

HUANENG POWER INTERNATIONAL INC  
Form F-6  
July 28, 2003

As filed with the Securities and Exchange Commission on July 28, 2003

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

**HUANENG POWER INTERNATIONAL, INC.**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

**THE PEOPLE'S REPUBLIC OF CHINA**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1727

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**Timothy F. Keane**

**The Bank of New York**  
**101 Barclay Street**  
**New York, New York, 10286**  
**(212) 815-2129**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Peter B. Tisne, Esq.**  
**Emmet, Marvin & Martin, LLP**  
**120 Broadway**  
**New York, New York 10271**  
**(212) 238-3010**

**For Further Information Contact:**

**Timothy F. Keaney**  
**The Bank of New York**  
**ADR Department**  
**101 Barclay Street**  
**New York, New York 10286**  
**(212) 815-2129**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
<b>American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing Class H shares, par value RMB 1.00 each, of Huaneng Power International, Inc.</b>	<b>20,000,000</b>	<b>\$5.00</b>	<b>\$1,000,000</b>	<b>\$80.90</b>

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.**

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The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

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INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1.

Name and address of depository

Introductory Article

2.

Title of American Depositary Receipts and

Face of Receipt, top center

identity of deposited securities

Terms of Deposit:

(i)

The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii)

The procedure for voting, if any,

Articles number 3, 15, 16 and 18

the deposited securities

(iii)

The collection and distribution of

Articles number 4, 6, 9, 12, 13, 14,

dividends

15, 18 and 21

(iv)

The transmission of notices, reports

Articles number 11, 12, 13, 15, 16,

and proxy soliciting material

17, 18, 19 and 21

(v)

The sale or exercise of rights

Articles number 5, 6, 13, 14, 15,

18 and 21

(vi)

The deposit or sale of securities

Articles number 3, 4, 7, 12, 13, 14,

resulting from dividends, splits

15, 17, 18 and 21

or plans of reorganization

(vii)

Amendment, extension or termination

Articles number 20 and 21

of the deposit agreement

(viii)

Rights of holders of Receipts to inspect

Article number 11

the transfer books of the depositary and

the list of holders of Receipts

(ix)

Restrictions upon the right to deposit

Articles number 2, 3, 4, 5, 6, 7,

or withdraw the underlying securities

8, 13, 24 and 25

(x)

Limitation upon the liability

Articles number 14, 18, 19, 21 and

of the depositary

24

3.

Fees and Charges

Articles number 7, 8, 12 and 21

Item - 2.

Available Information

Public reports furnished by issuer

Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

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Form of amended and restated Deposit Agreement dated as of \_\_\_\_\_, 2003, among Huaneng Power International, Inc., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b(1).

Letter agreement, dated July 31, 2002, among Huaneng Power International, Inc., Morgan Guaranty Trust Company and The Bank of New York. - Filed herewith as Exhibit 2.1.

b(2).

Form of letter agreement among Huaneng Power International, Inc. and The Bank of New York relating to pre-release activities. - Filed herewith as Exhibit 2.2.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Not applicable.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver



promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 28, 2003.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Class H shares, par value RMB 1.00 each, of Huaneng Power International, Inc.

By:

The Bank of New York,

As Depositary

By:

/s/ Anthony Moro

Name: Anthony Moro

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Huaneng Power International, Inc. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Beijing, The People's Republic of China, on July 25, 2003.

HUANENG POWER INTERNATIONAL, INC.

By: /s/ Wang Xiaosong

Name: Wang Xiaosong

Title: Vice Chairman of the Board of Directors

Each person whose signature appears below hereby constitutes and appoints Li Xiaopeng and Wang Xiaosong, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on July 25, 2003.

/s/ Li Xiaopeng

Li Xiaopeng

Chairman of the Board of Directors

/s/ Wang Xiaosong

Wang Xiaosong

Vice Chairman of the Board of Directors

/s/ Ye Daji

Ye Daji

Director/President of the Company

(Principal Executive Officer)

/s/ Huang Jinkai

Huang Jinkai

Director

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Liu Jinlong

Director

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Shan Qunying

Director

/s/ Yang Shengming

Yang Shengming

Director

/s/ Xu Zujian

Xu Zujian

Director

/s/ Gao Zongze

Gao Zongze

Independent Director

/s/ Zheng Jianchao

Zheng Jianchao

Independent Director

/s/ Qian Zhongwei

Qian Zhongwei

Independent Director

/s/ Xia Donglin

Xia Donglin

Independent Director

/s/ Huang Jian

Huang Jian

Chief Accountant

(Principal Financial and Accounting Officer)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following person in the capacities indicated on July 28, 2003.

/s/ Gregory F. Lavelle

Name: Puglisi & Associates, Gregory F. Lavelle

Authorized U.S. Representative

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INDEX TO EXHIBITS

Exhibit

Exhibit

Number

1

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Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.