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HUANENG POWER INTERNATIONAL INC

Form 6-K

May 19, 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 May, 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 the amendments to the promoters' agreement of Huaneng Power  
International Inc. (the "Registrant"), made by the Registrant in English on May  
12, 2006.

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.

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HUANENG POWER INTERNATIONAL, INC.

By /s/ Huang Long  
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Name: Huang Long

Title: Company Secretary

Date: May 16, 2006

[GRAPHIC OMITTED]

(A Sino-foreign joint stock limited company incorporated in the  
People's Republic of China)  
(Stock Code: 902)

OVERSEAS REGULATORY ANNOUNCEMENT  
AMENDMENTS TO THE PROMOTERS' AGREEMENT OF  
HUANENG POWER INTERNATIONAL, INC.

This announcement is made by Huaneng Power International, Inc. (the "Company") pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

A promoters' agreement of Huaneng Power International, Inc. (the "Promoters' Agreement") was executed between the original promoters of the Company on 31st May, 1994. The content of the Promoters' Agreement included, but not limited to, except for Huaneng International Power Development Corporation ("HIPDC") each of the other promoters authorizing HIPDC to exercise the voting rights on their behalf at the shareholders' meetings of the Company and the issue regarding seats in the board of directors of the Company.

Following completion of the share reform of the Company according to laws, the non-circulating shares held by each of the non-circulating shareholders shall according to laws be given circulation rights. The promoters of the Company (including each shareholder who has assumed the rights and is responsible for the liabilities arising out of its holding the shares of the Company which were previously owned by the original promoters due to share allocation or share transfer and thereby assuming the rights and be responsible for the liabilities of such original promoters pursuant to the Promoters' Agreement) executed an agreement relating to the amendments to the Promoters' Agreement of Huaneng Power International, Inc. (the "Amended Agreement") on 12th May, 2006. Pursuant to the stipulations of the Amended Agreement, with effect from the date of the signing of the Amended Agreement, the provisions relating to the authorization of voting rights and issue regarding seats in the board of directors in the

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Promoters' Agreement as mentioned in the preceding paragraph shall be deleted and of no effect. From that date onwards, each promoter of the Company shall be entitled to exercise its own voting rights according to its own will at the shareholders' meetings of the Company.

By Order of the Board  
Huang Long  
Vice Chairman

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

|  |   |
|--|---|
| Li Xiaopeng<br>(Executive Director)      | Qian Zhongwei<br>(Independent non-executive director) |
| Huang Yongda<br>(Non-Executive Director) | Xia Donglin<br>(Independent non-executive director)   |
| Na Xizhi<br>(Executive Director)         | Liu Jipeng<br>(Independent non-executive director)    |
| Huang Long<br>(Executive Director)       | Wu Yusheng<br>(Independent non-executive director)    |
| Wu Dawei<br>(Non-executive Director)     | Yu Ning<br>(Independent non-executive director)       |
| Shan Qunying<br>(Non-executive Director) |   |
| Ding Shida<br>(Non-executive Director)   |   |
| Xu Zujian<br>(Non-executive Director)    |   |
| Liu Shuyuan<br>(Non-executive Director)  |   |

Beijing, the PRC  
12th May, 2006