

HUANENG POWER INTERNATIONAL INC

Form 6-K

March 14, 2013

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 March, 2013

(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 the resolutions passed at the first extraordinary general meeting of Huaneng Power International, Inc. (the “Registrant”), made by the Registrant on March 13, 2013.

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RESOLUTIONS PASSED AT
2013 FIRST EXTRAORDINARY GENERAL MEETING

This announcement sets out the resolutions passed at the EGM convened on 12 March 2013.

Reference is made to the notice of meeting of 2013 first extraordinary general meeting (the “EGM” or the “Meeting”) of Huaneng Power International, Inc. (the “Company”) dated 26 January 2013.

The EGM was held at 9:00 a.m. on 12 March 2013 at Huangeng Building, 6 Fuxingmennei Street, Xicheng District, Beijing, the People’s Republic of China. As entrusted by Mr. Cao Peixi, Chairman of the Company, Mr. Huang Long, Vice Chairman of the Company, presided over the EGM as the chairman.

As at the record date (i.e. 20 February 2013), there were totally 14,055,383,440 shares of the Company entitled to attend the EGM to vote for or against the resolutions tabled thereat. Shareholders and authorised proxies holding an aggregate of 11,132,530,896 shares of the Company, representing 79.20% of the total shares of the Company, were present at the EGM.

According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), connected persons (including China Huaneng Group and its respective associates and shareholders of the Company who are involved in or interested in the transactions as contemplated by resolution 2 to be considered at the EGM) holding an aggregate of 7,215,223,560 shares of the Company, representing 51.33% of the total issued share capital of the Company as of the Record Date, shall abstain and has abstained from voting on resolution 2 tabled at the EGM. The Company was not aware of any parties indicating their intention to vote against any resolutions proposed at the Meeting. None of our shareholders was entitled to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules.

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

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 poll to approve the following resolutions:

SPECIAL RESOLUTION

1. The “Resolution regarding the Amendments to the Articles of Association” was considered and approved. 11,127,408,178 shares, representing approximately 99.96% of the total number of shares held by the shareholders (including proxies) present at the EGM carrying voting rights, voted for and 1,981,118 shares voted against.
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ORDINARY RESOLUTION

2. The “Resolution regarding the 2013 Continuing Connected Transactions between the Company and Huaneng Group”, including Huaneng Group Framework Agreement and the transaction caps thereof was considered and approved.

3,913,220,946 shares, representing approximately 99.92% of the total number of shares held by the shareholders (including proxies) present at the EGM carrying voting rights and who are not interested in the above resolution, voted for and 991,670 shares voted against.

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

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

Cao Peixi
(Executive Director)
Huang Long
(Non-executive Director)
Li Shiqi
(Non-executive Director)
Huang Jian
(Non-executive Director)
Liu Guoyue
(Executive Director)
Fan Xiaxia
(Executive Director)
Shan Qunying
(Non-executive Director)
Guo Hongbo
(Non-executive Director)
Xu Zujian
(Non-executive Director)
Xie Rongxing
(Non-executive Director)

Shao Shiwei
(Independent Non-executive Director)
Wu Liansheng
(Independent Non-executive Director)
Li Zhensheng
(Independent Non-executive Director)
Qi Yudong
(Independent Non-executive Director)
Zhang Shouwen
(Independent Non-executive Director)

Beijing, the PRC
13 March 2013

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: March 13, 2013