

HUANENG POWER INTERNATIONAL INC
Form 6-K
October 25, 2012

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 October, 2012

(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,
6 Fuxingmennei Street,
Xicheng District,
Beijing, 100031 PRC

This Form 6-K consists of:

1. An announcement regarding 2012 third quarterly report of Huaneng Power International, Inc. (the “Registrant”); and
2. An announcement regarding proposed amendments to the articles of association of the Registrant;

Each made by the Registrant on October 24, 2012.

Document 1

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THIRD QUARTERLY REPORT OF 2012

Pursuant to the regulations of the China Securities Regulatory Commission, Huaneng Power International, Inc. (the “Company”, “Huaneng Power International”) is required to publish a quarterly report for each of the first and third quarters.

All financial information set out in this quarterly report is unaudited and prepared in accordance with the PRC Accounting Standards (“PRC GAAP”).

This announcement is made pursuant to Rules 13.09 (1) and (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

1. IMPORTANT NOTICE

- 1.1 The board of directors and the supervisory committee of the Company together with the members thereof and the senior management warrant that the information contained in this report does not contain any false statements, misleading representations or material omissions. All of them jointly and severally accept responsibility as to the truthfulness, accuracy and completeness of the content of this report.
 - 1.2 All financial information set out in this quarterly report is unaudited and prepared in accordance with the PRC GAAP.
 - 1.3 Mr. Cao Peixi (Chairman), Ms. Zhou Hui (person in charge of accounting function) and Mr. Huang Lixin (person in charge of the Accounting Department) warrant the truthfulness and completeness of the content of the third quarterly report of 2012.
 - 1.4 This announcement is made pursuant to Rules 13.09 (1) and (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
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2. COMPANY PROFILE

2.1 Major financial information and financial indicators (PRC GAAP) (unaudited)

(Amounts: In RMB Yuan)

| | End of current reporting period | End of last year | Variance from end of last year (%) |
|---|---------------------------------|--|--|
| Total Assets | 256,902,163,559 | 254,365,393,306 | 1.00 |
| Owners' equity (Shareholders' equity) | 54,002,322,589 | 50,075,263,660 | 7.84 |
| Net assets per share attributable to shareholders of the listed company | 3.84 | 3.56 | 7.87 |
| | | From the beginning of the year to the end of current reporting period (For the nine months ended 30 September) | Variance from equivalent period of last year (%) |
| Net cash inflow from operating activities | | 21,333,642,263 | 42.48 |
| Net cash inflow from operating activities per share | | 1.52 | 42.06 |
| | Current reporting period | From the beginning of the year to the end of current reporting period | Variance from equivalent period of last year (%) |
| Net profit attributable to shareholders of the listed company | 1,986,112,328 | 4,194,569,647 | 757.32 |
| Basic earnings per share | 0.14 | 0.30 | 600 |
| Basic earnings per share after deducting non-recurring items | 0.14 | 0.29 | N/A |
| Diluted earnings per share | 0.14 | 0.30 | 600 |
| Return on net assets (weighted average) (%) | 3.77 | 8.06 | increased by 3.31 percentage points |
| Return on net assets after deducting non-recurring items (weighted average) (%) | 3.69 | 7.93 | increased by 3.58 percentage points |

Deducting non-recurring items and amounts

| | Total amount from the beginning of the year to the end of current reporting period For the nine months ended 30 September (RMB Yuan) |
|--|--|
| Non-recurring items | |
| Gains/(Losses) from disposal of non-current assets | (70,438,618) |
| Government grant recorded in income statement, excluding government grant closely related to the Company's business and calculated according to national unified standards | 311,067,837 |
| Gains from the changes in fair value from held-for-trading financial assets, held-for-trading financial liabilities other than those hedging instruments relating to normal business, and investment income from disposal of held-for-trading financial assets, held-for-trading financial liabilities and available-for-sale financial assets | (5,788,954) |
| Reversal of provision for doubtful accounts receivable individually tested for impairments | 11,675,963 |
| Other non-operating income and expenses excluding the above items | (51,100,058) |
| Other non-recurring items | (66,678,900) |
| Tax impact of non-recurring items | (14,299,044) |
| Impact of minority interests, net of tax | (45,533,738) |
| Total | 68,904,488 |

2.2 Total number of shareholders and shareholding of the ten largest holders of shares in circulation as at the end of the reporting period

Total number of shareholders as at the end of the reporting period: 102,686 (including 101,922 holders of A shares, 621 holders of H shares and 143 holders of ADRs).

Ten largest holders of shares in circulation without any selling restrictions

| Name of shareholder (full name) | Number of shares in circulation without any selling restrictions as at the end of the reporting period | Type of shares |
|--|---|----------------|
| Huaneng International Power Development Corporation | 5,066,662,118 | A shares |
| HKSCC Nominees Limited | 2,716,750,545 | H shares |
| China Huaneng Group* | 1,061,371,213 | A shares |
| Hebei Construction & Investment Group Co., Ltd. | 603,000,000 | A shares |
| China Hua Neng Group Hong Kong Limited | 472,000,000 | H shares |
| Liaoning Energy Investment (Group) Limited Liability Company | 422,679,939 | A shares |
| Jiangsu Provincial Investment & Management Limited Liability Company | 416,500,000 | A shares |
| Fujian Investment Enterprise Holdings Company | 369,499,900 | A shares |
| HSBC Nominees (Hong Kong) Limited | 338,203,840 | H shares |
| Dalian Municipal Construction Investment Company Limited | 301,500,000 | A shares |

* The shares held by China Huaneng Group included 6,246,664 shares through Huaneng Capital Services Company Limited.

3. SIGNIFICANT EVENTS

3.1

Disclosure as to, and reasons for, material changes in accounting items and financial indices of the Company

N o t

P Applicable Applicable

Comparing the consolidated balance sheet of 30 September 2012 and 31 December 2011 and the consolidated income statement for the nine months ended 30 September 2012 and 2011 the items with material changes are as below:

| Items | 30 September 2012 | 31 December 2011 | Variance | % |
|---|-------------------|------------------|------------------|---------|
| Cash (1) | 12,156,886,407 | 8,670,015,351 | 3,486,871,056 | 40.22 |
| Advances to suppliers (2) | 1,418,757,580 | 1,032,244,694 | 386,512,886 | 37.44 |
| Derivative financial assets (non-current portion) (3) | 30,198,438 | 16,388,824 | 13,809,614 | 84.26 |
| Fixed assets pending for disposal (4) | 213,506,930 | 152,812,410 | 60,694,520 | 39.72 |
| Short-term loans (5) | 29,228,540,459 | 43,979,199,571 | (14,750,659,112) | (33.54) |
| Derivative financial liabilities (current portion) (6) | 97,503,139 | 35,549,369 | 61,953,770 | 174.28 |
| Notes payable (7) | 276,476,174 | 13,448,478 | 263,027,696 | 1955.82 |
| Advances from customers (8) | 20,689,119 | 130,843,059 | (110,153,940) | (84.19) |
| Tax payables (9) | (128,435,145) | (994,750,037) | 866,314,892 | (87.09) |
| Interest payables (10) | 1,112,833,499 | 687,427,070 | 425,406,429 | 61.88 |
| Current portion of non-current liabilities (11) | 8,425,350,581 | 15,136,362,344 | (6,711,011,763) | (44.34) |
| Other current liabilities (12) | 25,567,194,963 | 10,607,357,125 | 14,959,837,838 | 141.03 |
| Derivative financial liabilities (non-current portion) (13) | 799,992,260 | 578,198,363 | 221,793,897 | 38.36 |
| Currency translation differences (14) | 43,348,970 | (570,973,401) | 614,322,371 | 107.59 |

| Items | For the nine months ended 30 September, 2012 | For the nine months ended 30 September, 2011 | Variance | % |
|--|--|--|---------------|---------|
| Tax and levies on operations (1) | 475,892,451 | 335,144,203 | 140,748,248 | 42.00 |
| Asset impairment loss (2) | 60,725,758 | 24,819,601 | 35,906,157 | 144.67 |
| Non-operating income (3) | 337,125,338 | 526,724,108 | (189,598,770) | (36.00) |
| Non-operating expense (4) | 147,556,178 | 51,173,631 | 96,382,547 | 188.34 |
| Income tax expense (5) | 2,016,706,686 | 704,909,571 | 1,311,797,115 | 186.09 |
| Net profit attributable to shareholders of the Company (6) | 4,194,569,647 | 1,410,389,760 | 2,784,179,887 | 197.40 |

Fluctuation analysis of the consolidated balance sheet items

- (1) Cash as at the end of period increased by 40.22% compared with the beginning of the period, mainly due to the net profit earned in this period.
- (2) Advances to suppliers as at the end of the period increased by 37.44% compared with the beginning of the period, mainly due to increase in prepayments for fuel purchases.
- (3) Derivative financial assets (non-current portion) as at the end of the period increased by 84.26% compared with the beginning of the period, mainly due to increase in the fair value of hedging instruments of fuel swap contracts held by the subsidiary, SinoSing Power Pte. Ltd.
- (4) Fixed assets pending for disposal as at the end of period increased by 39.72% compared with the beginning of the period, mainly due to more fixed assets held by subsidiaries pending for disposal.

- (5) Short-term loans as at the end of period decreased by 33.54% compared with the beginning of the period, mainly due to issuance of short-term bonds in the period and sufficient cash.
 - (6) Derivative financial liabilities (current portion) as at the end of period increased by 174.28% compared with the beginning of the period, mainly due to decrease in the fair value of hedging instruments of foreign currency exchange forward contracts held by the subsidiary, SinoSing Power Pte. Ltd..
 - (7) Notes payable as at the end of the period increased by 1,955.82% compared with the beginning of the period, mainly due to the increase of fuel purchases settled with notes.
 - (8) Advances from customers as at the end of period decreased by 84.19% compared with the beginning of the period, mainly because the advances received for steam and heating was recognised as revenue in the period.
 - (9) Debit balance of tax payables as at the end of the period decreased by 87.09% compared with the beginning of the period, mainly due to utilization of valued-added tax recoverable.
 - (10) Interest payables as at the end of period increased by 61.88% compared with the beginning of the period, mainly due to increase in the interests for long-term bonds.
 - (11) Current portion of non-current liabilities as at the end of period decreased by 44.34% compared with the beginning of the period, mainly due to repayments of bank loans by the Company and its subsidiaries.
 - (12) Other current liabilities as at the end of the period increased by 141.03% compared with the beginning of the period, mainly due to the issuance of short-term and super-short-term bonds.
 - (13) Derivative financial liabilities (non-current portion) as at the end of the period increased by 38.36% compared with the beginning of the period, mainly due to decrease in the fair value of hedging instrument of interest rate swap contracts held by the subsidiary, SinoSing Power Pte. Ltd..
 - (14) Currency translation differences as at the end of the period increased by 107.59% compared with the beginning of the period, mainly due to depreciation of RMB against Singapore dollar.
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Fluctuation analysis of consolidated income statement items

- (1) Tax and levies on operations increased by 42.00% compared with the same period of last year, mainly due to increase of turnover taxes which serve as the base of tax and levies on operations.
- (2) Asset impairment loss increased by 144.67% compared with the same period of last year, mainly due to loss from closing certain generators.
- (3) Non-operating income decreased by 36.00% compared with the same period of last year, mainly due to the decrease in government subsidies.
- (4) Non-operating expense increased by 188.34% compared with the same period of last year, mainly due to loss from fixed assets disposal and provision of pending litigation.
- (5) Income tax expense increased by 186.09% compared with the same period of last year, mainly due to increase in profit.
- (6) Net profit attributable to shareholders of the Company increased by 197.40% compared with the same period of last year, mainly due to: (a) increase of on-grid tariff in the end of 2011, (b) decrease of coal market prices.

3.2 The progress on significant events and their impact as well as the analysis and explanations for their solutions

N o t

Applicable PApplicable

3.3 Status of performance of undertakings given by the Company, shareholders and de facto controller

| Type (s) of Undertakings | Covenantor | Details of the Undertaking | Status of implementation |
|---|---------------------|--|---------------------------------|
| Undertaking given for issue of new shares | China Huaneng Group | China Huaneng Group undertook not to trade its 500 million A shares subscribed from the Company pursuant to the Company's non public issuance on the market within 36 months commencing from 23 December 2010. | In the course of implementation |
| Undertaking given for avoidance of | China Huaneng Group | For further avoidance of business competition with Huaneng Power International, Huaneng Group on 17 September 2010 further undertook | In the course of implementation |

business
competition

to Huaneng Power International that it shall treat Huaneng Power International as the only platform for integrating the conventional energy business of Huaneng Group; with respect to the conventional energy business assets of Huaneng Group located in Shandong Province, Huaneng Group undertook that it would take approximately 5 years to improve the profitability of such assets and when the terms become appropriate, it would inject those assets into Huaneng Power International. Huaneng Power International has a right of first refusal to acquire from Huaneng Group the newly developed, acquired or invested projects which are engaged in the conventional energy business of Huaneng Group located in Shandong Province; with respect to the other non-listed conventional energy business assets of Huaneng Group located in other provincial administrative regions, Huaneng Group undertakes that it would take approximately 5 years and upon such assets meeting the conditions for listing, it would inject such assets into Huaneng Power International in order to support the sustainable, stable development of Huaneng Power International; Huaneng Group would continue to perform each of its undertakings to support the development of its subordinated listed companies.

- 3.4 Disclosure as to, and reasons for, the warning in respect of forecast of a probable loss in respect of the accumulated net profit from the beginning of the financial year to the end of the next reporting period or any significant changes in profit as compared with that of the corresponding period of last year

N o t

Applicable PApplicable

3.5 Implementation status regarding the policy of the cash dividend bonus issue during the reporting period

The Profit Distribution Plan of the Company for 2011 was to distribute RMB0.05 (inclusive of tax) per each share to all shareholders as dividend for year 2011, totalling at RMB702,769,172. As at 30 September 2012, the dividends of RMB702,756,506 had been paid in full. The difference as compared to the budgeted provision, which was in the amount of RMB12,666, was caused by the difference in the corresponding converted rate of exchange to foreign investors and the exchange rate as of the payment date of dividends.

3.6 Project Progress

Unit 6 (600MW) of Hunan Huaneng Yueyang Power Plant (of which the Company holds 55% equity interest) and Unit 2 (1,030MW) of Jiangsu Huaneng Jinling Power Plant (of which the Company holds 60% equity interest) had respectively completed trial run recently. In addition, there had been changes to the installed capacity to part of the power plants in which the Company has equity interest. To date, the Company's total controlled generation capacity has increased to 61,947MW from 60,317MW, and total equity-based generation capacity has increased to 56,209MW from 55,357MW.

By Order of the Board
Huaneng Power International, Inc.
Cao Peixi
Chairman

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

| | |
|--|---|
| Cao Peixi (Executive Director) | Shao Shiwei (Independent Non-executive Director) |
| Huang Long (Non-executive Director) | Wu Liansheng (Independent Non-executive Director) |
| Li Shiqi (Non-executive Director) | Li Zhensheng (Independent Non-executive Director) |
| Huang Jian (Non-executive Director) | Qi Yudong (Independent Non-executive Director) |
| Liu Guoyue (Executive Director) | Zhang Shouwen (Independent Non-executive Director) |
| Fan Xiaxia (Executive Director) | |
| Shan Qunying (Non-executive Director) | |
| Guo Hongbo (Non-executive Director) | |
| Xu Zujian (Non-executive Director) | |
| Xie Rongxing (Non-executive Director) | |

Beijing, the PRC
24 October 2012

APPENDIX

HUANENG POWER INTERNATIONAL, INC.
 UNAUDITED CONSOLIDATED AND THE COMPANY BALANCE SHEETS
 (PRC GAAP)
 AS AT 30 September, 2012

Amounts: In RMB Yuan

| | 30 September 2012 Consolidated | 31 December 2011 Consolidated | 30 September 2012 The Company | 31 December 2011 The Company |
|---------------------------------------|--------------------------------------|-------------------------------------|-------------------------------------|------------------------------------|
| ASSETS | | | | |
| CURRENT ASSETS | | | | |
| Cash | 12,156,886,407 | 8,670,015,351 | 5,301,064,216 | 2,573,365,328 |
| Held for trading financial assets | 90,008,135 | 96,153,714 | — | — |
| Derivative financial assets | 149,569,611 | 147,454,606 | — | — |
| Notes receivable | 546,334,448 | 563,362,128 | 148,100,000 | 225,741,000 |
| Accounts receivable | 12,838,813,284 | 14,814,481,187 | 5,153,006,037 | 6,542,467,342 |
| Advances to suppliers | 1,418,757,580 | 1,032,244,694 | 666,608,474 | 437,028,637 |
| Interest receivables | 180,067 | 17,055 | 108,681,187 | 59,076,153 |
| Dividends receivable | 170,300,000 | 120,118,393 | 520,599,408 | 270,469,817 |
| Other receivables | 1,116,086,520 | 1,124,369,060 | 1,154,773,432 | 1,074,031,200 |
| Inventories | 7,313,815,827 | 7,525,620,585 | 2,897,449,802 | 2,698,250,835 |
| Current portion of non-current assets | 13,472,420 | 22,060,607 | — | — |
| Other current assets | 139,581,485 | 288,152,533 | 17,735,142,797 | 21,496,449,607 |
| Total current assets | 35,953,805,784 | 34,404,049,913 | 33,685,425,353 | 35,376,879,919 |
| NON-CURRENT ASSETS | | | | |
| Available-for-sale financial assets | 1,663,835,985 | 1,638,080,010 | 1 663 835 985 | 1,638,080,010 |
| Derivative financial assets | 30,198,438 | 16,388,824 | — | — |
| Long-term receivables | 734,553,235 | 741,661,065 | — | — |
| Long-term equity investment | 14,991,350,552 | 14,007,554,075 | 53,314,916,885 | 51,190,478,585 |
| Fixed assets | 156,581,948,417 | 154,808,020,444 | 61,905,939,335 | 62,437,021,340 |
| Construction-in-progress | 19,957,201,591 | 22,165,329,147 | 2,894,737,486 | 4,181,881,103 |
| Construction materials | 1,439,540,542 | 1,766,051,584 | 385,681,727 | 534,119,398 |
| Fixed assets pending for disposal | 213,506,930 | 152,812,410 | 1,166,501 | 147,569 |
| Intangible assets | 10,395,686,772 | 10,207,157,254 | 1,747,469,832 | 1,732,220,055 |
| Goodwill | 13,781,995,332 | 13,204,814,510 | 1,528,308 | 1,528,308 |
| Long-term deferred expenses | 165,005,567 | 181,682,253 | 13,031,364 | 15,753,076 |
| Deferred income tax assets | 682,198,527 | 710,570,973 | 502,676,409 | 508,171,670 |

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| | | | | |
|--------------------------|-----------------|-----------------|-----------------|-----------------|
| Other non-current assets | 311,335,887 | 361,220,844 | 1,400,000,000 | 1,600,000,000 |
| Total non-current assets | 220,948,357,775 | 219,961,343,393 | 123,830,983,832 | 123,839,401,114 |
| TOTAL ASSETS | 256,902,163,559 | 254,365,393,306 | 157,516,409,185 | 159,216,281,033 |

HUANENG POWER INTERNATIONAL, INC.
 UNAUDITED CONSOLIDATED AND THE COMPANY BALANCE SHEETS
 (PRC GAAP)
 AS AT 30 September, 2012
 Amounts: In RMB Yuan

| | 30 September 2012 | 31 December 2011 | 30 September 2012 | 31 December 2011 |
|--|------------------------|------------------------|-----------------------|-----------------------|
| LIABILITIES AND S H A R E H O L D E R S ' EQUITY | Consolidated | Consolidated | The Company | The Company |
| CURRENT LIABILITIES | | | | |
| Short-term loans | 29,228,540,459 | 43,979,199,571 | 18,764,071,461 | 32,490,610,961 |
| Derivative financial liabilities | 97,503,139 | 35,549,369 | — | — |
| Notes payable | 276,476,174 | 13,448,478 | — | — |
| Accounts payable | 8,008,848,441 | 9,109,088,804 | 3,231,412,914 | 3,718,397,512 |
| Advances from customers | 20,689,119 | 130,843,059 | 5,283,859 | 76,879,309 |
| Salary and welfare payables | 225,763,454 | 230,282,614 | 76,627,275 | 74,683,254 |
| Taxes payables | (128,435,145) | (994,750,037) | 59,394,502 | (164,381,080) |
| Interest payables | 1,112,833,499 | 687,427,070 | 964,011,973 | 466,054,266 |
| Dividends payable | 204,754,916 | 167,642,811 | — | — |
| Other payables | 11,589,662,557 | 14,662,402,253 | 3,213,045,749 | 4,400,801,216 |
| Current portion of non-current liabilities | 8,425,350,581 | 15,136,362,344 | 3,363,362,268 | 10,681,701,010 |
| Provision | 34,563,219 | — | — | — |
| Other current liabilities | 25,567,194,963 | 10,607,357,125 | 25,389,324,536 | 10,484,963,250 |
| Total current liabilities | 84,663,745,376 | 93,764,853,461 | 55,066,534,537 | 62,229,709,698 |
| NON-CURRENT LIABILITIES | | | | |
| Long-term loans | 81,493,383,555 | 79,844,871,588 | 25,786,860,386 | 28,329,925,513 |
| Derivative financial liabilities | 799,992,260 | 578,198,363 | 233,329,346 | 202,333,367 |
| Bonds payable | 22,884,534,325 | 17,854,919,373 | 22,884,534,325 | 17,854,919,373 |
| Long-term payables | 171,436,425 | 143,622,017 | — | — |
| Specific accounts payable | 58,270,494 | 41,202,995 | 35,066,049 | 18,689,013 |
| Deferred income tax liabilities | 1,845,993,602 | 1,736,906,829 | — | — |
| Other non-current liabilities | 2,203,904,464 | 2,240,956,555 | 1,981,052,642 | 2,051,653,173 |
| Total non-current liabilities | 109,457,515,125 | 102,440,677,720 | 50,920,842,748 | 48,457,520,439 |

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| | | | | |
|--|-----------------|-----------------|-----------------|-----------------|
| TOTAL LIABILITIES | 194,121,260,501 | 196,205,531,181 | 105,987,377,285 | 110,687,230,137 |
| SHAREHOLDERS' EQUITY | | | | |
| Share capital | 14,055,383,440 | 14,055,383,440 | 14,055,383,440 | 14,055,383,440 |
| Capital surplus | 16,971,905,388 | 17,131,948,418 | 15,537,493,755 | 15,513,437,604 |
| Special reserves | 53,285,960 | 27,021,275 | 53,285,960 | 27,021,275 |
| Surplus reserves | 7,131,699,680 | 7,060,094,409 | 7,131,699,680 | 7,060,094,409 |
| Undistributed profits | 15,746,699,151 | 12,371,789,519 | 14,751,169,065 | 11,873,114,168 |
| Currency translation differences | 43,348,970 | (570,973,401) | — | — |
| Shareholders' equity attributable to shareholders of the Company | 54,002,322,589 | 50,075,263,660 | 51,529,031,900 | 48,529,050,896 |
| Minority interests | 8,778,580,469 | 8,084,598,465 | — | — |
| Total shareholders' equity | 62,780,903,058 | 58,159,862,125 | 51,529,031,900 | 48,529,050,896 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | | | | |
| | 256,902,163,559 | 254,365,393,306 | 157,516,409,185 | 159,216,281,033 |

Legal representative:
Cao Peixi

Person in charge of
accounting function:
Zhou Hui

Person in charge of
accounting department:
Huang Lixin

HUANENG POWER INTERNATIONAL, INC.
 UNAUDITED CONSOLIDATED AND
 THE COMPANY INCOME STATEMENTS (PRC GAAP)
 FOR THE THIRD QUARTER ENDED 30 SEPTEMBER, 2012

Amounts: In RMB Yuan

| | For the third quarter ended 30 September, 2012 Consolidated | For the third quarter ended 30 September, 2011 Consolidated | For the third quarter ended 30 September, 2012 The Company | For the third quarter ended 30 September, 2011 The Company |
|--|---|---|--|--|
| Operating revenue | 32,936,493,951 | 35,756,877,128 | 14,316,762,174 | 16,378,342,759 |
| Less: Operating cost | 26,673,021,950 | 32,941,702,632 | 11,057,334,777 | 15,041,822,550 |
| Tax and levies on operations | 157,336,049 | 117,145,399 | 87,445,341 | 80,791,068 |
| Selling expenses | 1,342,322 | 3,075,698 | — | — |
| General and administrative expenses | 742,962,963 | 751,550,320 | 435,310,171 | 452,828,949 |
| Financial expenses, net | 2,204,325,311 | 1,971,206,350 | 1,003,480,012 | 954,274,609 |
| Asset impairment reverse | (2,077,421) | (10,018,899) | — | — |
| Add: (Loss)/gain from changes in fair value | (4,804,228) | 1,361,206 | — | — |
| Investment income | 188,516,688 | 189,685,295 | 314,291,871 | 333,837,343 |
| Including: Investment income from associates and jointly controlled entities | 189,192,251 | 189,951,982 | 188,279,872 | 189,580,757 |
| Operating profit | 3,343,295,237 | 173,262,129 | 2,047,483,744 | 182,462,926 |
| Add: Non-operating income | 80,762,799 | 275,021,162 | 41,927,401 | 113,997,301 |
| Less: Non-operating expenses | 24,055,406 | 14,066,082 | 8,294,631 | 13,301,238 |
| Including: loss on disposals of non-current assets | 2,382,319 | 5,033,796 | 199,374 | 5,033,796 |
| Profit before tax | 3,400,002,630 | 434,217,209 | 2,081,116,514 | 283,158,989 |
| Less: Income tax expense/(benefit) | 991,447,320 | 174,447,338 | 463,073,232 | (14,642,333) |
| Net profit | 2,408,555,310 | 259,769,871 | 1,618,043,282 | 297,801,322 |
| Attributable to: Shareholders of the Company | 1,986,112,328 | 231,665,950 | 1,618,043,282 | 297,801,322 |

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| | | | | |
|--|---------------|-----------------|---------------|---------------|
| Minority interests | 422,442,982 | 28,103,921 | — | — |
| Earnings per share (based on the net profit attributable to shareholders of the Company) | | | | |
| — Basic earnings per share | 0.14 | 0.02 | N/A | N/A |
| — Diluted earnings per share | 0.14 | 0.02 | N/A | N/A |
| Other comprehensive income/(loss) | 633,477,630 | (1,316,837,431) | (13,406,070) | (278,189,408) |
| | | | | |
| Total comprehensive income/(loss) | 3,042,032,940 | (1,057,067,560) | 1,604,637,212 | 19,611,914 |
| | | | | |
| Attributable to: | | | | |
| — Shareholders of the Company | 2,618,843,414 | (1,082,749,054) | 1,604,637,212 | 19,611,914 |
| — Minority interests | 423,189,526 | 25,681,494 | — | — |

Legal representative:
Cao Peixi

Person in charge of
accounting function:
Zhou Hui

Person in charge of
accounting department:
Huang Lixin

HUANENG POWER INTERNATIONAL, INC.
 UNAUDITED CONSOLIDATED AND
 THE COMPANY INCOME STATEMENTS (PRC GAAP)
 FOR THE THIRD QUARTER ENDED 30 SEPTEMBER, 2012

Amounts: In RMB Yuan

| | For the nine months ended 30 September, 2012 Consolidated | For the nine months ended 30 September, 2011 Consolidated | For the nine months ended 30 September, 2012 The Company | For the nine months ended 30 September, 2011 The Company |
|--|---|---|--|--|
| Operating revenue | 100,116,966,873 | 99,811,022,907 | 42,724,410,699 | 44,373,024,980 |
| Less: Operating cost | 84,505,227,912 | 90,689,952,976 | 34,620,891,137 | 40,079,589,853 |
| Tax and levies on operations | 475,892,451 | 335,144,203 | 295,774,516 | 223,020,008 |
| Selling expenses | 4,551,400 | 6,475,143 | — | — |
| General and administrative expenses | 2,153,678,878 | 2,080,308,327 | 1,322,600,554 | 1,282,806,689 |
| Financial expenses, net | 6,743,495,082 | 5,574,460,447 | 3,190,612,893 | 2,515,157,571 |
| Asset impairment loss | 60,725,758 | 24,819,601 | 66,937,351 | 33,583,200 |
| Add: Loss from changes in fair value | (5,840,543) | (79,324) | — | — |
| Investment income | 655,434,554 | 597,274,597 | 1,255,459,895 | 795,322,048 |
| Including: Investment income from associates and jointly controlled entities | 469,503,101 | 519,226,228 | 470,139,923 | 518,087,717 |
| Operating profit | 6,822,989,403 | 1,697,057,483 | 4,483,054,143 | 1,034,189,707 |
| Add: Non-operating income | 337,125,338 | 526,724,108 | 149,590,281 | 201,827,104 |
| Less: Non-operating expenses | 147,556,178 | 51,173,631 | 71,428,304 | 30,606,048 |
| Including: loss on disposals of non-current assets | 74,391,978 | 18,659,269 | 57,775,581 | 6,104,567 |
| Profit before tax | 7,012,558,563 | 2,172,607,960 | 4,561,216,120 | 1,205,410,763 |
| Less: Income tax expense | 2,016,706,686 | 704,909,571 | 872,483,442 | 160,510,196 |
| Net profit | 4,995,851,877 | 1,467,698,389 | 3,688,732,678 | 1,044,900,567 |
| Attributable to: | | | | |
| Shareholders of the Company | 4,194,569,647 | 1,410,389,760 | 3,688,732,678 | 1,044,900,567 |
| Minority interests | 801,282,230 | 57,308,629 | — | — |
| Earnings per share (based on the net profit attributable to shareholders of the Company) | | | | |
| — Basic earnings per share | 0.30 | 0.10 | N/A | N/A |
| — Diluted earnings per share | 0.30 | 0.10 | N/A | N/A |
| Other comprehensive income/(loss) | 455,589,903 | (1,328,790,018) | 24,056,150 | (362,657,260) |

| | | | | |
|-------------------------------|---------------|-------------|---------------|-------------|
| Total comprehensive income | 5,451,441,780 | 138,908,371 | 3,712,788,828 | 682,243,307 |
| Attributable to: | | | | |
| — Shareholders of the Company | 4,648,848,989 | 83,075,826 | 3,712,788,828 | 682,243,307 |
| — Minority interests | 802,592,791 | 55,832,545 | — | — |

Legal representative:
Cao Peixi

Person in charge of
accounting function:
Zhou Hui

Person in charge of
accounting department:
Huang Lixin

HUANENG POWER INTERNATIONAL, INC.
 UNAUDITED CONSOLIDATED AND
 THE COMPANY INCOME STATEMENTS (PRC GAAP)
 FOR THE THIRD QUARTER ENDED 30 SEPTEMBER, 2012

Amounts: In RMB Yuan

| Items | For the nine months ended 30 September, 2012 Consolidated | For the nine months ended 30 September, 2011 Consolidated | For the nine months ended 30 September, 2012 The Company | For the nine months ended 30 September, 2011 The Company |
|---|---|---|--|--|
| Cash flows generated from operating activities | | | | |
| Cash received from sales of goods and services rendered | 114,244,865,585 | 109,469,379,031 | 50,941,710,893 | 50,759,445,647 |
| Cash received from return of taxes and fees | 139,346,416 | 30,713,403 | — | — |
| Other cash received relating to operating activities | 320,160,362 | 865,174,092 | 81,563,318 | 121,795,625 |
| Sub-total of cash inflows of operating activities | 114,704,372,363 | 110,365,266,526 | 51,023,274,211 | 50,881,241,272 |
| Cash paid for goods and services received | 82,768,132,881 | 87,328,370,587 | 35,892,361,034 | 41,155,774,907 |
| Cash paid to and on behalf of employees including salary, social welfare, education funds and others in such manner | 3,803,116,575 | 3,269,852,863 | 2,152,691,743 | 1,837,977,052 |
| Payments of all types of taxes | 6,142,366,816 | 3,929,080,763 | 3,350,044,833 | 2,117,250,464 |
| Other cash paid relating to operating activities | 657,113,828 | 864,691,556 | 472,706,600 | 362,884,742 |
| Sub-total of cash outflows of operating activities | 93,370,730,100 | 95,391,995,769 | 41,867,804,210 | 45,473,887,165 |
| Net cash flows generated from operating activities | 21,333,642,263 | 14,973,270,757 | 9,155,470,001 | 5,407,354,107 |
| Cash flows generated from investing activities | | | | |
| Cash received from withdrawal of investment | — | — | —3,895,500,000 | — |
| Cash received on investment income | 474,950,585 | 295,881,208 | 1,599,579,126 | 1,247,812,534 |
| Net cash received from disposals of fixed assets, intangible assets and other | 288,907,260 | 49,319,643 | 229,875,930 | 40,633,447 |

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| | | | | |
|--|------------------|------------------|----------------|------------------|
| long-term assets | | | | |
| Other cash received relating to investing activities | 113,808,216 | 76,542,084 | — | — |
| Sub-total of cash inflows of investing activities | 877,666,061 | 421,742,935 | 5,724,955,056 | 1,288,445,981 |
| Cash paid for acquiring fixed assets, intangible assets and other long-term assets | 10,365,716,429 | 10,551,600,629 | 2,842,768,893 | 2,218,466,968 |
| Cash paid for investments | 824,022,091 | 310,000,000 | 2,103,719,200 | 9,637,368,460 |
| Net cash paid for acquiring subsidiaries and other operating units | 144,767,160 | 3,976,181,626 | — | — |
| Other cash paid relating to investing activities | 5,236,390 | 8,587,407 | — | — |
| Sub-total of cash outflows of investing activities | 11,339,742,070 | 14,846,369,662 | 4,946,488,093 | 11,855,835,428 |
| Net cash flows (used in)/generated from investing activities | (10,462,076,009) | (14,424,626,727) | 778,466,963 | (10,567,389,447) |
| Cash flows generated from financing activities | | | | |
| Cash received from investments | 262,383,862 | 135,044,600 | — | — |
| Including: cash received from minority shareholders of subsidiaries | 262,383,862 | 135,044,600 | — | — |
| Cash received from borrowings | 48,256,413,955 | 73,628,774,644 | 20,960,352,434 | 49,519,284,191 |
| Cash received from issuance of bonds | 29,935,000,000 | 9,959,606,736 | 29,935,000,000 | 9,959,606,736 |
| Other cash received relating to financing activities | 175,847,700 | 25,822,341 | 121,878,200 | 7,899,001 |
| Sub-total of cash inflows of financing activities | 78,629,645,517 | 83,749,248,321 | 51,017,230,634 | 59,486,789,928 |
| Repayments of borrowings | 78,208,614,343 | 71,119,338,064 | 53,896,039,183 | 48,266,097,287 |
| Payments for dividends, profit appropriation or interest expense payments | 7,847,958,412 | 8,769,714,169 | 4,227,526,864 | 6,166,735,625 |
| Including: dividends paid to minority shareholders of subsidiaries | 690,494,439 | 39,629,378 | — | — |
| Other cash paid relating to financing activities | 95,383,329 | 147,204,590 | 92,116,449 | 142,902,140 |
| | 86,151,956,084 | 80,036,256,823 | 58,215,682,496 | 54,575,735,052 |

Sub-total of cash outflows of financing activities

| | | | | |
|--|-----------------|----------------|-----------------|---------------|
| Net cash flows (used in) / generated from financing activities | (7,522,310,567) | 3,712,991,498 | (7,198,451,862) | 4,911,054,876 |
| Effect of foreign exchange rate changes on cash | 161,958,432 | (170,249,375) | (6,498,477) | (38,114,330) |
| Net increase/ (decrease) in cash | 3,511,214,119 | 4,091,386,153 | 2,728,986,625 | (287,094,794) |
| Add: cash at beginning of period | 8,552,782,233 | 9,426,437,511 | 2,503,183,158 | 4,943,416,847 |
| Cash at end of period | 12,063,996,352 | 13,517,823,664 | 5,232,169,783 | 4,656,322,053 |

Legal representative:
Cao Peixi

Person in charge of
accounting function:
Zhou Hui

Person in charge of
accounting department:
Huang Lixin

Document 2

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PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION

On 23 October 2012, the Board of the Company resolved to, among other things, propose to seek the approval from the Shareholders at the General Meeting to amend the Articles of Association.

The proposed amendments to the Articles of Association is to further enhance the provisions regarding the Company's profit distribution which are in the best interests of the Company and the Shareholders as a whole.

The above proposal is subject to approval of the Shareholders at the General Meeting and the approval and registration by the relevant government and regulatory authorities in the PRC.

On 23 October 2012 , the Board of the Company resolved to, among other things, propose to seek the approval from the Shareholders at the General Meeting to amend the Articles of Association.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the Articles of Association is to further enhance the provisions regarding the Company's profit distribution which are in the best interests of the Company and the Shareholders as a whole.

The proposed amendments to the Articles of Association shall come into effect upon (i) the passing of a special resolution at the General Meeting to approve the amendments; and (ii) obtaining the approval and registration by the relevant government and regulatory authorities in the PRC.

Details of the proposed amendments to the Articles of Association are as follows:

(a) The original Article 72 which provides that:

“The following matters shall be resolved by way of special resolutions at the general meeting of shareholders:

(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;

(2) the issue of debentures of the Company;

(3) the division, merger, dissolution, liquidation or change in corporate form of the Company;

(4) the amendment of the Articles of Association;

(5) the purchase or sale of major assets or the provision of guarantee by the Company in the past year and the amount of which has exceeded 30% of the latest audited total assets of the Company; and

(6) any other matters prescribed by law and administrative regulations, and those considered by the general meeting of shareholders and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolution.”

is hereby amended as follows:

“The following matters shall be resolved by way of special resolutions at the general meeting of shareholders:

(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;

- (2) the issue of debentures of the Company;
- (3) the division, merger, dissolution, liquidation or change in corporate form of the Company;
- (4) the amendment of the Articles of Association;
- (5) the purchase or sale of major assets or the provision of guarantee by the Company in the past year and the amount of which has exceeded 30% of the latest audited total assets of the Company;
- (6) the adjustment to profit distribution policy of the Company; and
- (7) any other matters prescribed by law and administrative regulations, and those considered by the general meeting of shareholders and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolution.”

(b) The original Article 156 which provides that:

“The Company may distribute dividends in the form of:

- (1) cash; and
- (2) shares.

The Company shall implement positive profit allocation approaches (including but not limited to giving priority to the allocation of profit in the form of cash dividends) on the principle of placing emphasis on the importance of reasonable return for investors while taking into account the reasonable capital demand of the Company. The Company may distribute interim cash dividends when it deems appropriate.”

is hereby amended as follows:

“The Company shall establish and maintain a consistent and stable profit distribution policy, where positive distribution methods (including without limitation giving preference to payment of cash dividends) shall be used to ensure reasonable returns of investment for the shareholders while taking into account the long-term interests of the Company, the interests of all the shareholders as a whole and the reasonable funding requirements and sustainable development of the Company. The Company may pay dividends in cash, stock or a combination of both. The Company may distribute interim cash dividends when it deems appropriate.”

(c) To include an additional Article 157

“The Company may pay cash dividends in any year when its earnings and accumulated undistributed profits are positive and its cash flows are sufficient for the normal conduct of business and sustainable development of the Company, provided that the profits to be distributed by the Company in cash shall, in principle, not be less than 50% of the distributable profits realized in that year as indicated in the consolidated accounts.

Where the Company operates well and the Board believes that the Company’s share price does not match with its equity scale and that the distribution of cash dividends will be conducive to the interest of the Company and its shareholders as a whole, then subject to satisfying the condition for cash dividends as mentioned above, the Company may propose to profit distribution policy for cash dividends.

The profit distribution plan of the Company shall be prepared by the management and submitted to the Board and the Board of Supervisors for approval. The Board shall fully discuss the reasonableness of the plan and submit its decision to the general meeting for approval. Where the Company decides not to pay cash dividends under special circumstances, the Board shall explain the reasons for not paying cash dividends and clarify the purpose of use of the Company’s retained earnings, its anticipated investment income, etc.. Such clarification and explanation, along with the comments on them from the independent directors, shall be submitted to the general meeting for approval and to make disclosure.

With respect to any adjustment to the Company’s profit distribution policy, the Board shall conduct a special discussion to demonstrate the reasons for such adjustment and form a report to be reviewed by the independent directors, which shall then be submitted to the general meeting for approval by way of special resolution.

Where the Board does not propose distribution of cash dividends despite the profitability of the Company or where the Company adjusts its cash dividend policy, online voting shall be made accessible to the shareholders in determining such proposal(s).

After the resolution in respect of the profit distribution plan is approved at the general meeting, the Board shall complete the distribution of dividends (or bonus shares) within two months after the meeting.

The Company shall establish various channels of communication to grant the minority shareholders an opportunity to give their opinions on the Company's profit distributions and the changes in the Company's profit distribution policy."

(d) Corresponding changes to the numbering of the original provision of the Articles of Association.

GENERAL INFORMATION

A circular containing, among other things, further details of the proposed amendments to the Articles of Association will be dispatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

| | |
|---------------------------|---|
| "Articles of Association" | the articles of association of the Company as amended from time to time |
| "Board" | the board of Directors |
| "China" or "PRC" | the People's Republic of China and, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| "Company" | Huaneng Power International, Inc. |
| "Directors" | directors of the Company |
| "General Meeting" | an annual or extraordinary general meeting to be held as soon as practicable by the Company to approve, among other things, the proposed amendments to the Articles of Association; |

“Hong Kong” Hong Kong Special Administrative Region of the PRC

“Shareholder(s)” holder(s) of the share(s) of the Company

By Order of the Board
Huaneng Power International, Inc.
Du Daming
Company Secretary

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

| | |
|--|---|
| Cao Peixi (Executive Director) | Shao Shiwei (Independent Non-executive Director) |
| Huang Long (Non-executive Director) | Wu Liansheng (Independent Non-executive Director) |
| Li Shiqi (Non-executive Director) | Li Zhensheng (Independent Non-executive Director) |
| Huang Jian (Non-executive Director) | Qi Yudong (Independent Non-executive Director) |
| Liu Guoyue (Executive Director) | Zhang Shouwen (Independent Non-executive Director) |
| Fan Xiaxia (Executive Director) | |
| Shan Qunying (Non-executive Director) | |
| Guo Hongbo (Non-executive Director) | |
| Xu Zujian (Non-executive Director) | |
| Xie Rongxing (Non-executive Director) | |

Beijing, the PRC
24 October 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the under-signed, thereunto duly authorized.

HUANENG POWER INTERNATIONAL, INC.

By /s/ Du Daming

Name:
Title:

Du Daming
Company Secretary

Date: October 24, 2012