

Report of the Auditors

PwC ShenZi (2003) No. 976

TO THE SHAREHOLDERS OF HUANENG POWER INTERNATIONAL, INC.

We have accepted the appointment to audit the consolidated balance sheet of Huaneng Power International, Inc. ("the Company") and its subsidiaries as at 31st December, 2002 and the consolidated profit and loss account and statement of income appropriation and cash flow statement for the year then ended, and the balance sheet of the Company as at 31st December, 2002 and its profit and loss accounts and statement of income appropriation and cash flow statement for the year then ended. The Company is responsible for the financial statements. Our responsibility is to express an audit opinion on the financial statements. Our audit was conducted in accordance with China Certified Public Accountants' Independent Auditing Standards and consequently included such auditing procedures as were considered necessary and appropriate to the Company and its subsidiaries' circumstances, including examination, on a test basis, of the Company and its subsidiaries' transactions and accounting records.

In our opinion, the financial statements mentioned above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries at 31st December, 2002 and the consolidated results of their operations and their cash flows for the year then ended, and the financial position of the Company as at 31st December, 2002 and its results of operations and cash flows for the year then ended in accordance with the Accounting Standards for Business Enterprises and the Accounting System for Business Enterprises of the People's Republic of China. The accounting policies used in the preparation of the financial statements for the year are consistent with those used in the preceding year.

**PRICEWATERHOUSECOOPERS ZHONG TIAN
CPAS CO., LTD.**

Certified Public Accountant

Li Dan

Certified Public Accountant

He Yingfan

12th March, 2003