

HUANENG POWER INTERNATIONAL INC
Form 6-K
December 07, 2016

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 2016

(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.
Huaneng Building,
6 Fuxingmennei Street,
Xicheng District,
Beijing, 100031 PRC

This Form 6-K consists of:

An announcement regarding notice of 2017 first extraordinary general meeting of Huaneng Power International, Inc. (the Registrant”), made by the Registrant on December 6, 2016.

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

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 first extraordinary general meeting (the "Extraordinary General Meeting") of Huaneng Power International, Inc. (the "Company") will be held at 9:00 a.m. on 24 January 2017 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People's Republic of China for considering and approving the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal regarding the continuing connected transactions for 2017 between the Company and Huaneng Group. (Note 1)
2. To consider and approve the proposal regarding the continuing connected transactions (from 2017 to 2019) between the Company and Huaneng Finance. (Note 1)
3. To consider and approve the proposal regarding the continuing connected transactions (from 2017 to 2019) between the Company and Tiancheng Leasing. (Note 1)

By Order of the Board
Huaneng Power International, Inc.
Du Daming
Company Secretary

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

Cao Peixi
(Executive Director)

Guo Junming
(Non-executive Director)

Liu Guoyue
(Executive Director)

Li Shiqi
(Non-executive Director)

Huang Jian
(Non-executive Director)

Fan Xiaxia
(Executive Director)

Mi Dabin
(Non-executive Director)

Guo Hongbo
(Non-executive Director)

Zhu Yousheng
(Non-executive Director)

Li Song
(Non-executive Director)

Li Zhensheng
(Independent Non-executive Director)

Yue Heng
(Independent Non-executive Director)

Geng Jianxin
(Independent Non-executive Director)

Xia Qing
(Independent Non-executive Director)

Xu Mengzhou
(Independent Non-executive Director)

Beijing, the PRC
6 December 2016

Notes:

1. Please refer to the Company's announcement dated 6 December 2016 and circular to be issued before the Extraordinary General Meeting for details.

2. 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 his behalf. 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.
- (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 H Shares, to the H Share registrar of the Company Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time designated for holding of the Extraordinary General Meeting.
- (iv) If more than one proxy is appointed by a shareholders such proxies shall only exercise the right to vote by poll.
- (v) The resolutions set out in this Notice will be voted by poll.

3. Registration procedures for attending the Extraordinary General Meeting

- (i) A shareholder or his proxy shall produce proof of identity when attending the meeting. If a shareholder is a legal 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 H 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 4 January 2017.
- (iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

4. Closure of H Share register members

Closure of register of members for the Extraordinary General Meeting

In order to determine the shareholders of H shares who will be entitled to attend the Extraordinary General Meeting, the Company will suspend registration of transfer of shares from 4 January 2017 to 24 January 2017 (both days inclusive).

In order to qualify to attend the Extraordinary General Meeting, shareholders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Hong Kong Registrar Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 3 January 2017. Holders of H shares whose names are recorded in the register of member of the Company on 4 January 2017 are entitled to attend the Extraordinary General Meeting.

5. Other Businesses

(i) The Extraordinary General Meeting will last for half day. Shareholders and their proxies who attend the Extraordinary General Meeting shall bear their own travelling and accommodation expenses.

(ii) The address of the Share Registrar for H Shares of the Company, Hong Kong Registrars Limited, is at:

Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong

(iii) The business address and contact of the Company are:

Capital Market Department
Huaneng Power International, Inc.
Huaneng Building,
6 Fuxingmennei Street,
Xicheng District, Beijing 100031,
The People's Republic of China
Contact: Xie Meixin/Zhou Di
Telephone No.: (+86)-10-6322 6590/6322 6599
Facsimile No.: (+86)-10-6641 2321
Email: xiemx@hpi.com.cn

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(a Sino-foreign joint stock limited company incorporated in the People's Republic of China)
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Proxy Form for 2017 First Extraordinary General Meeting

Number of Shares H
related to this Shares/Domestic
proxy form (Note Shares*
1)

I (We) (Note 2) of

Shareholders' Account: and I.D. No.:
being the holder(s) of H Share(s)/Domestic Share(s)* (Note 1) of Huaneng Power International, Inc. (the
"Company") now appoint (Note 3) I.D. No.:
(of),

or failing him the Chairman of the meeting as my(our) proxy to attend and vote for me(us) on the following resolutions in accordance with the instruction(s) below and on my(our) behalf at the 2017 First Extraordinary General Meeting (the "Extraordinary General Meeting") to be held at 9:00 a.m. on 24 January 2017 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People's Republic of China for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Extraordinary General Meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion. (Note 6)

ORDINARY RESOLUTIONS

For (Note 4) Against (Note 4)

1. To consider and approve the proposal regarding the continuing connected transactions for 2017 between the Company and Huaneng Group
2. To consider and approve the proposal regarding the continuing connected transaction (from 2017 to 2019) between the Company and Huaneng Finance
3. To consider and approve the proposal regarding the continuing connected transaction (from 2017 to 2019) between the Company and Tiancheng Leasing

Date: Signature: (Note 5)

Notes:

1. Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).

2. Please insert full name(s) and address(es) in BLOCK LETTERS.

3. Please insert the name and address of your proxy. If this is left blank, the chairman of the Extraordinary General Meeting will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the Extraordinary General Meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
4. Attention: If you wish to vote FOR any resolution, please indicate with a “ ” in the appropriate space under “For”. If you wish to vote AGAINST any resolution, please indicate with a “ ” in the appropriate space under “Against”. In the absence of any such indication, the proxy will vote or abstain at his discretion.
5. This form of proxy must be signed underhand by you or your attorney duly authorised in that behalf. If the appointer is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
6. This form of proxy together with the power of attorney or other authorisation document(s) which have been notarised, must be delivered, in the case of a holder of Domestic Share(s), to the Company and in the case of a holder of H Share(s), to the H Share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, at least 24 hours before the time designated for the holding of the Extraordinary General Meeting.

* Please delete as appropriate.

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Reply Slip for 2017 First Extraordinary General Meeting

I/(We)

of

Telephone number:

and Fax number:

being the holder(s) of

H Share(s)/Domestic Share(s)* of Huaneng Power

International, Inc. (the "Company") hereby reply that I/(We) wish to attend or appoint a proxy to attend (on my/our behalf) the 2017 First Extraordinary General Meeting (the "Extraordinary General Meeting") to be held at 9:00 a.m. on 24 January 2017 at Conference Room A102, Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People's Republic of China.

Signature:

Date:

Note: Eligible shareholders who wish to attend the Extraordinary General Meeting are advised to complete and return this reply slip to the Company's business address at Capital Market Department, Huaneng Power International, Inc., Huaneng Building, 6 Fuxingmennei Street, Xicheng District, Beijing 100031, the PRC by post or by facsimile (Fax no.: (+86)-10-66412321). Failure to sign and return this reply slip, however, will not preclude an eligible shareholder from attending the Extraordinary General Meeting.

* Please delete as appropriate.

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/ Du Daming

Name: Du Daming

Title: Company Secretary

Date: December 6, 2016