zheng Jianchao and Mr. Wu Liansheng.

On 17 May 2011, the annual general meeting of the company considered and passed the proposal on election of the new session of the board of directors, the new session became the seventh session of the board of directors. Members comprised: Mr. Cao Peixi as the chairman of the board of directors, Mr. Huang Long as the vice-chairman of the board of directors. The executive directors are: Mr. Cao Peixi (Chairman), Mr. Liu Guoyue (Director and President), Mr. Fan Xiaxia (Director and vice-president). The non-executive directors are: Mr. Huang Long, Mr. Li Shiqi, Mr. Huang Jian, Mr. Shan Qunying, Mr. Liu Shuyuan, Mr. Xu Zujian, Ms. Huang Mingyuan. There are five independent non-executive directors for the Company, representing one-third of the member of the Company's board of directors, namely, Mr. Shao Shiwei, Mr. Wu Liansheng, Mr. Li Zhensheng, Mr. Qi Yudong and Mr. Zhang Shouwen.

The Board of Directors of the Company has held five meetings during this reporting period (ended 30 June 2011) including regular meetings and ad hoc meetings (such as communication voting). For details, please see the announcements.

Details of the attendance of directors at the board meetings are as follows:

Name	Number of meetings to be attended	Number of meetings attended in person	Number of meetings attended by proxy	Rate of Attendance (%)
Executive Directors				
Cao Peixi	5	4	1	80% (Attendance by proxy rate: 20%)
Liu Guoyue	5	5	0	100%

Name	Number of meetings to be attended	Number of meetings attended in person	Number of meetings attended by proxy	Rate of Attendance (%)
Fan Xiaxia	5	4	1	80% (Attendance by proxy rate: 20%)
Non-executive Directors				
Huang Long	5	5	0	100%
Li Shiqi	2	2	0	100%
Huang Jian	5	5	0	100%
Shan Qunying	5	5	0	100%
Liu Shuyuan	5	5	0	100%
Xu Zujian	5	4	1	80% (Attendance by proxy rate: 20%)
Huang Mingyuan	5	5	0	100%
Independent Non-executive Directors				
Shao Shiwei	5	5	0	100%
Wu Liansheng	5	5	0	100%
Li Zhensheng	2	2	0	100%
Qi Yudong	2	2	0	100%
Zhang Shouwen	2	1	1	50% (Attendance by proxy rate: 50%)
Previous directors				
Wu Dawei	3	3	0	100%
Liu Jipeng	3	3	0	100%
Yu Ning	3	3	0	100%
Zheng Jianchao	3	2	1	66.67% (Attendance by proxy rate: 33.33%)

As stated in the previous Corporate Governance Reports, the Company's Articles of Association set out in detail the duties and operational procedures of the Board (please refer to the Company's Articles of Association for details). The Board of the Company holds regular meetings to hear the reports on the Company's operating results and makes timely decisions. Material decisions on operation shall be discussed and approved by the Board. Ad hoc meetings may be held if necessary. Board meetings include regular meetings and ad hoc meetings. Regular meetings of the Board include: annual meetings, first quarterly meetings, half-yearly meetings and third quarterly meetings.

All arrangements for regular meetings have been notified to all directors at least 14 days in advance and the Company has ensured that each director thoroughly understood the agenda of the meeting and fully expressed his/her opinions, while all Independent Non-executive Directors expressed their independent directors' opinions on their respective duties. Minutes have been taken for all the meetings and filed at the Office of the Board of Directors of the Company.

Moreover, the Independent Non-executive Directors of the Company have submitted their independent non-executive director confirmation letters of 2010 in relation to their independence according to the requirements of the Listing Rules.

Apart from regular and ad hoc meetings, the Board obtained information through the Chairman Office in a timely manner in order to monitor the objectives and strategies of the management, the Company's financial position and operating results and signing and performance of material agreements.

During the period when the Board was not in session, the Chairman, together with the Vice Chairman, discharged part of the duties of the Board of Directors, including (1) to examine and approve the proposals in respect of establishing or cancelling development

and construction projects; (2) to examine and approve proposals of the President in relation to the appointment, removal and transfer of managers of various departments of the Company and managers of external branches; (3) to examine and approve plans on the use of significant funds; (4) to examine and approve proposals on the establishment or cancellation of branch companies or branch organs; and (5) to examine and approve other major issues.

The management of the Company shall be in charge of the production and operational management of the Company according to the Articles of Association. It shall implement annual operation plans and investment proposals and formulate the Company's management rules.

The Chairman of the Company shall sign the management authorization letter with the President of the Company, and confirm the respective authorities and duties of the Board and senior management. The Company's senior management reports on the actual implementation of various authorizations each year.

(d) Chairman and President

The Company shall have a Chairman and a President who shall perform their duties respectively according to the Articles of Association. During the reporting period, Mr. Cao Peixi acts as Chairman of the Board and Mr. Liu Guoyue acts as President of the Company.

The division of duties of the Board and the senior management remained the same as disclosed in the previous Corporate Governance Reports.

(e) Non-executive Directors

According to the provisions of the Articles of Association, the term of office of each member of the Board of the Company shall not exceed three years (including three years) and the members may be eligible for re-election. However, the term of office of Independent Non-executive Directors shall not exceed six years (including six years) according to the related provisions of the CSRC.

The respective terms of office of the Non-executive Directors are as follows:

Name of Non-executive Directors	Term of office
Huang Long	17 May 2011–May 2014
Li Shiqi	17 May 2011–May 2014
Huang Jian	17 May 2011–May 2014
Shan Qunying	17 May 2011–May 2014
Liu Shuyuan	17 May 2011–May 2014
Xu Zujian	17 May 2011–May 2014
Huang Mingyuan	17 May 2011–May 2014

(f) Directors' Remuneration

According to the provisions of the relevant laws of the PRC and the Articles of Association, the Board of the Company has established the Remuneration and Appraisal Committee mainly responsible for studying the appraisal standards of the directors and senior management personnel of the Company, conducting appraisals and making proposals; responsible for studying and examining the remuneration policies and proposals of the directors and senior management personnel of the Company; and to be accountable to the Board. As executive directors Mr. Liu Guoyue and Mr. Fan Xiaxia of the Company are also the senior management of the Company, their performance appraisals were reflected in the appraisal of the senior management by the Board of Directors. During the reporting period, Mr. Liu Guoyue and Mr. Fan Xiaxia received salary from the Company as Executive Directors. Their salaries were recorded in the annual total remuneration and regulated in accordance with the Company's Remuneration Management Regulations. The total remuneration, after examined by the Remuneration and Appraisal Committee, was then submitted to the Board of Directors. The Executive Directors have entered into the director service contracts in compliance with the requirements of the Stock Exchange using the template set out by the Stock Exchange.

Members of the Sixth Session of the Remuneration and Appraisal Committee comprised seven directors. Members of the Remuneration and Appraisal Committee were Mr. Liu Jipeng, Mr. Liu Guoyue, Mr. Xu Zujian, Mr. Liu Shuyuan, Mr. Shao Shiwei, Mr. Zheng Jianchao and Mr. Wu Liansheng, of whom Mr. Liu Jipeng, Mr. Shao Shiwei, Mr. Zheng Jianchao and Mr. Wu Liansheng were Independent Non-executive Directors. Mr. Liu Jipeng acted as Chief Member.

The seventh session of the Remuneration and Appraisal Committee comprises of 7 members. Members are Mr. Qi Yudong, Mr. Liu Guoyue, Mr. Liu Shuyuan, Mr. Xu Zujian, Mr. Shao Shiwei, Mr. Wu Liansheng, Mr. Li Zhensheng, of whom Mr. Qi Yudong, Mr. Shao Shiwei, Mr. Wu Liansheng and Mr. Li Zhensheng are independent non-executive directors. Mr. Qi Yudong acted as Chief member.

The operation of the Remuneration and Appraisal Committee under the Board of Directors did properly follow the Detailed Rules on the Work of the Remuneration and Appraisal Committee. The Remuneration and Appraisal Committee of the Sixth Session of the Board of Directors convened the first meeting in 2011 meeting on 28 March 2011, at which the 2011 Report of Total Wage Expenses was reviewed and approved the Company's arrangement for the total wage in 2011.

During the reporting period, the attendance of meetings of the Remuneration and Appraisal Committee of the Company's Board was as follows:

Name of meeting	Date of meeting	Members who attended the meeting in person	Members who attended the meeting by proxy
First meeting of the Remuneration and Appraisal Committee of the Sixth Session of the Board in 2011	28 March 2011	Liu Jipeng, Liu Guoyue, Xu Zujian, Liu Shuyuan, Shao Shiwei, Wu Liansheng	Zheng Jianchao

(g) Nomination of Directors

According to the relevant laws of the PRC and the relevant provisions of the Articles of Association, the Board of the Company has established the Nomination Committee. The Committee is mainly responsible for studying the selection standards and procedures for candidates for directors and senior management personnel of the Company according to the directors' qualifications requirements under the Companies Law and Securities Law and the needs of the operational management of the Company, and making proposals thereon to the Board; searching for qualified candidates for directors and suitable persons for senior management personnel on a wide basis; and examining the candidates for directors and suitable persons for senior management personnel and making proposals

thereon. Currently, the nomination of the candidates of directors of the Company is mainly made by the major shareholders. The nominations, after examination of the relevant qualification by the Nomination Committee, will be submitted to the Board of Directors. The President of the Company was appointed by the Board and the candidates for the Vice President and management were nominated by the President. Such nominations, after examination of the relevant qualification by the Nomination Committee, will be submitted to the Board of Directors.

Members of the Sixth Session of the Nomination Committee were Mr. Shao Shiwei, Mr. Fan Xiaxia, Mr. Shan Qunying, Ms. Huang Mingyuan, Mr. Liu Jipeng, Mr. Yu Ning and Mr. Wu Liansheng, of whom Mr. Shao Shiwei, Mr. Liu Jipeng, Mr. Yu Ning and Mr. Wu Liansheng were Independent Non-executive Directors. Mr. Shao Shiwei acted as the Chief Member.

Members of the seventh session of the Nomination Committee were Mr. Shao Shiwei, Mr. Fan Xiaxia, Mr. Shan Qunying, Ms. Huang Mingyuan, Mr. Wu Liansheng, Mr. Qi Yudong, Mr. Zhang Shouwen, of whom Mr. Shao Shiwei, Mr. Wu Liansheng, Mr. Qi Yudong and Mr. Zhang Shouwen were Independent non-executive Directors. Mr. Shao Shiwei acted as the Chief member.

During the reporting period, the attendance of meetings of the Nomination Committee was as follows:

Name of meeting	Date of meeting	Members who attended the meeting in person	Members who attended the meeting by proxy
First meeting of the Nomination Committee of the Sixth Session of the Board in 2011	28 March 2011	Shao Shiwei, Fan Xiaxia, Shan Qunying, Huang Mingyuan, Liu Jipeng, Yu Ning, Wu Liansheng	Nil

(h) Appointment of Auditors

PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company were appointed respectively as the international and domestic auditors of the

Company for 2011.

(i) Audit Committee

According to the requirements of the regulatory authorities of the jurisdictions where the Company is listed and the relevant provisions of the Articles of Association, the Board of Directors of the Company has established the Audit Committee mainly responsible for: assisting the Board of Directors in the supervision of:

- (1) the accuracy of the Company's financial statement;
- (2) the Company's compliance with laws and regulations;
- (3) the qualification and independence of the Company's independent auditors; and
- (4) the performance of the Company's independent auditors and internal auditing departments of the Company.

Members of the Sixth Session of the Audit Committee comprised five directors, namely, Mr. Wu Liansheng, Mr. Liu Jipeng, Mr. Yu Ning, Mr. Shao Shiwei and Mr. Zheng Jianchao; all the above members are Independent Non-executive Directors. Mr. Wu Liansheng acted as Chief Member.

Members of the Seventh Session of the Audit Committee comprised five directors, namely, Mr. Wu Liansheng, Mr. Shao Shiwei, Mr. Li Zhensheng, Mr. Qi Yudong and Mr. Zhang Shouwen. The above members are all Independent Non-executive Directors. Mr. Wu Liansheng acted as Chief Member.

During the reporting period, the Audit Committee has held three meetings. As per Audit Committee's duties, the Audit Committee interviewed with the Company's counsels, external auditors, management and the relevant departments separately and exchange ideas and communicated with them. With the understandings on the applicable laws and regulations of those jurisdictions in which the shares of the Company are listed, anti-fraud position in the Company, recruitment of staff, implementation and execution of internal control mechanism and audit work carried out by external auditors, the external auditors has rendered their views and opinion and made certain proposals. During the meetings, the following resolutions of the Company have been passed: the 2010 audit working report and

the audit work plan and budget for 2011 of Audit Department of the Company, the 2010 financial reports and the budget report for 2011, the 2010 profit distribution plan, proposal on appointment of external auditors, the financial report for the first quarter of 2011, etc..

During the reporting period, the attendance of meetings of members of the Audit Committee was as follows:

Name of meeting	Date of meeting	Members who attended the meeting in person	Members who attended the meeting by proxy
First meeting of the Audit Committee of the Sixth Session in 2011	2 February 2011	Wu Liansheng, Liu Jipeng, Yu Ning, Shao Shiwei,	Zheng Jianchao
Second meeting of the Audit Committee of the Sixth Session in 2011	28 March 2011	Wu Liansheng, Liu Jipeng, Yu Ning, Shao Shiwei	Zheng Jianchao
Third meeting of the Audit Committee of the Sixth Session in 2011	18 April 2011	Wu Liansheng, Liu Jipeng, Yu Ning, Shao Shiwei, Zheng Jianchao	

(j) Responsibility statement by the directors in relation to the financial statements

The Directors of the Company vconfirm that they shall assume the relevant responsibility in relation to the preparation of the financial statements of the Company, ensure that the preparation of the financial statements of the Company complies with the relevant laws and regulations and the applicable accounting standards and also warrant that the financial statements of the Company will be published in a timely manner.

(k) Shares held by senior management

As at 30 June 2011, none of the senior management of the Company holds shares in the Company.

(l) Strategy Committee

For compliance with the relevant requirements of the regulations in the jurisdictions where the shares of the Company are listed as well as the Articles of Association of the Company, the Board has established a Strategy Committee with the following key responsibilities:

- (1) reviewing and advising on the Company's long-term strategic development plan;
- (2) reviewing and advising on the major fund raising proposals that need to be approved by the Board;
- (3) reviewing and advising on the major production and operating projects that need to be approved by the Board;
- (4) studying and advising on the matters that would significantly affect the development of the Company;
- (5) examining the implementation of the above-mentioned matters; and
- (6) attending those matters at the request of the Board.

Members of the Sixth Session of the Strategy Committee comprised seven directors, namely, Mr. Huang Long, Mr. Wu Dawei, Mr. Huang Jian, Mr. Liu Guoyue, Mr. Fan Xiaxia, Mr. Shao Shiwei and Mr. Zheng Jianchao, of whom Mr. Shao Shiwei and Mr. Zheng Jianchao were Independent Non-executive Directors. Mr. Huang Long acted as Chief Member.

Members of the Seventh Session of the Strategy Committee comprised seven directors, namely, Mr. Huang Long, Mr. Li Shiqi, Mr. Huang Jian, Mr. Liu Guoyue, Mr. Fan Xiaxia, Mr. Shao Shiwei and Mr. Li Zhensheng, of whom Mr. Shao Shiwei and Mr. Li Zhensheng were Independent Non-executive Directors. Mr. Huang Long acted as Chief Member.

On 27 June 2011, the Strategy Committee considered and approved the Report on Classification, Prevention and Control Measures on Risk of Huaneng Power International, Inc. in 2011 which was submitted to the Audit Committee of the Board of the Company on 8 August 2011.

The risk management work of the Company has been conducted in an orderly manner,

which effectively controlled each risk and successively strengthened and enhanced to safeguard the Company's internal controls and risk management system.

REVIEW BY THE AUDIT COMMITTEE

The interim results of 2011 have been reviewed by the Audit Committee of the Company.

LEGAL PROCEEDINGS

As at 30 June 2011, the Company was not involved in any material litigation or arbitration and no material litigation or claim was pending or threatened against or by the Company as far as the Company is aware.

DOCUMENTS FOR INSPECTION

Apart from this announcement, the interim report for 2011 containing all the information required by the Listing Rules will be published in the Hong Kong Stock Exchange's website in due course. The Company will also file the interim report in Form 6-K with the US Securities and Exchange Commission. Copies of the interim report for 2011 will be available at the following addresses and websites:

PRC

Huaneng Power International, Inc.
Huaneng Building
4 Fuxingmennei Street
Xicheng District
Beijing
The People's Republic of China

Telephone Number:(8610) 6322 6999
Fax Number:(8610) 6641 2321
Postal code:100031
website: <http://www.hpi.com.cn>

Hong Kong

Wonderful Sky Financial Group Limited
Unit 3102-05, 31/F., Office Tower,
Convention Plaza, 1 Harbour Road,
Wanchai, Hong Kong

Tel: (852) 2851 1038

Fax: (852) 2851 1352

Websites of the Company

<http://www.hpi.com.cn>;

<http://www.hpi-ir.com.hk>

By Order of the Board

Cao Peixi

Chairman

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)

Liu Shuyuan
(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

10 August 2011

HUANENG POWER INTERNATIONAL, INC. AND ITS SUBSIDIARIES

A. CONDENSED CONSOLIDATED INTERIM BALANCE SHEET (UNAUDITED)

AS AT 30 JUNE 2011

(Amounts expressed in thousands of RMB)

	Note	As at 30 June 2011	As at 31 December 2010
ASSETS			
Non-current assets			
Property, plant and equipment		174,303,279	155,224,597
Investments in associates / jointly controlled entities		12,464,398	11,973,216
Available-for-sale financial assets		2,131,092	2,223,814
Land use rights		4,375,759	4,058,496
Power generation licence		4,205,929	4,105,518
Mining rights	14	1,922,655	—
Deferred income tax assets		601,466	672,475
Derivative financial assets		28,314	91,478
Goodwill		14,884,673	12,640,904
Other non-current assets		2,304,999	5,391,566
Total non-current assets		217,222,564	196,382,064
Current assets			
Inventories		7,103,483	5,190,435
Other receivables and assets		5,160,424	5,776,038
Accounts receivable and notes receivable	4	13,882,576	10,909,136
Derivative financial assets		199,427	132,632
Bank balances and cash		11,959,352	9,547,908

Note	As at 30 June 2011	As at 31 December 2010
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