

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



# 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)

### ANNOUNCEMENT

## RESOLUTIONS PASSED AT THE 2009 ANNUAL GENERAL MEETING

AND

CHANGE OF AUDITORS

AND

PAYMENT OF DIVIDENDS

Datang International Power Generation Co., Ltd. (the "Company") held its 2009 annual general meeting (the "AGM") in the Summer Room, 2/F, Westin Beijing Hotel, 9 Financial Street, Xicheng District, Beijing, the People's Republic of China (the "PRC") on 11 June 2010 (Friday). The convening of the AGM complied with the requirements of the Company Law of the PRC and the articles of association of the Company.

As at the date of the AGM, there were 12,310,037,578 issued shares of the Company in total (the "Shares") entitled to vote for or against all resolutions at the AGM, other than resolutions numbered (6), (7) and (12). Shareholders of the Company or their authorised proxies who attended the AGM or participated in the online voting represented an aggregate of 8,569,810,091 voting Shares, or approximately 69.62% 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").

China Datang Corporation and its associates, holding 4,317,921,160 Shares and representing approximately 35.08 % of the Shares as at the date of the AGM, were required to and did, abstain from voting on the resolutions numbered (6), (7) and (12) at the AGM. Tianjin Jinneng Investment Company and its associates, holding 1,212,012,600 Shares and representing approximately 9.85% of the Shares as at the date of the AGM, were required to and did, abstain from voting at approving resolution numbered (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 2009" (including independent non-executive directors report on work) be considered and approved.	8,569,562,490	93,200	99.9989

2.	The “Report of the supervisory committee for the year 2009” be considered and approved.	8,569,555,190	79,500	99.9991
3.	The “Proposal of final accounts for the year 2009” be considered and approved.	8,467,321,361	79,500	99.9991
4.	The “Profit distribution proposal for the year 2009” be considered and approved ( <i>Note 1</i> ).	8,569,618,090	79,100	99.9991
5.	The “Resolution on provisions of guarantees for financings of Xinyu Power Company, Qian’an Thermal Power Company, Diaobingshan Power Company, Liaoning Wind Power Company and Zhangzhou Wind Power Company” be considered and approved.	8,569,555,190	80,700	99.9991
6.	The “Resolution on capital contribution to the establishment of Fuxin Coal-based Gas Company for constructing Fuxin Coal-based Gas Project” be considered and approved.	4,610,314,030	79,500	99.9983
7.	The “Resolution on adjustment of total investment and capital contribution proposal of Keqi Coal-based Gas Project” be considered and approved.	3,398,301,430	79,500	99.9977
8.	The “Resolution on the appointment of the auditor of the Company for the year 2010” be considered and approved ( <i>Note 2</i> ) .	8,569,555,190	79,500	99.9991
<b>Special Resolutions</b>				
9.	The “Proposed amendments to the Articles of Association of the Company” be considered and approved.	8,568,967,190	667,500	99.9922
10.	The “Proposal on Requesting the General Meeting to Grant a Mandate to the Board to Issue New Shares Not More Than 20% of Each Class of Shares” be considered and approved.	8,317,472,722	233,272,068	97.2719
11.	The “Resolution on the fulfillments to the conditions for non-public issue of A shares by Datang International Power Generation Co., Ltd.” be considered and approved.	8,566,499,190	3,183,600	99.9629

12. The “Resolution for non-public issue of A shares” be considered and approved.			
(1) Share type and par value;	4,607,258,030	3,183,600	99.9309
(2) Issue size;	4,607,258,030	3,183,600	99.9309
(3) Method and timing of issue;	4,607,258,030	3,183,600	99.9309
(4) Target subscribers and subscription method;	4,607,258,030	3,183,600	99.9309
(5) Place of listing;	4,607,258,030	3,183,600	99.9309
(6) Issue price and method of pricing;	4,607,258,030	3,183,600	99.9309
(7) Use of fundraising proceeds;	4,607,258,030	3,183,600	99.9309
(8) Arrangement for the accumulated profits;	4,607,258,030	3,183,600	99.9309
(9) Arrangement for the lock-up period; and	4,607,258,030	3,183,600	99.9309
(10) Effective period for current issue.	4,607,258,030	3,183,600	99.9309
13. The “Resolution on the Feasibility Analysis Report on the use of fundraising proceeds under the current non-public issue of A shares” be considered and approved.	8,566,499,190	3,135,100	99.9634
14. The “Resolution on the report on the previous use of fundraising proceeds” be approved.	8,221,968,962	347,075,828	95.9497
15. The “Resolution to the General Meeting to authorise the Board to conduct all matters in relation to the current non-public issue of A shares at its discretion” be considered and approved.	8,566,500,190	3,135,100	99.9634

Notes:

**1. Payment of Dividends**

The Company expects that the final dividend of RMB0.07 per share (tax included) will be paid to the shareholders within two months from the conclusion of the AGM

**2. Change of Auditors**

The Company’s domestic and overseas auditors for carrying out the audit work for year 2009 were PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers (collectively “PricewaterhouseCoopers CPAs”), respectively. According to the relevant engagement letters, the term of service of PricewaterhouseCoopers CPAs would end on the date of the AGM. RSM China Certified Public Accountants and RSM Nelson Wheeler Certified Public Accountants have been appointed as certified public accountants for carrying out domestic and overseas audit work of the Company for year 2010.

PricewaterhouseCoopers confirmed that there are no matters relating to the change of auditors of the Company that need to be brought to the attention of the shareholders of the Company. The Board is not aware of any other matters in respect of the change of auditors of the Company that should be brought to the attention of the shareholders of the Company.

The Company hereby expresses gratitude to PricewaterhouseCoopers CPAs for its professional service and support in past years.

3. Unless otherwise defined, the terms used in this announcement shall have the same meanings as defined in the notice and supplemental notice of the AGM dated 26 April 2010 and 25 May 2010, respectively.
4. 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.
5. Save as disclosed herein, none of the shareholders of the Company who were entitled to attend the AGM had to vote only against any of the ordinary resolutions and the special resolutions at the AGM.

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

Beijing, the PRC, 11 June 2010

*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*