



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)

PRICE-SENSITIVE INFORMATION

OVERSEAS REGULATORY ANNOUNCEMENT

ANNOUNCEMENT ON RESOLUTIONS

OF THE BOARD OF DIRECTORS

Special Notice:

The board of directors (the “Board”) and all directors (the “Directors”) of the Company warrant that there are no false representations or misleading statements contained in, or material omissions from, this announcement; and jointly and severally accept full responsibility for the truthfulness, accuracy and completeness of the information contained herein.

This announcement is made pursuant to Rules 13.09(1) and 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The nineteenth meeting (the “Meeting”) of the sixth session of the Board of Datang International Power Generation Co., Ltd. (the “Company”) was held 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 11 November 2008. The written notice of the Meeting was despatched to the Directors on 28 October 2008. There were 15 Directors eligible for attending the Meeting and 14 of them attended the Meeting (Mr. Li Hengyuan, an independent non-executive director, was not able to attend the Meeting in person due to business engagement and had entrusted Mr. Yu Changchun, an independent non-executive director, to attend and vote on his behalf). The Meeting was held in compliance with the provisions stipulated in the Company Law of the PRC and the articles of association of the Company. The Meeting was lawful and valid. The Meeting was chaired by Mr. Zhai Ruoyu, the Chairman of the Company. The following resolutions were approved unanimously by the attending directors or their proxies attending the Meeting through voting by a show of hands at the Meeting:

1. The “Resolution on Increasing Capital Contribution to Fujian Ningde Nuclear Power Company Limited” was considered and approved.

Voting results: 15 voted in favour, 0 voted against and 0 abstained in voting.

In accordance with the resolutions of the eleventh meeting of the fifth session of the Board, the Company and Guangdong Nuclear Power Investment Company Limited (“Guangdong Nuclear Power Investment Company”) jointly invested in establishing Fujian Ningde Nuclear Power Company Limited (“Ningde Nuclear Power Company”), which is responsible for the construction and operation of two 1,000 MW level nuclear power generating units at Phase 1 of the Ningde Nuclear Power Project (“Ningde Nuclear Power Project”). Pursuant to the documents of the National Development and Reform Commission, it was agreed that the construction scale of the Ningde Nuclear Power Project would be adjusted from two generating units to four generating units. As a result, the Company is required to increase its capital contribution to Ningde Nuclear Power Company.

The Board agreed that the Company shall increase its capital contribution of RMB2,046 million to Ningde Nuclear Power Company for the construction of four 1,000 MW level nuclear power generating units of the Ningde Nuclear Power Project.

The Company’s increase in capital contribution to Ningde Nuclear Power Company does not constitute a discloseable transaction under the Rules of Shanghai Stock Exchange for the Listing of Stocks while such increase in capital contribution constitutes a discloseable transaction under the Listing Rules of The Stock Exchange of Hong Kong Limited.

For details of the Company’s increase in capital contribution to Ningde Nuclear Power Company, please refer to the H share announcement posted on the website of Shanghai Stock Exchange by the Company on 12 November 2008.

2. The “Resolution on Entering into the ‘Investment Agreement for Duolun Coal Chemical Project in Inner Mongolia’ with China Datang Corporation” was considered and approved.

Voting results: 12 voted in favour, 0 voted against and 0 abstained in voting.

The Board agreed on the Company’s joint investment with China Datang Corporation (“China Datang”) to establish Inner Mongolia Datang International Duolun Coal Chemical Company Limited (“Duolun Coal Chemical Company”) with the Company’s capital contribution of RMB3,888 million, in the proportion of 60%. Duolun Coal Chemical Company is engaged in the construction of the coal-based olefin project in Duolun County, Xilinguole League, Inner Mongolia (“Duolun Coal Chemical Project”). The Board also agreed on the provision of guarantee for Duolun Coal Chemical Company’s financing based on its needs in proportion to the capital contribution, while Duolun Coal Chemical Company shall provide a counter-guarantee to the Company through security over its assets or pledge of its earnings or by other possible means.

As at the date of this announcement, China Datang holds 3,959,241,160 shares of the Company and therefore is the substantial shareholder of the Company, China Datang is a connected person of the Company under the Rules of Shanghai Stock Exchange for the Listing of Stocks and the Listing Rules of The Stock Exchange of Hong Kong Limited. The joint investment in the construction for the Duolun Coal Chemical Project between the Company and China Datang constitutes a connected transaction of the Company, and therefore is subject to the consideration and approval of the general meeting of the Company.

The Directors and independent non-executive Directors considered that the above-mentioned transaction is conducted on normal commercial terms and is in the ordinary course of business of the Company. The independent non-executive Directors considered that the above-mentioned connected transaction is fair, reasonable and in the interests of the shareholders of the Company as a whole. The connected directors, Mr. Zhai Ruoyu, Mr. Hu Shengmu, and Mr. Fang Qinghai, abstained from voting in respect of this connected transaction.

The Board authorised the President of the Company to enter into the “Investment Agreement for Duolun Coal Chemical Project in Inner Mongolia” (“Investment Agreement”), and the Board agreed to present this connected transaction at the general meeting of the Company for consideration.

Further announcement relating to the details of the “Investment Agreement” will be made in accordance with the Rules of Shanghai Stock Exchange for the Listing of Stocks and the Listing Rules of The Stock Exchange of Hong Kong Limited when the agreement is entered into between the Company and China Datang.

3. The “Resolution on Provision of Guarantees for the Financings of the Subsidiaries such as Fujian Datang International Ningde Power Generation Company Limited” was considered and approved.

Voting results: 15 voted in favour, 0 voted against and 0 abstained in voting.

The Board agreed to present the Company to provide guarantee amounts for the financings of the following subsidiaries at the general meeting of the Company for consideration and approval, and to authorise the Company to determine the relevant guarantee agreements based on such guarantee amounts to be approved at the general meeting of the Company:

- (1) Agreed that the Company shall provide a full-amount joint liability guarantee for the financing of Fujian Datang International Ningde Power Generation Company Limited (“Ningde Power Company”), a controlling subsidiary of the Company. The guarantee amount is RMB1,040 million, which will be used for the replacement of bank loans and the replenishment of the working capital. The other three shareholders of Ningde Power Company will provide a counter-guarantee to the Company according to their respective interests in Ningde Power Company;

- (2) Agreed that the Company shall provide a joint liability guarantee in proportion to its capital contribution for the financing of Zhejiang Datang Wushashan Power Generation Company Limited, a controlling subsidiary of the Company. The guarantee amount is RMB306 million, which will be used for the replacement of short-term loans which fall due and the replenishment of the working capital;
- (3) Agreed that the Company shall provide a joint liability guarantee in proportion to its capital contribution for the financing of Shanxi Datang International Yungang Thermal Power Company Limited, a wholly-owned subsidiary of the Company. The guarantee amount is RMB100 million, which will be used for the replacement of short-term loans which fall due and replenishment of the working capital;
- (4) Agreed that the Company shall provide a joint liability guarantee in proportion to its capital contribution for the financing of Hebei Datang International Wangtan Power Generation Company Limited, a controlling subsidiary of the Company. The guarantee amount is RMB280 million, which will be used for the replacement of bank loans which fall due and replenishment of the working capital; and
- (5) Agreed that the Company shall provide a counter-guarantee for the loan of Datang International (Hong Kong) Limited, a wholly-owned subsidiary of the Company, to Bank of China Limited (“BOC”) (BOC will provide a guarantee for such loan to Bank of China (Hong Kong) Limited). The counter-guarantee amount is HK\$700 million, which will be used for the replacement of bank loans which fall due.

For details of the guarantees, please refer to the announcement on the provision of guarantees published in *China Securities Journal*, *Shanghai Securities News* and posted on the official website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) by the Company on 12 November 2008.

The resolutions numbered 2 and 3 above are required to be submitted to the general meeting of the Company for consideration and approval. As the Board is currently unable to confirm the exact date and time for convening the general meeting, the Board has authorised the Secretary to the Board to issue a notice of the general meeting in due course upon determination of the date, time and particulars of such general meeting.

By Order of the Board
Zhou Gang
Secretary to the Board

Beijing, the PRC, 11 November 2008

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*