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HUANENG POWER INTERNATIONAL INC

Form 6-K

September 29, 2004

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 September, 2004

(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.
West Wing, Building C, Tianyin Mansion
No. 2C Fuxingmennan Street
Xicheng District
Beijing, 100031 PRC

This Form 6-K consists of:

A press release on the Extraordinary General Meeting, Domestic Shares
Class Meeting and H Shares Class Meeting held by Huaneng Power International
Inc. ("registrant"), made on September 28, 2004, in English by the registrant.

To: Business Editor
[For Immediate Release]

HUANENG POWER INTERNATIONAL, INC.
Holds Extraordinary General Meeting, Domestic Shares Class Meeting
and H Shares Class Meeting

(Beijing, China, September 28, 2004) Huaneng Power International, Inc. (the "

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Company ") [NYSE: HNP; HKEx: 902; SSE: 600011] announced today that the Company held its Extraordinary General Meeting ("EGM") on September 28, 2004. Resolutions to approve the following matters have been passed at the meeting:

1. amendments to the Company's articles of association;
2. appointment of three new directors; and
3. Issuance of convertible bonds:
 - 3.1 mandating the issuance by the Company of up to US\$300 million in principal amount of bonds convertible to the Company's overseas listed foreign shares within 12 months from the date of approval by special resolutions passed at the Company's EGM, Domestic Shares Class Meeting and H Shares Class Meeting; and
 - 3.2 authorizing the board of directors to determine the terms and conditions of the convertible bonds and execute all necessary legal documents to effectuate the issuance of the convertible bonds, including making necessary amendments to the Company's articles of association.

In addition, on the same date, the Company also held its Domestic Shares Class Meeting and H Shares Class Meeting, respectively. Resolution 3 above has been adopted at each such class meeting.

This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act of 1933, as amended (the "Securities Act"). This press release shall not constitute an offer to sell or the solicitation of an offer to buy the notes. The notes and overseas listed foreign shares issuable upon conversion of the notes have not been registered under the Securities Act, or applicable state securities laws, and unless so registered, may not be offered or sold in the United States, except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

Huaneng Power International, Inc. develops, constructs, operates and manages large thermal power plants in China nationwide, with a total generation capacity of 18,832MW on an equity basis. The Company wholly owns sixteen power plants, and has controlling interests in seven power plants and minority interests in four power companies. Today, it is one of the largest independent power producers in China.

~ End ~

For further information, please contact:

Ms. Meng Jing / Ms. Zhao Lin
Huaneng Power International, Inc.
Tel: (8610) 6649 1856 / 1866
Fax: (8610) 6649 1860
Email: ir@hpi.com.cn

Ms. Christy Lai / Ms. Edith Lui
Rikes Communications Limited
Tel: (852) 2520 2201
Fax: (852) 2520 2241

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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/ Wang Xiaosong

Name: Wang Xiaosong
Title: Vice Chairman

Date: September 28, 2004