
DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

BOARD OF DIRECTORS

Our Board currently consists of nine Directors, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors. Our Directors were all elected by our Shareholders for a term of three years, which is renewable upon re-election and re-appointment. The functions and duties of our Board include, but are not limited to: convening Shareholders' meetings, reporting the Board's work at the Shareholders' meetings, implementing the resolutions passed at the Shareholders' meetings, determining our business plans and investment plans, formulating our annual budget and final accounts, formulating our proposals for profit distributions and for the increase or reduction of registered capital as well as exercising other powers, functions and duties as conferred by the Articles of Association. The following table presents certain information in respect of our Directors.

Members of Our Board

Name	Age	Position	Date of Appointment
Mr. Huang Xianpei (黃憲培) . . .	57	Chairman of the Board and Executive Director	October 29, 2010
Mr. Fang Zheng (方正)	47	Executive Director and President	October 29, 2010
Mr. Huang Shaoxiong (黃少雄) .	49	Executive Director	October 29, 2010
Mr. Mao Xishu (毛錫書)	60	Non-executive Director	October 29, 2010
Mr. Wang Xuxiang (王緒祥) . . .	44	Non-executive Director	October 29, 2010
Mr. Zong Xiaolei (宗孝磊)	46	Non-executive Director	August 18, 2011
Mr. Zhou Xiaoqian (周小謙) . . .	70	Independent non-executive Director	October 26, 2011
Mr. Yeung Pak Sing (楊佰成) . . .	62	Independent non-executive Director	October 26, 2011
Mr. Zhang Bai (張白)	51	Independent non-executive Director	October 26, 2011

DIRECTORS

Executive Directors

Mr. Huang Xianpei, aged 57, has been the Chairman of the Board and an executive Director of our Company since October 2010. Mr. Huang previously served in various positions in Huadian Fujian from February 2003 to December 2010, including secretary of the party committee, president and chairman of the Board of Directors. Currently, Mr. Huang is the chairman of the board of directors of Kemen, Fujian Huadian Zhangping Coal-fired Power Co., Ltd. (福建華電漳平火電有限公司), Fujian Huadian Zhangping Power Generation Co. Ltd. (福建華電漳平發電有限公司), Fujian Huadian Yong'an Generation Co., Ltd. (福建華電永安發電有限公司), Fujian Mianhuatan Hydropower Development Co., Ltd. (福建棉花灘水電開發有限公司), Mindong Hydropower Development Co., Ltd. (閩東水電開發有限公司) and Fujian Huadian Electric Power Engineering Co., Ltd. (福建華電電力工程有限公司) and the vice chairman of the board of Fujian Fuqing Nuclear Power Co., Ltd. (福建福清核電有限公司). He has been the assistant to general manager of Huadian since January 2010 and the secretary of the party committee of Fujian branch of Huadian since December 2010. He also served as the vice president of Fujian Electric Power Company Limited (福建省電力有限公司) from July 1997 to February 2003, the assistant to director of the Electric Power Industry Bureau of Fujian province from January 1995 to July 1997, and the deputy chief engineer and the general manager of Shuikou Hydropower Plant Construction Company (水口水電站工程建設公司)

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

from May 1990 to January 1995. He began to work in the power industry in 1975. Mr. Huang obtained his bachelor's degree in power equipment of hydropower station from East China University of Water Resources (currently named Hohai University) in July 1982 and his master's degree in hydropower generating project from Hohai University in June 1987. Mr. Huang is a senior engineer granted by the Electric Power Industry Bureau of Fujian province in November 1993. Mr. Huang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Mr. Fang Zheng, aged 47, has been an executive Director and the President of our Company since October 2010. Mr. Fang has served in various positions in Huadian New Energy since August 2007, including director, president and member of the party committee. Currently, Mr. Fang is the chairman of the board of directors of Guangdong Huadian Qianshan Wind Power Co., Ltd. (廣東華電前山風力發電有限公司), Heilongjiang Huafu Power Investment Co., Ltd. (黑龍江省華富電力投資有限公司), Maoming Zhong'ao Wind Power Co., Ltd. (茂名市中坳風力發電有限公司) and Guangzhou University Town Huadian New Energy Co., Ltd. (廣州大學城華電新能源有限公司), respectively. He was the chairman of the board of directors of Inner Mongolia Huadian Meiguiping Wind Power Co., Ltd. (內蒙古華電玫瑰營風力發電有限公司) from August 2009 to September 2010 and Inner Mongolia Huadian Huitengxile Wind Power Co., Ltd. (內蒙古華電輝騰錫勒風力發電有限公司) from March 2008 to September 2010. Mr. Fang served as the head of the strategic planning office and the deputy director of the planning and development department of Huadian from January 2003 to August 2007. He also served as the vice president of China Power Construction Engineering Consulting Corporation (中國電力建設工程諮詢公司) from April 1999 to December 2002, chief engineer of China Power Construction Engineering Consulting Corporation from October 2001 to December 2002, dean of the mechanical department of Electrical Planning and Design Institute (電力規劃設計總院) from August 1998 to October 1999 and the head, general design engineer, deputy dean and deputy chief engineer of Southwest Electric Power Design Institute (西南電力設計院) from July 1985 to August 1998. Mr. Fang obtained his bachelor's degree in thermal power of power plant from Xi'an Jiaotong University in July 1985. Mr. Fang is a senior engineer granted by China Power Engineering Consulting Group Corporation (中國電力工程顧問集團公司) in December 2004. Mr. Fang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. Huang Shaoxiong, aged 49, has been an executive Director of our Company since October 2010. Mr. Huang previously served various positions in Huadian Fujian from October 2004 to December 2010, including head of discipline inspection group, vice president, president and secretary of the party committee. Currently, Mr. Huang is also a director of Huadian Coal, Kemen, Fujian Mianhuatan Hydropower Development Co., Ltd. and Fujian Fuqing Nuclear Power Co., Ltd., the vice chairman of the board of directors of CNOOC Gas Power Co., Ltd. (中海福建燃氣發電有限公司), Fujian Kemen Port Logistics Co., Ltd. (福建可門港物流有限責任公司), Fujian Longyan Power Generation Co., Ltd. (福建省龍岩發電有限公司) and Xiamen Yongchang Power Co., Ltd. (廈門永昌電力有限公司), the chairman of the board of directors of Fujian Minxing Hydropower Co., Ltd. (福建閩興水電有限公司), Fujian Shaxian Chengguan Hydropower Co., Ltd. (福建省沙縣城關水電有限公司) and Fujian Yong'an Gongchuan Hydropower Plant Co., Ltd. (福建省永安貢川水電站有限責任公司). He has been the president of Fujian branch of our Company since its establishment in October 2011. Since 2010, Mr. Huang has served as the president and member of the party committee of Fujian branch of Huadian. He also served as the chairman of the board of directors of Fujian Youxi Basin Hydropower Development Co., Ltd. (福建省尤溪流域水電開發有限公司) from December 2002 to October 2004, president of Fujian Shuikou Hydropower Plant Construction Corporation (福建省水口水電站工程建設公司) from May 2001 to October 2004, president and the secretary of the party committee of Fujian Shuikou Power Generation Company (福建省水口發電有限公司) from August 2000 to October 2004, the plant director and the secretary of the party committee of Fujian Shuikou Hydropower Plant (福建水口水電廠) from January 1999 to August 2000 and the plant director and the secretary of the party committee of Fujian Shaxikou Hydropower Plant (福建沙溪口水電廠) from January 1996 to January 1999. Mr. Huang previously held various positions in Fujian Ansha Hydropower Plant (福建安砂水電廠) from August 1983 to January 1996, including technician, director of the electrics branch, plant director and secretary of the party committee. Mr. Huang obtained his bachelor's degree in power plant and power systems from Fuzhou University in August 1983 and his master's degree in business administration (MBA) from The University of North Virginia in July 2006. Mr. Huang is a senior engineer granted by the Electric Power Industry Bureau of Fujian province in December 1997. Mr. Huang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Non-Executive Directors

Mr. Mao Xishu, aged 60, has been a non-executive Director of our Company since October 2010. Mr. Mao has been the director of planning and development department of Huadian since March 2008. Mr. Mao served as the president of Shanghai Company of Huadian from April 2007 to February 2008, the president of Shanghai Huadian Power Development Co., Ltd. (上海華電電力發展有限公司) from August 2004 to April 2007, the plant director of Huadian Wangting Power Plant (華電望亭發電廠) and the general manager of Wangting Natural Gas Generation Co., Ltd. (望亭天然氣發電公司) from January 2004 to April 2007, the plant director of Laicheng Power Plant of Huadian International from February 2002 to January 2004. He also served as the secretary of the party committee of Shandong Jining Canal Generation Co., Ltd. (山東濟寧運河發電有限責任公司) from February 1999 to January 2002,

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

the secretary of the party committee and the head of the preparatory department of Shandong Rizhao Power Plant (山東日照發電廠) from February 1997 to January 1999 and the deputy plant director of Shandong Huangdao Power Plant (山東黃島發電廠) from November 1992 to January 1997. Mr. Mao completed the correspondence course on thermal engineering at North China Electric Power University in June 1998 and obtained his master's degree in thermal engineering from North China Electric Power University in June 2006. Mr. Mao is a senior engineer granted by State Power Corporation of China (國家電力公司) in December 2002. Mr. Mao has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Mr. Wang Xuxiang, aged 44, has been a non-executive Director of our Company since October 2010. Mr. Wang has served various positions in Huadian since March 2004, including deputy director of the clearing center, deputy director of the finance and assets department, director of the assets department and director of the capital operation and property management department. Mr. Wang served successively as the deputy head of the preparatory group and the vice president of China Huadian Finance Corporation Limited from May 2003 to October 2004. He held various positions in Jinan Yingda International Trust Co., LTD (濟南英大國際信託投資有限公司) from December 1997 to May 2003, including office director and vice president. He also served various positions in the Electric Power Industry Bureau of Shandong province from July 1991 to November 1997, including deputy secretary of the youth league committee, deputy head, head and director of the office documents department. Mr. Wang obtained his master's degree in finance from Tianjin University of Finance and Economics in July 2004. A mid-level economics certificate was granted to Mr. Wang by the Ministry of Personnel of China in November 1999. Mr. Wang currently serves as a director of Shenyang Jinshan, which is listed on Shanghai Stock Exchange (600396.SH) and a director of Huadian Energy, which is listed on Shanghai Stock Exchange (600726.SH). Other than the foregoing, Mr. Wang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Mr. Zong Xiaolei, aged 46, has been a non-executive Director of our Company since August 2011. Mr. Zong has served various positions in China Power Engineering Consulting Group Corporation since May 2004, including head, deputy director and deputy chief engineer and president of the Technology Development Company. He served as the deputy director and the director of China Power Construction Engineering Consulting Corporation from January 2002 to May 2004. He also held various positions in Electrical Planning and Design Institute from July 1991 to January 2002, including principal engineer and deputy director. Mr. Zong obtained his bachelor's degree in thermal engineering of power plant from Northeast Dianli College in August 1988 and his master's degree in management science and engineering from Wuhan University of Hydraulic and Electrical Engineering in June 2000. Mr. Zong is a senior engineer granted by China Power Engineering Consulting Group Corporation in December 2004. Mr. Zong has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

Independent Non-Executive Directors

Mr. Zhou Xiaoqian, aged 70, is an independent non-executive Director of our Company. Mr. Zhou is the vice chairman of the Fifth Council of China Energy Research Society and the chairman of the Second Council of China Power Development Promotion Committee. Currently, he is an independent non-executive director of the following companies, namely, TBEA Co., Ltd. (600089.SH), Dalian Heavy Industry Corporation (002487.SZ) and China Sunergy Co., Ltd. (NASDAQ:CSUN). He also served as an independent non-executive Director of XJ Electric Co., Ltd. (000400.SZ) from March 2006 to March 2011. Mr. Zhou was the assistant to general manager in State Power Corporation of China in 2001 and was appointed as the member of party committee of State Power Corporation of China in September 1998. He was the general manager of China Power Grid Construction Corporation in 1996, director of China Southern Power Affiliated Company in 1993. He was also appointed as the director of Fuel Power Industry Projects Agency of State Development Planning Commission in September 1987 and deputy head of infrastructure department of Ministry of Hydropower in January 1986. In 1983, he was one of the heads of the Electric Power Industry Bureau of Henan province, in charge of the Infrastructure Department and Electric Power Design Institute. Mr. Zhou graduated from Zhejiang University in July 1964 majoring in thermal power equipment. He is a professor-level senior engineer granted by the Ministry of Energy of China. Other than the foregoing, Mr. Zhou has not been a director of any other public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Mr. Yeung Pak Sing, aged 62, is an independent non-executive Director of our Company. Mr. Yeung is a member of the Hong Kong Institution of Engineers and the Institution of Engineering and Technology, honorary fellow of the University of Hong Kong, Nanping municipal committee member of the Chinese People's Political Consultative Conference in Fujian and an individual director of Hong Kong Ideas Centre Limited. He served as an independent non-executive director of Vertex Group Limited (currently known as "National Arts Holdings Limited") (008228.HK) from June 2002 to April 2009. Mr. Yeung has been the director and general manager of World Power Investment Ltd. and World Power Management Consultancy Ltd. since January 1993, served in China Light and Power Company Limited from June 1977 to January 1993, an engineer on production and head of factory engineering department of Coronet Industrial Ltd. from May 1974 to June 1977 and served as an engineer of Control Data Corporation from August 1973 to May 1974. Mr. Yeung obtained his bachelor's degree in engineering and master's degree in engineering from the University of Hong Kong in November 1973 and November 1980, respectively. He is a chartered engineer granted by the Institution of Engineering and Technology in November 1990. Other than the foregoing, Mr. Yeung has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. Zhang Bai, aged 51, is an independent non-executive Director of our Company, executive director of the Sixth Council of Fujian Auditing Society, chairman of the Fourth Council of Fujian Business Accounting Society. Currently, Mr. Zhang is an independent non-executive director of the following companies:

No.	Company Name and Stock Code
1 . . .	Fujian Fynex Textile Science & Technology Co., Ltd. (600493.SH)
2 . . .	Thaihot Group Co., Ltd. (000732.SZ)
3 . . .	Fujian Yong'an Forestry (Group) Joint Stock Co Ltd. (000663.SZ)
4 . . .	Citychamp Dartong Co., Ltd. (600067.SH)
5 . . .	Zhongfu Industries Co., Ltd. (000592.SZ)

Mr. Zhang has been a teacher, head of department and vice dean of Fuzhou University successively since August 1983, and served as the dean and a Certified Public Accountant of Minxing Accountants Firm of Fuzhou University from January 1989 to December 1999. He obtained his bachelor's degree in accounting from Xiamen University in July 1983 and his master's degree in business administration (MBA) from the Open University of Hong Kong in December 2000. He is a professor granted by the Personnel Department of Fujian province. Other than the foregoing, Mr. Zhang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Save as disclosed in this prospectus, there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with the appointment of our Directors and there is no other information relating to our Directors that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

BOARD OF SUPERVISORS

The board of Supervisors of the Company consists of six members. Except for the employee representative Supervisors elected by employees, the Supervisors were elected by our Shareholders for a term of three years, which is renewable upon re-election and re-appointment. The functions and duties of the board of Supervisors include, but are not limited to: reviewing and verifying financial reports, business reports and profit distribution proposals prepared by the Board; and, if in doubt, appointing certified public accountants and practicing auditors to re-examine the Company's financial information; monitoring the financial activities of the Company; supervising the performance of the Directors, the President and other senior management members, and monitoring whether they had acted in violation of the laws, regulations and Articles of Association in the performance of their duties; requesting the Directors, the President and senior management members to rectify actions which are damaging to the Company's interests; and exercising other rights given to them under the Articles of Association.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

The following table presents certain information in respect of our Supervisors.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>
Mr. Li Changxu (李長旭)	49	Chairman of the board of Supervisors	October 29, 2010
Mr. Yao Fei (姚飛)	44	Supervisor	December 29, 2010
Mr. Huang Chunqi (黃春齊)	57	Employee Representative Supervisor	October 29, 2010
Mr. Huang Yuanhong (黃源紅)	45	Supervisor	August 18, 2011
Ms. Hu Xiaohong (胡曉紅)	41	Supervisor	October 29, 2010
Mr. Xu Jin (許進)	45	Employee Representative Supervisor	October 29, 2010

SUPERVISORS

Mr. Li Changxu, aged 49, has been the Chairman of the board of Supervisors of our Company since October 2010. Currently, Mr. Li is the chairman of the board of supervisors of Guodian Nanjing Automation Co., Ltd. (國電南京自動化股份有限公司). Mr. Li has served successively as the deputy director of the supervision and audit department, deputy director and director of audit department of Huadian since January 2003. He also served successively as the deputy director of the production audit department, deputy director of division II of the audit department and the director of the integration division of the audit department of State Power Corporation of China from August 1997 to January 2003. Mr. Li served as a principal staff member of division I and the deputy director of division III of the branch of China National Audit office in Ministry of Electric Power (國家審計署駐電力部審計局) from September 1993 to August 1997, a principal staff member of the branch of China National Audit office in Ministry of Energy (國家審計署駐能源部審計局) from June 1988 to September 1993, auditor of the audit office of the Ministry of Water Resources and Power (水利電力部審計局) from October 1986 to June 1988 and an accountant of Parts Company of the Ministry of Hydropower (水電部配件公司) from August 1985 to October 1986. Mr. Li obtained his bachelor's degree in finance and accounting through the adult higher education department from Renmin University of China in January 2000. Mr. Li is a senior accountant granted by the Ministry of Electric Power Industry of China in December 1997. Mr. Li has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. Yao Fei, aged 44, has been a Supervisor of our Company since December 2010. Currently, Mr. Yao is the vice president of Kunlun Trust. He has served successively as the manager of the general management and finance department and the vice president of CNPC Assets Management Co., Ltd. (中油資產管理有限公司) since November 2007. Mr. Yao held various positions in Daqing Petroleum Administration Bureau (大慶石油管理局), including assistant engineer of the methyl alcohol plant and a cadre of the industrial corporation from July 1989 to November 1991, deputy director of international trade office of the institute for economic research from November 1991 to December 1997, cadre of the integration division and deputy head of office of the enterprise management department from December 1997 to August 2000, head of the equity interest management division of the operations management department from August 2000 to June 2001, assistant to manager of the finance and assets department from June 2001 to October 2003, deputy head of the preparatory group of the investment management department from October 2003 to December 2003, deputy manager of the capital operations department from December 2003 to April 2005, deputy manager of the finance and assets department from April 2005 to July 2007 and the office manager of the internal control system construction committee from July 2007 to November 2007. Mr. Yao obtained his bachelor's degree in technological economy from Jilin Institute of Technology in July 1990 and his master's degree in technological economy from Dalian University of Technology in March 1999. Mr. Yao is a senior economist granted by China National Petroleum Corporation (中國石油天然氣集團公司) in September 2000. Mr. Yao has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Mr. Huang Chunqi, aged 57, has been a Supervisor of our Company since October 2010. Mr. Huang has been the chairman of the board of directors and executive director of Huadian Tieling Wind Power Co., Ltd. successively and the secretary of the party committee of Huadian New Energy since September 2007. He served as the head of the discipline inspection group and vice president successively of Huadian Engineering from July 2003 to September 2007, member of party committee and head of the discipline inspection group of China Huadian Power Plant Equipment (Group) Corporation (中國華電電站裝備工程(集團)總公司) from March 2000 to July 2003, head of division III and division II of the inspection office of State Power Corporation of China from August 1997 to March 2000. He also served as the inspector and deputy director of division I of the supervision bureau of the Ministry of Electric Power Industry of China from September 1993 to August 1997, cadre and inspector of division I of the supervision bureau of the Ministry of Energy of China from July 1988 to September 1993, secretary of office of the Ministry of Hydropower of China from June 1982 to July 1988, secretary of the Ministry of Electric Power of China (電力部) from February 1979 to June 1982. Mr. Huang studied the undergraduate course of economic management in the correspondence school of the Party School of the CPC committee (中央黨校) from August 1990 to December 1992. Mr. Huang is a senior administration engineer (政工師) granted by Ministry of Electric Power Industry in February 1997. Mr. Huang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. Huang Yuanhong, aged 45, has been a Supervisor of our Company since August 2011. Mr. Huang has served various positions in Huadian Engineering since October 2001, including the deputy manager and manager of the material conveying department, assistant to the president and vice president of the company. He served as the president and secretary of the party committee of Huadian Heavy Equipment Co., Ltd. (華電重工裝備有限公司) from February 2009 to October 2010. He also served successively as the deputy manager of the material conveying department and the manager of the market development department of China Huadian Power Plant Equipment (Group) Corporation from July 1995 to October 2001. Mr. Huang worked as a technician and an engineer of technical supervision office of the Institute for Product Quality Standard of Ministry of Electric Power (電力部產品質量標準研究所) from July 1988 to July 1995. Mr. Huang obtained his bachelor's degree in machinery manufacture and equipment from North China Electric Power College in July 1988 and an executive master of business administration (EMBA) from Cheung Kong Graduate School of Business in April 2007. He is a professor-level senior engineer granted by China Power Engineering Consulting Group Corporation in December 2008. Mr. Huang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Ms. Hu Xiaohong, aged 41, has been a Supervisor of our Company since October 2010. Ms. Hu has served as the deputy director of the assets management department of Wujiang Hydropower since July 2009. She previously held various positions in Wujiangdu Hydropower Plant of Wujiang Hydropower successively from July 1992 to July 2009, including accountant of the finance department from July 1992 to April 2000, chief accountant of the construction management department of the machinery expansion project from April 2000 to January 2001, deputy director and director of the finance office of the construction management department of the machinery expansion project from January 2001 to August 2008 and deputy chief economist from March 2008 to July 2009. Ms. Hu obtained her bachelor's degree in accounting from Shenzhen University in June 1992. Ms. Hu is a senior accountant granted by State Power Corporation of China in December 2002. Ms. Hu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Mr. Xu Jin, aged 45, has been a Supervisor of our Company since October 2010. Mr. Xu has been the head of the integration department of our Company since March 2011. He served successively as the deputy director of the plan and infrastructure department and the director of the president team office of Huadian Fujian and Huadian Fuxin Energy Co., Ltd. from June 2005 to March 2011. Mr. Xu obtained his bachelor's degree in materials science and engineering from Beihang University in July 1988. Mr. Xu is a senior economist granted by State Power Corporation of China in December 2003. Mr. Xu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

SENIOR MANAGEMENT

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>
Mr. Fang Zheng (方正)	47	President	October 29, 2010
Mr. Tao Yunpeng (陶雲鵬) . .	41	Vice President	October 29, 2010
Mr. Shu Fuping (舒福平) . . .	47	Vice President	October 29, 2010
Mr. Liu Lei (劉雷)	38	Vice President and Chief Financial Officer Board Secretary	June 1, 2012 October 29, 2010

For details of Mr. Fang Zheng’s biography, please see “– Directors” above.

Mr. Tao Yunpeng, aged 41, has been a vice president of our Company since October 2010. Mr. Tao served as a director of Huadian Fujian from February 2010 to October 2010 and has been the deputy director of the capital operation and property management department of Huadian since March 2008. He held various positions in Huadian International from August 2000 to March 2008, including the deputy manager and manager of the finance department and the deputy chief accountant. Mr. Tao obtained his bachelor’s degree in machinery design and manufacture and his master’s degree in industrial engineering from Tsinghua University in July 1993 and July 1998, respectively. Mr. Tao is a senior accountant granted by Huadian in December 2006. Mr. Tao currently serves as a director of Guodian Nanjing Automation Co., Ltd., which is listed on the Shanghai Stock Exchange (600268.SH). Other than the foregoing, Mr. Tao has not been a director of any other public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

Mr. Shu Fuping, aged 47, has been a vice president of our Company since October 2010. Mr. Shu served as the executive director of Inner Mongolia Huadian Jieji Wind Power Co., Ltd. from September 2010 to April 2011, the chairman of the board of directors of Gansu Huadian Yumen Wind Power Co., Ltd. from January 2010 to September 2010 and Gansu Huadian Guazhou Wind Power Co., Ltd. from December 2008 to September 2010, and the chairman of the board of directors and executive director of Xinjiang Huadian Xiaocaohu Wind Power Co., Ltd. successively from April 2008 to April 2011. He also served as a member of the party committee and the vice president of Huadian New Energy from October 2007 to October 2010 and the plant director and secretary of the party committee of Baozhushi Power Plant (寶珠寺水電廠) from July 2003 to October 2007. He also served as the deputy chief engineer, director of the manufacture plan and technology department and plant director of Gaoba Power Plant of Sichuan Neijiang Power Central Plant (四川內江發電總廠高壩電廠) from August 1997 to July 2003 and the technician and deputy head of Baima Power Plant of Sichuan Neijiang Power Central Plant (四川內江發電總廠白馬發電廠) from July 1986 to August 1997. Mr. Shu obtained his college diploma in thermal measurement and automation from Shanghai University of Electric Power in July 1986, graduated from Southwest College for Nationalities in November 1997 (through adult higher education), majoring in economic management and obtained an executive master of business administration (EMBA) from the University of Electronic Science and Technology of China in June 2009. Mr. Shu is a senior engineer granted by the Electric Power Industry Bureau of Sichuan province in November 1998. Mr. Shu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. Liu Lei, aged 38, has been the vice president and chief financial officer of our Company since June 1, 2012, and the board secretary of our Company since October 2010. Mr. Liu served as the chief economist of our Company from October 2010 to June 1, 2012. Mr. Liu previously held various positions in Huadian, including the head of the financing management office of the capital operation and property management department from January 2007 to March 2010, cadre, deputy-director level staff and the deputy director of the secretary office of the president team from January 2003 to January 2007. He also served as a cadre and a head of the secretary office of Shandong Electric Power Corporation (山東電力集團公司) from March 2002 to January 2003 and a member of the Shandong Electric Power Research Institute Coal-Fire Power Branch (山東電力研究院熱能所) from July 1996 to March 2002. Mr. Liu obtained his bachelor's degree in thermal power plant and power engineering from Xi'an Jiaotong University in July 1996, and his master's degree (master of business administration (MBA)) from Baylor University's School of Business in May 2001. Mr. Liu is a senior engineer granted by Huadian in December 2007. Mr. Liu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

JOINT COMPANY SECRETARIES

Mr. Liu Lei, is one of the joint company secretaries. Mr. Liu has profound knowledge and understanding of the PRC power industry and abundant operational and management experience. For details of Mr. Liu's biography, please see “– Senior Management” above.

Ms. Mok Ming Wai, aged 40, an associate director of KCS Hong Kong Limited, which is a corporate secretarial and accounting service provider in Hong Kong, is our joint company secretary. Ms. Mok has over 15 years of professional and in-house experience in the company secretarial field. She is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom since December 2011. Ms. Mok currently serves as a joint company secretary of Shanghai Pharmaceuticals Holding Co., Ltd. (2607.HK), Huaneng Renewables Corporation Limited (958.HK), Haitong Securities Co., Ltd. (6837.HK), China Hanking Holdings Limited (3788.HK) and New China Life Insurance Company Limited (1336.HK) and the sole company secretary of Hongguo International Holdings Limited (1028.HK), Tenfu (Cayman) Holdings Company Limited (6868.HK) and SPT Energy Group Inc. (1251.HK).

BOARD COMMITTEES**Audit committee**

The Audit Committee consists of three Directors: Mr. Zhang Bai (independent non-executive Director), Mr. Yeung Pak Sing (independent non-executive Director) and Mr. Zong Xiaolei. Mr. Zhang Bai currently serves as the chairman of the Audit Committee. The primary responsibilities of the Audit Committee are to review and supervise our financial reporting process, which include, among other things:

- appointing and supervising the work of our independent auditors and pre-approving all non-audit services to be provided by our independent auditors;
- reviewing our annual and interim financial statements, earnings releases, critical accounting policies and practices used to prepare financial statements, alternative treatments of financial information, the effectiveness of our disclosure controls and procedures and important trends and developments in financial reporting practices and requirements;
- reviewing the planning and staffing of internal audits, the organization, responsibilities, plans, results, budget and staffing of our internal audit team and the quality and effectiveness of our internal controls;
- reviewing our risk assessment and management policies; and
- establishing procedures for the treatment of complaints received by us regarding accounting, internal accounting controls, auditing matters, potential violations of law and questionable accounting or auditing matters.

Remuneration and Assessment committee

The remuneration and assessment committee of the Company consists of three Directors: Mr. Zhou Xiaoqian (independent non-executive Director), Mr. Zhang Bai (independent non-executive Director) and Mr. Huang Shaoxiong. Mr. Zhou Xiaoqian currently serves as the chairman of the Company's remuneration and assessment committee. The primary responsibilities of the remuneration and assessment committee are to formulate the evaluation standards and conduct evaluation of the Directors and senior management, and to determine, and review the compensation policies and schemes for the Directors and senior management, including, among other things:

- approving and overseeing the total compensation package for the Directors and senior management, evaluating the performance of and determining and approving the compensation to be paid to senior management;
- reviewing and making recommendations to the Board with respect to the Directors' compensation; and
- reviewing and making recommendations to the Board regarding compensation philosophy, strategy and principles of Directors and senior management.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

Nomination committee

The nomination committee of the Company consists of three Directors: Mr. Zhou Xiaoqian (independent non-executive Director), Mr. Huang Xianpei and Mr. Yeung Pak Sing (independent non-executive Director). Mr. Zhou Xiaoqian currently serves as the chairman of the nomination committee. The primary responsibilities of the Company's nomination committee are to formulate the nomination procedures and standards for candidates for Directors and senior management, to conduct preliminary review of the qualifications and other credentials of the candidates for Directors and senior management.

Strategic Committee

The strategic committee of the Company consists of three Directors: Mr. Fang Zheng, Mr. Mao Xishu and Mr. Zhou Xiaoqian (independent non-executive Director). Mr. Fang Zheng currently serves as the chairman of the strategic committee. The primary responsibilities of the strategic committee are to formulate our overall development plans and investment decision-making procedures, including, among other things:

- reviewing the Company's long-term development strategies;
- reviewing the Company's strategic planning and implementing reports; and
- reviewing significant capital expenditure.

WAIVERS GRANTED BY THE STOCK EXCHANGE

Waiver from Rules 8.12 and 19A.15 of the Listing Rules

We have applied to the Stock Exchange for, and the Stock Exchange has agreed to grant, a waiver under Rule 8.12 and Rule 19A.15 in relation to the requirement of management presence in Hong Kong. For details of the waiver, please see the section headed "Waivers from Compliance with the Listing Rules – Management Presence."

Waiver from Rule 3.28 of the Listing Rules

We have applied to the Stock Exchange for, and the Stock Exchange has agreed to grant, a waiver under Rule 3.28 in relation to the requirement on the qualifications of a company secretary. For details of the waiver, please see the section headed "Waivers from Compliance with the Listing Rules – Appointment of Joint Company Secretaries."

COMPENSATION OF THE DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

For the three years ended December 31, 2009, 2010 and 2011, the aggregate amount of fees, salaries, allowances, discretionary bonus, pension-defined contribution plans and other benefits in kind (if applicable) paid by us to our Directors and Supervisors were approximately RMB2.911 million, RMB3.332 million and RMB3.340 million, respectively.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

Our Directors' and Supervisors' remuneration is determined with reference to salaries paid by comparable companies, their experience, their responsibilities and their performance.

The remuneration and benefits in kind (if applicable) received by the top five highest paid individuals (including Directors and Supervisors) for the three years ended December 31, 2009, 2010 and 2011 were approximately RMB3.078 million, RMB3.558 million and RMB3.373 million, respectively.

During the Track Record Period, no remuneration was paid by us to, or receivable by, our Directors, Supervisors or the five highest-paid individuals as an inducement to join or upon joining the Company. No compensation was paid by us to, or receivable by, our Directors, past Directors, our Supervisors, past Supervisors or the five highest-paid individuals for each of the Track Record Period for the loss of any office in connection with the management of the affairs of any subsidiary of our Company.

None of our Directors or Supervisors waived any remuneration for any of the last three years. Save as disclosed above, no other payments have been paid, or are payable, by us or any of our subsidiaries to our Directors, Supervisors or the five highest-paid individuals during the Track Record Period.

Under the remuneration policy of our Company, the remuneration and assessment committee will consider factors such as salaries paid by comparable companies, tenure, commitment, responsibilities and performance of our Directors, Supervisors and the senior management as the case may be, in assessing the amount of remuneration payable to our Directors, Supervisors and such employees. It is estimated that under the arrangements currently in force, the aggregate remuneration payable to the Directors and Supervisors for the year ending December 31, 2012, is estimated to be approximately RMB2.250 million and RMB0.720 million, respectively.

EMPLOYEES

As of December 31, 2011, we had 7,531 full-time employees. The following table sets forth a breakdown of our employees by business segment as of December 31, 2011:

Business segment	Numbers
Hydropower	3,529
Wind power	1,150
Coal-fired power	1,890
Others clean energy	806
Headquarters	156
Total	7,531

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

COMPLIANCE ADVISER

We have appointed CITIC Securities Corporate Finance (HK) Limited as our compliance adviser, pursuant to Rule 3A.19 and 19A.05 of the Listing Rules. The Company has entered into a compliance agreement with the compliance adviser, the material terms of which are as follows:

- (a) the Company appoints CITIC Securities Corporate Finance (HK) Limited as the compliance adviser for the purpose of Rule 3A.19 and 19A.05 of the Listing Rules for a period commencing on the date of Listing of the Shares on the Stock Exchange and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year after the date of Listing;
- (b) the compliance adviser will provide us certain services, including providing us with guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines in Hong Kong, and provide advice to the Company on the continuing requirements under the Listing Rules and applicable laws and regulations;
- (c) the compliance adviser will inform us as soon as reasonably practicable of any amendment or supplement to the Listing Rules announced by the Stock Exchange from time to time and any new or amended law, rule, code and guideline in Hong Kong applicable to us;
- (d) the compliance adviser will act as one of the Company's additional channels of communication with the Stock Exchange, if the Authorized Representatives are expected to be frequently outside Hong Kong;
- (e) the Company undertakes to indemnify the compliance adviser for certain actions against the losses incurred by the compliance adviser arising out of or in connection with (i) the performance by the compliance adviser of its duties under the agreement; (ii) any breach or alleged breach on the part of the Company of any of the provisions of this Agreement; or (iii) any default under or breach by the Company of any of the provisions of the Listing Rules and/or applicable laws, regulations, rules, codes and guidelines, provided that this indemnity shall not apply to any action or loss which is finally judicially determined to have been caused solely by the wilful default, fraud or gross negligence on the part of the compliance adviser; and
- (f) the Company shall have the right to terminate the appointment of the compliance adviser only if the work of the compliance adviser is of an unacceptable standard or if there is a material dispute over fees payable by the Company to the compliance adviser.

COMPLIANCE

The Company will comply with the revised Corporate Governance Code and Associated Listing Rules, which have been effective since January 1, 2012.