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HUANENG POWER INTERNATIONAL INC
Form 6-K
December 06, 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 December, 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.
West Wing, Building C, Tianyin Mansion
No. 2C Fuxingmennan Street
Xicheng District
Beijing, 100031 PRC

This Form 6-K consists of:

The announcement on resolutions passed at extraordinary general meeting of Huaneng Power International, Inc. (the "Registrant") on December 5, 2006, made by the Registrant in English on December 5, 2006.

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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 Jian

Name: Huang Jian

Title: Company Secretary

Date: December 6, 2006

[GRAPHIC OMITTED]

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

(Stock Code: 902)

RESOLUTIONS PASSED AT EXTRAORDINARY GENERAL MEETING

This announcement sets out the resolutions passed at the EGM convened on 5th December 2006.

An extraordinary general meeting (the "EGM" or the "Meeting") of Huaneng Power International, Inc. (the "Company") was held at 9:00 a.m. on 5th December 2006 at Holiday Inn Central Plaza Beijing, 1 Caiyuanjie, Xuanwu District, Beijing, the People's Republic of China. As entrusted by Mr. Li Xiaopeng, Chairman of the Company, Mr. Huang Long, Vice Chairman of the Company, presided over the

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EGM as the chairman. The shareholders of the Company and their proxies, directors and supervisors of the Company attended the EGM.

There were a total of 12,055,383,440 shares of the Company as at the record date ("Record Date", i.e. 3rd November 2006) entitled to attend the EGM to vote for or against the resolutions tabled thereat. Shareholders and authorised proxies holding an aggregate of 9,609,049,496 shares of the Company, representing 79.71% of the total shares of the Company, were present at the EGM. Holders of 694,086,616 H shares of the Company, through HKSCC (Nominees) Limited, appointed the chairman of the Meeting as their proxy to attend and vote on their behalf. Holders of 564,962,880 H shares of the Company, through HSBC (Nominees) Hong Kong Limited, appointed the chairman of the Meeting as their proxy to attend and vote on their behalf.

According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, connected persons (including China Huaneng Group, Huaneng International Power Development Corporation and their respective associates) holding an aggregate of 6,121,786,667 shares of the Company, representing approximately 50.78% of the total issued share capital of the Company as of the Record Date, shall abstain and has abstained from voting on the resolutions tabled at the EGM.

Hong Kong Registrars Limited, the share registrar of the Company, jointly with Haiwen & Partners, the Company's PRC counsel, acted as the scrutineer for the vote-takings.

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After reviewing the resolutions proposed by the board of directors, the shareholders of the Company and their proxies present at the Meeting resolved through voting by way of a poll to approve the following resolutions:

Ordinary Resolutions

1. The Acquisition (including the Transfer Agreement) was considered and approved.

3,485,315,789 shares were voted in the affirmative and 1,947,040 shares were voted in the negative, representing approximately 99.94% and approximately 0.06%, respectively, of the total number of shares held by the shareholders (including proxies) present at the EGM carrying voting rights.

2. The Capital Increase (including the Capital Increase Agreement) was considered and approved.

3,482,180,269 shares were voted in the affirmative and 2,434,560 shares were voted in the negative, representing approximately 99.85% and approximately 0.07%, respectively, of the total number of shares held by the shareholders (including proxies) present at the EGM carrying voting rights.

By Order of the Board
Li Xiaopeng
Chairman

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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)

Beijing, the PRC
5th December 2006