

HUANENG POWER INTERNATIONAL INC

Form 6-K

October 20, 2006

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, 2006

(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.

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West Wing, Building C, Tianyin Mansion

No. 2C Fuxingmennan Street

Xicheng District

Beijing, 100031 PRC

This Form 6-K consists of:

The announced notice of extraordinary general meeting of Huaneng Power International Inc. (the "Registrant"), made by the Registrant in English on October 18, 2006.

(a sino foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 902)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Huaneng Power International, Inc. (the "Company") will be held at 9:00 a.m. on 5th December 2006 (Tuesday) at Holiday Inn Central Plaza Beijing, 1 Caiyuanjie, Xuanwuqu, Beijing, the People's Republic of China for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

Ordinary resolutions:

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1. To consider and approve the Acquisition (including the Transfer Agreement).^(Note 1)
2. To consider and approve the Capital Increase (including the Capital Increase Agreement).^(Note 1)

By Order of the Board
Huang Jian
Company Secretary

18th October 2006

Registered address of the Company:

West Wing, Building C,
Tianyin Mansion,
2C Fuxingmennan Street,
Xicheng District,
Beijing 100031,
The People's Republic of China

Notes:

1. For definitions and details, please refer to the circular dated 18th October, 2006 issued by the Company.
2. Eligibility for attending the Extraordinary General Meeting

Holders of the Company's foreign Shares whose names appear on the HK\$ Dividend foreign Shares Register and/or the US\$ Dividend foreign Shares Register maintained by Hong Kong Registrars Limited and holders of domestic shares whose names appear on the domestic shares register maintained by the Company at the close of business on 3rd November 2006 are eligible to attend the Extraordinary General Meeting.

3. Proxy
 - (i) A member eligible to attend and vote at the Extraordinary General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder.
 - (ii) A proxy should be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarised.

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- (iii) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered, in the case of holders of domestic shares, to the Company and, in the case of holders of foreign Shares, to Hong Kong Registrars Limited, not less than 24 hours before the time designated for holding of the Extraordinary General Meeting.
- (iv) A proxy may exercise the right to vote by a show of hands or by poll. However, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote by poll.

4. Registration procedures for attending the Extraordinary General Meeting

- (i) A shareholder or his proxy shall provide proof of identity when attending the meeting. If a shareholder is a legal

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person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the Extraordinary General Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such persons to attend the meeting.

- (ii) Holders of foreign Shares and domestic shares intending to attend the Extraordinary General Meeting should return the reply slip for attending the Extraordinary General Meeting to the Company on or before 16th November 2006.
- (iii) Shareholders may send the above reply slip to the Company in person, by post or by fax (Attn: The Securities Department).

5. Closure of Register of Members

The register of members of the Company will be closed from 6th November 2006 to 5th December 2006 (both days inclusive).

6. Other Businesses

- (i) The Extraordinary General Meeting will not last for more than half day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (ii) The address of the share registrar for Foreign Shares of the Company, Hong Kong Registrars Limited is at:

1901-5,
19/F, Hopewell Centre,
183 Queen's Road East,
Hong Kong

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(iii) The registered address of the Company is at:

West Wing, Building C,

Tianyin Mansion,

2C Fuxingmennan Street,

Xicheng District,

Beijing 100031,

The People's Republic of China

Telephone No.: (+86)-10-66491999

Facsimile No.: (+86)-10-66491860

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

Li Xiaopeng

(Executive Director)

Huang Yongda

(Non-Executive Director)

Na Xizhi

(Executive Director)

Huang Long

(Non-executive Director)

Wu Dawei

(Non-executive Director)

Shan Qunying

(Non-executive Director)

Ding Shida

(Non-executive Director)

Xu Zujian

(Non-executive Director)

Liu Shuyuan

(Non-executive Director)

Qian Zhongwei

(Independent non-executive director)

Xia Donglin

(Independent non-executive director)

Liu Jipeng

(Independent non-executive director)

Wu Yusheng

(Independent non-executive director)

Yu Ning

(Independent non-executive director)

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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/ Huang Long

Name: Huang Long
Title: Executive Director

Date: October 20, 2006