

USA TRUCK INC  
Form DEF 14A  
March 21, 2007

## SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

(Amendment No.    )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**USA TRUCK, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**USA TRUCK, INC.**

**3200 Industrial Park Road**

**Van Buren, Arkansas 72956**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be held on May 2, 2007**

To the Stockholders of USA Truck, Inc.:

Notice is hereby given that the Annual Meeting of Stockholders ( Annual Meeting ) of USA Truck, Inc. (the Company ) will be held at the corporate offices of the Company at 3200 Industrial Park Road, Van Buren, Arkansas 72956, on Wednesday, May 2, 2007, at 10:00 a.m., local time, for the following purposes:

1. To elect two (2) Class III directors for a term expiring at the 2010 Annual Meeting.
2. To consider and act upon such other business as may properly come before the Annual Meeting, or any adjournments thereof.

Only holders of record of the Company's Common Stock at the close of business on March 12, 2007, are entitled to notice of and to vote at the Annual Meeting and any adjournments thereof.

The Company's Proxy Statement is submitted herewith. The Annual Report for the year ended December 31, 2006, is being mailed to stockholders contemporaneously with the mailing of this Notice and Proxy Statement.

By Order of the Board of Directors  
J. RODNEY MILLS  
Secretary

Van Buren, Arkansas

April 3, 2007

**YOUR VOTE IS IMPORTANT.**

**YOU ARE URGED, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, TO DATE, SIGN AND PROMPTLY RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE SO THAT YOUR SHARES WILL BE VOTED IN ACCORDANCE WITH YOUR WISHES AND IN ORDER THAT THE PRESENCE OF A QUORUM WILL BE ASSURED. THE GIVING OF SUCH PROXY DOES NOT AFFECT YOUR RIGHT TO REVOKE IT LATER OR VOTE YOUR SHARES IN PERSON IF YOU ATTEND THE MEETING.**

**USA TRUCK, INC.**

**3200 Industrial Park Road**

**Van Buren, Arkansas 72956**

**PROXY STATEMENT**

**FOR ANNUAL MEETING OF STOCKHOLDERS**

**To be held on May 2, 2007**

This Proxy Statement is furnished in connection with the solicitation of proxies by and on behalf of the Board of Directors of USA Truck, Inc., a Delaware corporation (the Company, USA Truck, we, our or us ), for use at the Annual Meeting of Stockholders of the Company to be held at the time and place and for the purposes set forth in the foregoing notice. The mailing address of the Company is 3200 Industrial Park Road, Van Buren, Arkansas 72956, and its telephone number is (479) 471-2500.

The cost of soliciting proxies will be borne by the Company. In addition to solicitation by mail, certain officers and employees of the Company, who will receive no special compensation therefor, may solicit proxies in person or by telephone, telegraph, facsimile or other means. The Company will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material to the beneficial owners of the Common Stock of the Company.

The approximate date on which this Proxy Statement and the accompanying proxy are first being mailed to stockholders is April 3, 2007.

**REVOCABILITY OF PROXY**

Any stockholder executing a proxy retains the right to revoke it at any time prior to exercise at the Annual Meeting. A proxy may be revoked by delivery of written notice of revocation to J. Rodney Mills, Secretary of the Company, by execution and delivery to the Company of a later proxy or by voting the shares in person at the Annual Meeting. If not revoked, all shares represented at the Annual Meeting by properly executed proxies will be voted as directed therein. If no direction is given, such shares will be voted for election of all nominees for director and at the discretion of the persons named as proxies therein on any other matters that may properly come before the Annual Meeting or any adjournments thereof.

**OUTSTANDING STOCK AND VOTING RIGHTS**

The Board of Directors has fixed the close of business on March 12, 2007, as the record date for determining the stockholders having the right to notice of, and to vote at, the Annual Meeting. As of the record date, 11,051,971 shares of Common Stock were outstanding. Each stockholder will be entitled to one vote for each share of Common Stock owned of record on the record date. The stock transfer books of the Company will not be closed. Stockholders are not entitled to cumulative voting with respect to the election of directors. The holders of a majority of the outstanding shares of Common Stock, present in person or represented by proxy, are necessary to constitute a quorum.

**REQUIRED AFFIRMATIVE VOTE AND VOTING PROCEDURES**

The Company's bylaws provide that the nominees who receive a plurality of the votes cast by stockholders present or represented by proxy at an Annual Meeting, and entitled to vote on the election of directors, will be elected as directors of the Company. Thus, any abstentions or broker non-votes will have no effect on the election of directors.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS,****DIRECTORS AND EXECUTIVE OFFICERS**

The following table sets forth certain information with respect to each of our current directors (including the two nominees for election at the Annual Meeting), each executive officer named in the Summary Compensation Table and all directors and executive officers as a group, including the beneficial ownership of our Common Stock as of March 19, 2007, for each individual and the group. The table also lists all stockholders known to us to own, directly or indirectly, more than 5% of the outstanding shares of Common Stock, our only class of voting securities, as of March 19, 2007. Each person named in the table, unless otherwise indicated, has sole voting and investment power with respect to the shares indicated as being beneficially owned by him.

Name	Age	Director Since	Common Stock Beneficially Owned		
			Number of Shares*		Percent of Class
<b>Directors and Nominees for Director:</b>					
Robert M. Powell**	72	1986	1,086,900	(1)	10.1%
James B. Speed**	73	1988	1,357,743	(2)	12.6%
Jerry D. Orlor	64	1988	212,831	(3)	2.0%
Joe D. Powers	65	2000	14,500	(4)	(5)
Terry A. Elliott	61	2003	12,500	(6)	(5)
William H. Hanna	45	2005	30,800	(7)	(5)
Richard B. Beauchamp	54	2006	3,500	(8)	(5)
<b>Named Executive Officers (Excluding Persons Named Above):</b>					
Clifton R. Beckham	35	--	45,030	(9)	(5)
Garry R. Lewis	61	--	57,006	(10)	(5)
Brandon D. Cox	34	--	42,035	(11)	(5)
<b>All Directors and Executive Officers As a Group (13 Persons)</b>			2,900,024	(12)	26.7%
<b>Beneficial Owners of More Than 5% of Outstanding Common Stock (Excluding Persons Named Above):</b>					
Wellington Management Company, LLP			959,300	(13)	8.9%
GAM Holding AG			654,600	(14)	6.1%
Dimensional Fund Advisors LP			590,078	(15)	5.5%

\* All fractional shares (which were acquired through participation in our Employee Stock Purchase Plan) have been rounded down to the nearest whole share.

\*\* Current nominees for re-election as a director.

- (1) The amount shown includes (a) 12,500 shares of Common Stock held by Mr. Powell's wife (of which Mr. Powell disclaims beneficial ownership) and (b) 16,000 shares of Common Stock Mr. Powell has the right to acquire pursuant to presently exercisable options.
- (2) The amount shown includes (a) 144,951 shares of Common Stock held by Mr. Speed's wife (of which Mr. Speed disclaims beneficial ownership), (b) 6,982 shares of Common Stock held in a trust for the benefit of Mr. Speed's minor child (of which Mr. Speed disclaims beneficial ownership) and (c) 5,000 shares of Common Stock Mr. Speed has the right to acquire pursuant to presently exercisable options.
- (3) The amount shown includes 13,900 shares of Common Stock Mr. Orlor has the right to acquire pursuant to presently exercisable options.



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- (4) The amount shown includes 5,000 shares of Common Stock Mr. Powers has the right to acquire pursuant to presently exercisable options.
- (5) The amount represents less than 1% of the outstanding shares of Common Stock.
- (6) The amount shown includes 8,750 shares of Common Stock Mr. Elliott has the right to acquire pursuant to presently exercisable options.
- (7) Mr. Hanna has shared voting and dispositive power with respect to 29,300 of the 30,800 shares that he beneficially owns. Of those 29,300 shares (a) 12,300 shares are held of record by Hanna Family Investments LP and (b) 17,000 shares are held of record by Hanna Oil and Gas Company. Mr. Hanna owns of record 750 shares and has the right to acquire the remaining 750 shares of Common Stock pursuant to presently exercisable options.
- (8) The amount shown includes 1,500 shares of Common Stock Mr. Beauchamp has the right to acquire pursuant to presently exercisable options.
- (9) The amount shown includes 10,300 shares of Common Stock Mr. Beckham has the right to acquire pursuant to presently exercisable options.
- (10) The amount shown includes 12,600 shares of Common Stock Mr. Lewis has the right to acquire pursuant to presently exercisable options.
- (11) The amount shown includes 12,700 shares of Common Stock Mr. Cox has the right to acquire pursuant to presently exercisable options.
- (12) The amount shown includes 94,300 shares of Common Stock that the members of the identified group have the right to acquire pursuant to presently exercisable options.
- (13) This information is based solely on a report on Schedule 13G filed with the Securities and Exchange Commission on February 14, 2007, which indicates that Wellington Management Company, LLP, an investment adviser, has shared voting power with respect to 542,400 of the shares, sole voting power with respect to no shares and shared dispositive power with respect to all 959,300 shares indicated as being beneficially owned by it.
- (14) This information is based solely on a report on Schedule 13G filed with the Securities and Exchange Commission on January 12, 2007, which indicates that GAM Holding AG, a parent holding company or control person filing pursuant to Rule 13d-1(c), has shared voting and dispositive power with respect to all 654,600 shares indicated as being beneficially owned by it.
- (15) This information is based solely on a report on Schedule 13G filed with the Securities and Exchange Commission on February 8, 2007, which indicates that Dimensional Fund Advisors LP, an investment adviser, has sole voting and dispositive power with respect to all 590,078 shares indicated as being beneficially owned by it.

The address of Mr. Powell and Mr. Speed is 3200 Industrial Park Road, Van Buren, Arkansas 72956. The address of Wellington Management Company, LLP is 75 State Street, Boston, Massachusetts 02109. The address of Wasatch Advisors, Inc. is 150 Social Hall Avenue, Salt Lake City, Utah 84111. The address of GAM Holding AG is Klaustrasse 10, 8008 Zurich, Switzerland. The address of Dimensional Fund Advisors LP is 1299 Ocean Avenue, Santa Monica, California 90401.

### **ELECTION OF DIRECTORS**

Our Restated and Amended Certificate of Incorporation provides that there shall be eight directors, subject to increases or decreases in such number by vote of the Board of Directors in accordance with the bylaws, classified into three classes, and that members of the three classes shall be elected to staggered terms of three years each. In accordance with the bylaws, the number of directors constituting the entire Board has been decreased to seven. The Board presently consists of seven persons.

The current term of office of the two Class III directors will expire at the 2007 Annual Meeting and those directors have been nominated for re-election at the meeting for a term expiring at the 2010 Annual Meeting:

**Class III**

**Term Expiring 2010**

Robert M. Powell

James B. Speed

Proxies may not be voted at the 2007 Annual Meeting for more than two nominees for election as directors. Each of the nominees has consented to serve if elected and, if elected, will serve until the 2010 Annual Meeting and until his successor is duly elected and qualified.

Class I and Class II directors are currently serving terms expiring in 2008 and 2009, respectively. The Class I directors are Joe D. Powers and William H. Hanna. Class II directors are Terry A. Elliott, Jerry D. Orlor and Richard B. Beauchamp.

All duly submitted and unrevoked proxies will be voted FOR the nominees listed above, unless otherwise instructed. It is expected that the nominees will be available for election, but if for any unforeseen reason any nominee should decline or be unavailable for election, the persons designated as proxies will have full discretionary authority to vote for another person designated by the Nominating Committee.

**Vote Required for Approval**

Assuming the presence of a quorum at the Annual Meeting, the nominees who receive a plurality of the votes cast by stockholders present or represented by proxy at the Annual Meeting, and entitled to vote on the election of directors, will be elected as directors. The Board recommends that the stockholders vote FOR the election of both of the nominees named above.

**ADDITIONAL INFORMATION REGARDING THE BOARD OF DIRECTORS**

**Biographical Information**

*Robert M. Powell.* Mr. Powell has served as Chairman of the Board since 2000, Chief Executive Officer of the Company from 1988 until he retired from that position on January 24, 2007, and as a director since 1986. He served as President from 1988 to 2002. Prior to his employment by us, Mr. Powell was employed by ABF Freight System, Inc., a national trucking company and a subsidiary of Arkansas Best Corporation, for 28 years.

*James B. Speed.* Mr. Speed has served as a director of the Company since 1988. Mr. Speed served as Chairman of the Board from 1988 until he retired from that position in 2000. Prior to his employment by us, Mr. Speed was employed by ABF Freight System, Inc., a national trucking company and a subsidiary of Arkansas Best Corporation for more than 20 years.

*Jerry D. Orlor.* Mr. Orlor has served as a director of the Company since 1988, President since 2002 and Chief Executive Officer beginning January 24, 2007. He served as Vice President, Finance and Chief Financial

12pt">0.036 6.30% 0.155 6.25% 0.035 4.49% 0.154 6.25%

Wind-power

0.036 6.30% 0.155 6.25% 0.035 4.49% 0.154 6.25%

Huade Wind Power

0.036 6.30% 0.155 6.25% 0.035 4.49% 0.154 6.25%

Hebei Province

3.605 7.50% 10.214 4.08% 3.379 7.49% 9.610 4.63%

Coal-fired

3.584 7.40% 10.126 3.86% 3.361 7.51% 9.530 4.43%

Shang'an

3.584 7.40% 10.126 3.86% 3.361 7.51% 9.530 4.43%

Wind-power

0.013 -24.80% 0.080 26.65% 0.012 -26.82% 0.075 27.12%

Kangbao Wind Power



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PV	0.013	-24.80%	0.080	26.65%	0.012	-26.82%	0.075	27.12%	
Kangbao PV					0.0076	-	0.0079	-	0.0050 - 0.0050 -
Gansu Province					0.0076	-	0.0079	-	0.0050 - 0.0050 -
Coal-fired	2.058	135.00%	7.152	58.55%	1.971	137.15%	6.837	59.11%	
Pingliang	1.695	180.10%	6.103	66.42%	1.623	183.23%	5.831	67.11%	
Wind-power	1.695	180.10%	6.103	66.42%	1.623	183.23%	5.831	67.11%	
Jiuquan Wind Power	0.364	24.70%	1.050	24.27%	0.349	34.96%	1.006	24.56%	
Jiuquan Wind Power II	0.119	-2.20%	0.343	-6.10%	0.114	8.86%	0.328	-4.51%	
Yumen Wind Power	0.128	1.40%	0.378	2.93%	0.124	7.52%	0.366	2.14%	
Yigang Wind Power	0.043	-4.20%	0.140	23.69%	0.040	4.66%	0.134	25.96%	
					0.075	-	0.190	-	0.071 - 0.179 -

Domestic Power Plant	Power Generation					Electricity sold				
	July to September 2016		January to September 2016		July to September 2016		January to September 2016		Change	
		Change		Change		Change		Change		Change
Beijing	1.787	-9.50 %	5.600	-2.88 %	1.680	-8.68 %	5.220	-2.40 %		
Coal-fired	0.666	-25.40 %	2.368	-16.04 %	0.584	-25.49 %	2.062	-16.48 %		
Beijing Co-generation (Coal-fired)	0.666	-25.40 %	2.368	-16.04 %	0.584	-25.49 %	2.062	-16.48 %		
Combined Cycle	1.121	3.70 %	3.232	9.74 %	1.097	3.79 %	3.158	9.67 %		
Beijing Co-generation (Combined Cycle)	1.121	3.70 %	3.232	9.74 %	1.097	3.79 %	3.158	9.67 %		
Tianjin	1.826	3.20 %	5.130	-4.56 %	1.728	2.96 %	4.840	-4.48 %		
Coal-fired	1.222	13.60 %	3.711	-8.27 %	1.138	13.88 %	3.456	-8.33 %		
Yangliuqing Co-generation	1.222	13.60 %	3.711	-8.27 %	1.138	13.88 %	3.456	-8.33 %		
Combined Cycle	0.604	-13.10 %	1.419	6.70 %	0.590	-13.13 %	1.384	6.69 %		
Lingang Combined Cycle	0.604	-13.10 %	1.419	6.70 %	0.590	-13.13 %	1.384	6.69 %		
Shanxi Province	2.587	13.70 %	8.606	23.95 %	2.415	13.64 %	8.079	24.51 %		
Coal-fired	2.426	6.60 %	6.951	0.12 %	2.259	6.30 %	6.472	-0.25 %		
Yushe	0.824	18.80 %	2.180	-2.83 %	0.760	18.89 %	2.011	-2.92 %		
Zuoquan	1.602	1.20 %	4.771	1.50 %	1.499	0.88 %	4.461	1.00 %		
Combined Cycle	0.160	–	1.654	–	0.156	–	1.607	–		
Dongshan Combined Cycle	0.160	–	1.654	–	0.156	–	1.607	–		
Shandong Province	11.908	-2.60 %	31.412	-2.03 %	11.210	-2.58 %	29.574	-2.08 %		
Coal-fired	11.908	-2.60 %	31.412	-2.03 %	11.210	-2.58 %	29.574	-2.08 %		
Dezhou	4.064	-1.70 %	10.780	-1.33 %	3.817	-1.41 %	10.106	-1.24 %		
Jining	1.299	-3.60 %	3.326	-8.68 %	1.196	-4.65 %	3.067	-9.72 %		
Xindian	0.710	-15.50 %	2.274	-3.13 %	0.660	-15.49 %	2.121	-3.05 %		
Weihai	3.126	-7.80 %	7.724	-10.58 %	2.992	-7.58 %	7.381	-10.40 %		
Rizhao Phase II	2.173	0.20 %	6.029	9.18 %	2.054	0.24 %	5.724	9.33 %		
Zhanhua Co-generation	0.535	56.9 %	1.279	29.07 %	0.492	56.56 %	1.175	29.08 %		
Henan Province	5.613	-0.20 %	14.563	-1.24 %	5.299	-0.35 %	13.761	0.11 %		
Coal-fired	5.613	-0.20 %	14.563	-1.24 %	5.299	-0.35 %	13.761	0.11 %		
Qinbei	4.784	-7.10 %	12.636	-8.70 %	4.531	-7.11 %	11.970	-8.45 %		
Luoyang Co-generation	0.709	49.60 %	1.807	99.64 %	0.662	50.35 %	1.685	150.97 %		
Luoyang Yangguang	0.120	–	0.120	–	0.106	–	0.106	–		

Domestic Power Plant	Power Generation					Electricity sold							
	July to September 2016		Change			January to September 2016		Change			July to September 2016		Change
Jiangsu Province	12.259	14.20	%	31.830	0.11	%	11.618	13.86	%	30.227	-0.15	%	
Coal-fired	10.920	18.50	%	28.928	2.00	%	10.305	18.30	%	27.385	1.78	%	
Nantong	1.774	26.20	%	4.623	-4.91	%	1.671	25.51	%	4.374	-5.54	%	
Nanjing	0.796	17.00	%	2.314	7.07	%	0.750	16.74	%	2.179	6.62	%	
Taicang	2.987	20.20	%	7.747	-0.95	%	2.826	20.37	%	7.343	-1.09	%	
Huaiyin	1.615	23.80	%	4.209	-7.95	%	1.511	23.02	%	3.972	-8.15	%	
Jinling (Coal-fired)	3.494	11.40	%	9.346	11.94	%	3.330	11.61	%	8.925	12.21	%	
Suzhou													
Co-generation	0.209	3.40	%	0.595	0.14	%	0.185	4.08	%	0.522	-1.25	%	
Nanjing													
Co-generation	0.047	-		0.095	-		0.032	-		0.069	-		
Combined Cycle	1.219	-14.00	%	2.501	-19.36	%	1.196	-13.93	%	2.456	-19.21	%	
Jinling (Combined Cycle)	0.646	-29.00	%	1.243	-33.97	%	0.633	-28.93	%	1.217	-33.89	%	
Jinling Combined Cycle Co-													
generation	0.573	12.80	%	1.258	3.21	%	0.564	12.77	%	1.239	3.31	%	
Wind-power	0.119	13.70	%	0.400	20.22	%	0.116	13.64	%	0.387	18.32	%	
Qidong Wind Power	0.078	-7.10	%	0.275	5.39	%	0.077	-6.67	%	0.271	5.57	%	
Rudong Wind Power	0.022	2.60	%	0.070	-3.40	%	0.021	3.86	%	0.068	-3.60	%	
Tongshan Wind Power	0.019	-		0.056	-		0.019	-		0.048	-		
Shanghai	4.781	11.30	%	13.797	-2.63	%	4.514	11.37	%	13.072	-2.73	%	
Coal-fired	4.206	9.50	%	12.417	-1.62	%	3.958	9.60	%	11.728	-1.68	%	
Shidongkou First	1.251	2.60	%	3.761	1.21	%	1.166	2.43	%	3.520	1.43	%	
Shidongkou Second	1.360	24.8	%	4.049	-3.93	%	1.283	23.65	%	3.838	-4.16	%	
Shidongkou Power	1.597	4.30	%	4.608	-1.80	%	1.508	5.14	%	4.370	-1.87	%	
Combined Cycle	0.575	26.50	%	1.380	-10.83	%	0.557	25.82	%	1.344	-11.01	%	
Shanghai Combined Cycle	0.575	26.50	%	1.380	-10.83	%	0.557	25.82	%	1.344	-11.01	%	
Chongqing	3.001	48.00	%	7.282	-7.51	%	2.792	49.40	%	6.760	-7.19	%	
Coal-fired	2.325	35.40	%	5.985	-17.42	%	2.133	36.18	%	5.498	-17.64	%	
Luohuang	2.325	35.40	%	5.985	-17.42	%	2.133	36.18	%	5.498	-17.64	%	
Combined Cycle	0.676	116.70	%	1.297	106.89	%	0.658	117.87	%	1.263	107.44	%	
Liangjiang													
Combined Cycle	0.676	116.70	%	1.297	106.89	%	0.658	117.87	%	1.263	107.44	%	
Zhejiang Province	7.102	30.90	%	18.224	-0.59	%	6.804	31.83	%	17.466	-0.24	%	
Coal-fired	6.908	27.60	%	17.885	-1.94	%	6.614	28.45	%	17.134	-1.62	%	
Yuhuan	5.197	31.00	%	13.571	-2.95	%	4.977	31.93	%	13.003	-2.65	%	
Changxing	1.712	18.50	%	4.315	1.35	%	1.637	18.91	%	4.131	1.76	%	
Combined Cycle	0.184	1941	%	0.324	272	%	0.179	1844	%	0.316	270.44	%	
Tongxiang													
Combined Cycle	0.184	1941	%	0.324	272	%	0.179	1844	%	0.316	270.44	%	



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	Power Generation					Electricity sold						
	July to September			January to September		July to September		January to September				
Domestic Power Plant	2016	Change	%	2016	Change	2016	Change	2016	Change	%		
PV	0.011	262	%	0.015	119.26	%	0.011	280.65	%	0.015	133.16	%
Changxing PV	0.0034	23.80	%	0.0077	15.10	%	0.0034	16.30	%	0.0077	17.33	%
Hongqiao PV	0.0076	–		0.0076	–		0.0076	–		0.0076	–	
Hubei Province	4.381	17.70	%	10.345	11.43	%	4.095	17.49	%	9.699	12.28	%
Coal-fired	4.231	16.00	%	9.992	9.42	%	3.960	15.75	%	9.368	10.22	%
Wuhuan	3.083	5.50	%	7.225	1.98	%	2.876	5.29	%	6.743	1.67	%
Jiangmen												
Co-generation	0.747	62.40	%	1.871	55.52	%	0.709	62.53	%	1.779	55.82	%
Yingcheng												
Co-generation	0.400	50.40	%	0.896	6.18	%	0.375	47.99	%	0.846	16.61	%
Wind-power	0.056	82.10	%	0.114	269.24	%	0.044	100.87	%	0.101	358.96	%
Jieshan Wing Power	0.056	82.10	%	0.114	269.24	%	0.044	100.87	%	0.101	358.96	%
Hydro-power	0.093	117.00	%	0.238	96.94	%	0.090	116.54	%	0.230	96.36	%
Enshi Maweigou												
Hydro-power	0.059	228.00	%	0.144	213.13	%	0.056	236.21	%	0.138	217.54	%
Dalongtan												
Hydro-power	0.035	41.00	%	0.094	25.67	%	0.034	35.99	%	0.092	24.73	%
Hunan Province	2.407	19.00	%	5.512	-14.84	%	2.260	19.52	%	5.179	-14.67	%
Coal-fired	2.216	21.60	%	4.832	-18.82	%	2.070	21.72	%	4.508	-19.07	%
Yueyang	2.216	21.60	%	4.832	-18.82	%	2.070	21.72	%	4.508	-19.07	%
Wind-power	0.120	39.20	%	0.394	54.99	%	0.118	30.27	%	0.390	55.92	%
Subaoding Wind												
Power	0.073	-4.40	%	0.233	-4.65	%	0.072	-4.04	%	0.231	-1.71	%
Guidong Wind												
Power	0.046	113.70	%	0.160	639.91	%	0.046	198.31	%	0.159	936.78	%
Hydro-power	0.073	-28.10	%	0.287	12.84	%	0.071	-28.02	%	0.281	12.72	%
Xiangqi												
Hydro-power	0.073	-28.10	%	0.287	12.84	%	0.071	-28.02	%	0.281	12.72	%
Jiangxi Province	4.907	9.20	%	12.486	11.64	%	4.683	12.27	%	11.908	14.61	%
Coal-fired	4.886	9.20	%	12.416	11.66	%	4.663	12.28	%	11.840	14.64	%
Jinggangshan	2.395	7.30	%	5.890	-15.60	%	2.283	7.54	%	5.615	-15.71	%
Ruijin	0.745	-20.60	%	2.195	-16.53	%	0.709	-20.28	%	2.076	-16.76	%
Anyuan	1.745	33.90	%	4.330	186.60	%	1.671	46.47	%	4.149	253.92	%
Wind-power	0.020	8.50	%	0.070	8.63	%	0.019	10.10	%	0.068	9.37	%
Jianggongling Wind												
Power	0.020	8.50	%	0.070	8.63	%	0.019	10.10	%	0.068	9.37	%
Anhui Province	1.640	19.30	%	4.449	-4.07	%	1.563	20.45	%	4.226	-4.14	%
Coal-fired	1.555	17.20	%	4.266	-5.52	%	1.478	18.19	%	4.060	-5.28	%
Chaohu Power	1.555	17.20	%	4.266	-5.52	%	1.478	18.19	%	4.060	-5.28	%
Wind-power	0.032	–		0.049	–		0.031	–		0.031	–	
Huaining Wind												
Power	0.032	–		0.049	–		0.031	–		0.031	–	
Hydro-power	0.054	12.10	%	0.135	9.59	%	0.054	13.74	%	0.135	10.08	%
	0.054	12.10	%	0.135	9.59	%	0.054	13.74	%	0.135	10.08	%

Hualiangting  
Hydropower

- 5 -

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Domestic Power Plant	Power Generation					Electricity sold						
	July to September 2016		Change		January to September 2016		Change		July to September 2016		Change	
Fujian Province	2.738	5.70 %	6.129	-28.85 %	2.581	5.52 %	5.773	-29.36 %				
Coal-fired	2.738	5.70 %	6.129	-28.85 %	2.581	5.52 %	5.773	-29.36 %				
Fuzhou	2.738	5.70 %	6.129	-28.85 %	2.581	5.52 %	5.773	-29.36 %				
Guangdong Province	4.662	-6.30 %	12.515	-24.80 %	4.448	-6.41 %	11.956	-24.99 %				
Coal-fired	4.659	-6.30 %	12.512	-24.81 %	4.447	-6.45 %	11.954	-25.00 %				
Shantou Coal-fired	1.563	31.60 %	3.442	-8.30 %	1.481	31.59 %	3.268	-8.32 %				
Haimen	1.168	-9.9 %	3.892	-36.93 %	1.106	-9.45 %	3.688	-37.18 %				
Haimen Power	1.928	-22.5 %	5.178	-22.92 %	1.859	-22.72 %	4.998	-23.16 %				
PV	0.0024	-	0.0024	-	0.0017	-	0.0017	-				
Shantou PV	0.0024	-	0.0024	-	0.0017	-	0.0017	-				
Yunnan Province	0.878	-14.40 %	2.983	-30.72 %	0.799	-15.39 %	2.744	-30.95 %				
Coal-fired	0.822	-18.80 %	2.771	-34.25 %	0.757	-18.80 %	2.548	-34.43 %				
Diandong Energy	0.822	-18.80 %	2.503	-18.52 %	0.757	-18.80 %	2.301	-18.84 %				
Yuwan Energy	0	-	0.268	-76.57 %	0	-	0.247	-76.51 %				
Wind-power	0.055	322.30 %	0.212	132.85 %	0.042	254.83 %	0.196	124.54 %				
Fuyuan Wind Power	0.055	322.30 %	0.212	132.85 %	0.042	254.83 %	0.196	124.54 %				
Guizhou Province	0.009	-	0.033	-	0.008	-	0.026	-				
Wind-power	0.009	-	0.033	-	0.008	-	0.026	-				
Panxian Wind Power	0.009	-	0.033	-	0.008	-	0.026	-				
Hainan Province	2.953	-33.40 %	9.892	-24.34 %	2.737	-33.54 %	9.209	-24.48 %				
Coal-fired	2.809	-35.1 %	9.655	-24.01 %	2.598	-35.30 %	8.980	-24.14 %				
Haikou	1.219	-37.5 %	4.001	-24.82 %	1.105	-38.03 %	3.645	-25.35 %				
Dongfang	1.590	-33.1 %	5.654	-23.43 %	1.492	-33.13 %	5.334	-23.29 %				
Combined Cycle	0.045	-36.20 %	0.085	-62.86 %	0.043	-36.08 %	0.080	-63.63 %				
Nanshan Combined Cycle	0.045	-36.20 %	0.085	-62.86 %	0.043	-36.08 %	0.080	-63.63 %				
Wind-power	0.013	22.00 %	0.059	-9.97 %	0.013	22.69 %	0.058	-10.08 %				
Wenchang Wind Power	0.013	22.00 %	0.059	-9.97 %	0.013	22.69 %	0.058	-10.08 %				
Hydro-power	0.081	211.40 %	0.089	20.23 %	0.080	211.17 %	0.087	20.43 %				
Gezhen	0.081	211.40 %	0.089	20.23 %	0.080	211.17 %	0.087	20.43 %				
Hydro-power	0.081	211.40 %	0.089	20.23 %	0.080	211.17 %	0.087	20.43 %				
PV	0.0037	-	0.0037	-	0.0036	-	0.0036	-				
Dongfang PV	0.0037	-	0.0037	-	0.0036	-	0.0036	-				
Total	86.513	6.56 %	232.593	-3.49 %	81.661	6.83 %	219.736	-3.24 %				

For the third quarter of 2016, the power generation of Tuas Power Limited in Singapore, which is wholly owned by the Company, accounted for a market share of 21.2% in Singapore, representing an increase of 0.6 percentage point compared to the same period last year. For the first three quarters of 2016, the accumulated power generation accounted for a market share of 21.5% in Singapore, representing a decrease of 0.4 percentage point compared to the same period last year.

In addition, the 36 wind power units with a total capacity of 72MW of Huaneng Hubei Jieshan Wind Farm Phase II, the 17MW photovoltaic power units of Huaneng Shantou Photovoltaic Power Plant, and the 30MW photovoltaic power units of Huaneng Zhejiang Changxing Hongqiao Photovoltaic Power Plant (each being wholly owned by the Company) as well as the 12MW photovoltaic power units of Huaneng Hainan Dongfang Photovoltaic Power Plant (91.8% owned by the Company) have been put into operation in the third quarter. Meanwhile, Huaneng Luoyang Co-generation Limited Liability Company, which is 80% owned by the Company has completed the acquisition of 100% interest in Luoyang Sunshine Thermal Power Co., Ltd. (which owns an installed capacity of 270MW) in the third quarter. The installed capacity of certain power plants invested by the Company also changed. As of 30 September 2016, the Company had a controlled installed capacity of 82,972MW and an equity-based installed capacity of 75,998MW.

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)	Li Zhensheng (Independent Non-executive Director)
Guo Junming (Non-executive Director)	Yue Heng (Independent Non-executive Director)
Liu Guoyue (Executive Director)	Geng Jianxin (Independent Non-executive Director)
Li Shiqi (Non-executive Director)	Xia Qing (Independent Non-executive Director)
Huang Jian (Non-executive Director)	Xu Mengzhou (Independent 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)	

Beijing, the PRC  
18 October 2016





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: October 18, 2016