



# 大唐国际发电股份有限公司

## DATANG INTERNATIONAL POWER GENERATION CO., LTD.

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)  
(Stock Code: 991)

### RESOLUTIONS PASSED AT THE 2007 ANNUAL GENERAL MEETING AND APPOINTMENT OF DIRECTORS AND SUPERVISOR

Datang International Power Generation Co., Ltd. (the "Company") held its 2007 annual general meeting (the "AGM") at the multi-purpose function room at 3/F, CTS (HK) Grand Metro Park Hotel, No. 338 Guanganmennei Avenue, Xuanwu District, Beijing, the People's Republic of China (the "PRC") on 30 May 2008 (Friday). The convening of the AGM complied with the Company Law of the PRC and the "Articles of Association of Datang International Power Generation Co., Ltd." (the "Articles of Association").

As at the date of the AGM, there were 11,738,183,947 issued shares of the Company in total (the "Shares") entitled to vote for or against all resolutions at the AGM (except Ordinary Resolution 6). Shareholders of the Company or their authorised proxies who attended the AGM represented an aggregate of 8,359,937,956 voting shares (except Ordinary Resolution 6), or approximately 71.22% of the total issued shares of the Company. The AGM was chaired by Mr. Zhai Ruoyu, the Chairman of the board of directors of the Company (the "Board").

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), China Datang Corporation, which held 3,959,241,160 Shares of the Company as at the date of this announcement, is a connected person in relation to the transaction set out in Ordinary Resolution 6. Accordingly, it was required to abstain from voting on Ordinary Resolution 6 at the AGM and it did abstain from voting on Ordinary Resolution 6 at the AGM.

The following resolutions were passed at the AGM by way of poll:

Ordinary Resolutions	Number of Shares		Passing Rate (%)
	For	Against	
1. The report of the Board for the year 2007 (including independent non-executive directors report on work) be approved.	8,262,503,338	0	100
2. The report of the supervisory committee of the Company for the year 2007 be approved.	8,262,503,338	0	100
3. The financial report of the Company for the year 2007 be approved.	8,262,503,338	0	100

4.	The profit distribution plan for the year 2007 be approved.	8,359,937,956	0	100
5.	The re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd. (“PwC Zhong Tian”) and PricewaterhouseCoopers Certified Public Accountants, Hong Kong (“PwC”) as the Company’s 2008 domestic and international auditors, respectively, and to fix their remunerations be approved.	8,359,937,956	0	100
6.	The “Company’s Investment in the Construction of the Coal-based Natural Gas Project in Kesheketeng” be approved (Note 4).	4,400,696,796	0	100
7.	The “Provision of Guarantees for the Company’s Investment and Construction Projects” be approved.	8,359,937,956	0	100
8.	The “Provision of Guarantee for the Loan of Jiangxi Datang International Xinyu Power Generation Company Limited, the wholly-owned subsidiary of the Company” be approved.	8,359,937,956	0	100
9.	Mr. Zhang Xiaoxu be elected as a supervisor of the Company, Mr. Zhang Wantuo be ceased to be a supervisor of the Company (Note 5).	8,359,937,956	0	100
10.	Mr. Cao Jingshan be elected as a director of the Company, Mr. Zhang Yi be ceased to be a director of the Company (Note 6).	8,348,481,956	0	100
11.	Mr. Li Hengyuan be elected as an independent non-executive director of the Company (Note 7).	8,348,481,956	0	100
<b>Special Resolutions</b>				
1.	(i) the Company’s medium-to-short-term debt financing plan, and pursuant to which a mandate be granted to the Company to issue medium-to-short-term debt financing in a principal amount of not more than RMB 10 billion in aggregate and that such mandate be effective for a term of 12 months effective from the date of approval by the Company’s shareholders be approved, verified and ratified; and (ii) a mandate to any two directors of the Company to, with reference to the market conditions and the Company’s needs, decide and plan the relevant matters, including but not limited to, the final issue size, term, issue method and interest rate be granted. In addition, a mandate to any two directors of the Company	8,034,301,015	325,636,941	96.10

	to, when deemed necessary, beneficial or in the interest of the Company, sign any necessary documents or take any necessary actions regarding the effectation of the plan or any additional matters related or relevant to the plan be granted.			
2.	<p>The following mandates be granted to the Board:</p> <p>(1) Proposes, subject to note (2) of this special resolution, to generally and unconditionally authorise the Board to, within 12 months from the date of approval of this special resolution at the AGM, exercise all rights of the Company to place or issue, individually or jointly, domestic shares (A shares) and overseas-listed foreign shares (H shares) and execute or grant any offers, agreements and arrangements which may require the exercise of such rights;</p> <p>(2) Pursuant to note (1) of this special resolution, the Board may place or issue, individually or jointly, A shares and H shares with the respective number of A shares and H shares to be placed or issued, individually or jointly, not more than 20% of the respective number of the issued A shares and H shares of the Company;</p> <p>(3) Subject to note (1) and note (2) of this special resolution, the Board may, within the given limits, determine the respective number of A shares and H shares to be placed or issued, individually and jointly, and</p> <p>(4) Subject to notes (1), (2) and (3) of this special resolution and according to the actual condition of the placement or issue of new A shares and new H shares, the Board be authorised to increase the registered capital of the Company and make appropriate amendments to Articles 18 and 21 to the Articles of Association.</p>	8,028,715,015	331,222,941	96.04

By Order of the Board  
**Zhou Gang**  
Secretary to the Board

Beijing, the PRC, 30 May 2008

Notes:

1. Unless otherwise defined, the terms used in this announcement shall have the same meanings as defined in the announcements dated 11 April 2008, 14 April 2008, 14 May 2008 and the circular dated 1 May 2008.
2. Computershare Hong Kong Investor Services Limited, the H shares share registrar of the Company, acted as the scrutineer for the vote-takings of the ordinary resolutions as well as the special resolutions at the AGM.
3. Save as disclosed herein, none of the shareholders of the Company who were entitled to attend the AGM had to vote only against the ordinary resolutions and the special resolutions at the AGM.
4. For details of the Ordinary Resolution 6, please refer to the announcement of the Company dated 11 April 2008 and the circular of the Company dated 1 May 2008.
5. Mr. Zhang Wantuo, external supervisor of the Company, has come to the retirement age and no longer worked at Tianjin Jinneng Investment Company (“Tianjin Jinneng”). The cessation of Mr. Zhang to work as the supervisor of the Company took effect on 30 May 2008. Mr. Zhang confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company or to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The profile of Mr. Zhang Xiaoxu as the supervisor of the Company is as follows:

Zhang Xiaoxu, aged 45, University graduate, is a senior accountant, presently Vice President of Financial Department of (Person-in Charge) Tianjin Jinneng. Mr. Zhang began his career with First Construction Company of Fushun City, Liaoning Province in 1982, and had been successively Chief Accountant of Liaoning Power Plant, and Head of Finance, Deputy Chief Accountant and Chief Accountant at Liaoning Nenggang Power Generation Co., Ltd. From September 2005 to November 2007, Mr. Zhang was the Financial Controller of Tianjin SDIC-Jinneng Power Generation Co., Ltd. He has been the Deputy Manager of Financial Department (Person-in-Charge) of Tianjin Jinneng since November 2007. Mr. Zhang has long been engaged in the financial management work for the electricity industry, with extensive financial management experience.

The term of the appointment of Mr. Zhang will be from the date of passing this resolution, i.e. 30 May 2008 to 30 June 2010. Mr. Zhang will not be entitled to any fee of acting as the supervisor of the Company. As at the date of this announcement, Mr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He has not been subjected to any public sanctions by statutory or regulatory authority. Save as disclosed above, Mr. Zhang does not hold any directorships in any public listed companies in the past three years and are not connected with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there are no other matters concerning the appointment of Mr. Zhang as the supervisor of the Company that need to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

6. Mr. Zhang Yi ceased to be a director of the Company due to business adjustment with effect from 30 May 2008. Mr. Zhang confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company or to the Stock Exchange.

The profile of Mr. Cao Jingshan as the director of the Company is as follows:

Mr. Cao Jingshan, aged 45, graduated from Dalian University of Technology majoring in technical economics and management. He holds a doctorate and is a senior economist, and currently a president of the Company. Mr. Cao commenced his career in 1981 in Yuanbaoshan Power Plant and was successively Assistant to Plant Manager, Chairman of the Labour Union, Deputy Plant Manager and Plant Manager of Yuanbaoshan Power Plant. From January 2003, he became Deputy Head of the President's Office (Person-in-Charge), and has been the Head of the President's Office cum Head of the International Cooperation Department of China Datang Corporation since December 2003. Starting from 14 April 2008, Mr. Cao has been the president of the Company. Mr. Cao has long been engaged in electricity production, technical and operation management, with extensive knowledge and practical experience in electricity production and operation management.

The term of appointment of Mr. Cao is from 30 May 2008 to 30 June 2010 and Mr. Cao will be entitled to receive emoluments from the Company which is to be determined in accordance with the remuneration policy of the Company. As at the date of this announcement, Mr. Cao does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Cao has not been subject to any public sanctions by any statutory or regulatory authorities.

Save as disclosed herein, Mr. Cao has not held any directorship in any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed herein, there are no other matters concerning the appointment of Mr. Cao as a director of the Company that need to be brought to the attention of the shareholders of the Company of the Stock Exchange, and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

7. The profile of Mr. Li Hengyuan as the independent non-executive director of the Company is as follows:

Li Hengyuan, aged 64, graduated from Chengdu University of Technology, majoring in Analytical Chemistry under the School of Mathematics, Physics and Chemistry. He is a senior engineer and currently Deputy Secretary-general of All-China Environment Federation. Mr. Li participated in the work of Mining and Metallurgical Research Institute under Chinese Academy of Sciences in 1965. He took the office of Director of Environmental Protection Bureau of Zigong City, Sichuan Province and then the Chief of Director-General of the Laws and Regulations Department in the State Environmental Protection Administration. Mr. Li is a part-time professor and guest professor of Jilin University and a part-time professor of Beijing Normal University since 1994. He is Deputy Secretary-general of All-China Environment Federation since 2004. Mr. Li has long been engaged in environmental protection studies including environment capacity and pollution prevention. He has extensive academic knowledge and years of practical experience in environmental protection. He, through his research results, has won the National Scientific and Technological Progress Prize (Second Class), the Ministerial and Provincial Scientific and Technological Progress Prize (Second Class) and the Ministerial and Provincial Scientific and Technological Progress Prize (Third Class), and has presented a considerable number of academic papers at international academic conferences and in national academic journals. Mr. Li has also participated in drafting various laws, regulations and codes in relation to environmental protection.

The term of appointment of Mr. Li is from 30 May 2008 to 30 June 2010. According to the resolution of the 2006 annual general meeting, Mr. Li will be entitled to the annual remuneration of RMB60,000 (after taxation). As at the date of this announcement, Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Li has not been subject to any public sanctions by any statutory or regulatory authorities.

Save as disclosed herein, Mr. Li has not held any directorship in any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed herein, there are no other matters concerning the appointment of Mr. Li as an independent non-executive director of the Company that need to be brought to the attention of the shareholders of the Company and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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

*Zhai Ruoyu, Hu Shengmu, Cao Jingshan, Fang Qinghai, Zhou Gang, Liu Haixia, Guan Tiangang, Su Tiegang, Ye Yonghui, Li Gengsheng, Xie Songlin\*, Liu Chaoan\*, Yu Changchun\*, Xia Qing\* and Li Hengyuan\**

*\* Independent non-executive directors*