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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: 00991)

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 and misleading statements contained in, or material omissions from, this announcement, and severally and jointly accept the responsibility for the truthfulness, accuracy and completeness of the contents of this announcement.

This announcement is made pursuant to Rule 13.10(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (the "Listing Rules").

The eighth meeting of the eighth session of the Board (the "Meeting") of Datang International Power Generation Co., Ltd. (the "Company") was held at the meeting room of 5/F, InterContinental Hotel, No. 11 Financial Street, Xicheng District, Beijing, the People's Republic of China (the "PRC") on 25 March 2014 (Tuesday). The written notice of the Meeting was dispatched to all Directors on 11 March 2014. There were 15 Directors eligible for attending the Meeting and 12 of them attended the Meeting. Directors Mr. Chen Jinhang, Mr. Fang Qinghai and Mr. Cao Xin were unable to attend the Meeting in person due to business engagements, and they had authorised Directors Mr. Hu Shengmu and Mr. Cai Shuwen, respectively, to attend the Meeting and vote on their behalves. The Meeting was in compliance with the provisions stipulated in the "Company Law" and the "Articles of Association of Datang International Power Generation Co., Ltd." (the "Articles of Association") and was lawful and valid. Two supervisors of the Company were present at the Meeting. Mr. Wu Jing, the vice-chairman of the Company, presided over the Meeting. The following resolutions were approved unanimously by the attending Directors and their authorised proxies by way of voting by show of hands at the Meeting:

1. The “Report of the President” was considered and approved.

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

2. The “Report of the Board 2013” (including the Independent Directors’ Report on Work and the Performance Report of the Audit Committee) was considered and approved; and the same was agreed to be submitted to the 2013 annual general meeting for consideration.

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

3. The “Report of Final Accounts for the Year 2013” was considered and approved; and the same was agreed to be submitted to the 2013 annual general meeting for consideration.

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

4. The “2013 Profit Distribution Proposal” was considered and approved; and the same was agreed to be submitted to the 2013 annual general meeting for consideration.

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

As audited by Ruihua China CPAs (Special Ordinary Partnership) and RSM Nelson Wheeler, for the year ended 31 December 2013, net profit attributable to equity holders of the Company amounted to approximately RMB3,526.89 million under the PRC Accounting Standards and RMB3,528.78 million under International Financial Reporting Standards, respectively. The Company withdrew 10% of the net profit of the parent company under PRC Accounting Standards as statutory surplus reserve fund amounting to approximately RMB322.17 million for the year 2013.

The Company’s profit distribution proposal for the year 2013 is as follows:

Based on the Company’s total share capital (as at 31 December 2013, the Company’s total share capital was 13,310,037,578 shares), the Company proposes to distribute a dividend of RMB0.12 per share (tax included) to all shareholders and the total amount of the proposed dividends to be distributed is approximately RMB1,597.20 million.

5. The “Connected Transactions of the Company for the Year 2013” was considered and approved.

Voting results: 12 voted in favour, 0 voted against and 3 abstained.

Agreed on the “Connected Transactions of the Company for the Year 2013”. The Directors and independent Directors were of the view that the connected transactions conducted during 2013 were conducted on normal commercial terms and in the ordinary course of business of the Company, and the connected transactions were fair, reasonable and in the interests of the shareholders of the Company as a whole.

6. The “Explanation on the Appropriation of the Company’s Fund by a Controlling Shareholder and Other Connected Parties” was considered and approved.

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

Directors (including independent Directors) confirmed the audit findings, which was conducted by the Company’s auditors Ruihua China CPAs (Special Ordinary Partnership), in respect of the “Appropriation of the Company’s Funds by a Controlling Shareholder and Other Connected Parties”, and confirmed that there was no appropriation of the Company’s funds by the Company’s controlling shareholder and other connected parties for non-operating purpose during 2013.

7. The “Resolution on the 2013 Internal Control Evaluation Report and Audit Report of the Company” was considered and approved. The “Self-assessment Report on Internal Control in 2013” was agreed to be published by the Company.

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

8. The “Explanation on Publishing the ‘Social Responsibility Report of Datang International Power Generation Co., Ltd. for the Year 2013’” was considered and approved. The Social Responsibility Report of the Company for the Year 2013 was agreed to be published.

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

9. **The “Explanation on the Publication of 2013 Annual Report, Summary of the Annual Report and Results Announcement” were considered and approved. The 2013 Annual Report, Summary of Annual Report and Results Announcement of the Company were agreed to be published.**

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

10. **The “Resolution on the Appointment of Ruihua China CPAs (Special Ordinary Partnership) and RSM Nelson Wheeler as the Auditors of the Company” was considered and approved.**

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

The Board agreed to re-appoint Ruihua China CPAs (Special Ordinary Partnership) and RSM Nelson Wheeler Certified Public Accounts (Hong Kong) as certified public accountants for carrying out the domestic and overseas auditing work of the Company, respectively, for the year 2014. The appointment term is one year.

The Board agreed to submit the above-mentioned resolution to the 2013 annual general meeting for shareholders’ consideration.

11. **The “Resolution on Entrusted Loan Within the Company” was considered and approved.**

Voting results: 12 voted in favour, 0 voted against and 3 abstained

- (1) The Board approved the Company to grant a revolving entrusted loan through commercial banks or China Datang Finance Co., Ltd. with an amount not exceeding RMB500 million to Sichuan Datang International Ganzi Hydropower Generation Development Co., Ltd. (“Ganzi Hydropower Company”), a subsidiary of the Company. The entrusted loan shall principally be used for the construction of the Changheba Hydropower Station and Huangjinping Hydropower Station projects of Ganzi Hydropower Company.
- (2) The Directors (including independent Directors) were of the view that the aforesaid transaction was conducted on normal commercial terms and in the ordinary course of business of the Company, and the relevant transaction was fair, reasonable and in the interests of the shareholders of the Company as a whole.
- (3) As the abovementioned arrangement of the entrusted loan constituted a connected transaction of the Company according to the Listing Rules, connected Directors Chen Jinhang, Hu Shengmu and Fang Qinghai have abstained from voting of this resolution.

The Company will issue a separate announcement after the relevant agreement is entered into.

12. The “Resolution on Impairment of Yitai H Shares, the Available-for-sale Financial Assets” was considered and approved.

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

The Board approved the provision of impairment for the investment in the H Shares of Inner Mongolia Yitai Coal Co., Ltd. (內蒙古伊泰煤炭股份有限公司) in accordance with the Accounting Standards for Business Enterprises and other relevant requirements. The provision of impairment amounted to RMB241,476,125.03 and the profit of the Company for 2013 is expected to be reduced by RMB241,476,125.03 while the net profit attributable to the parent company of the Company for 2013 is expected to be reduced by RMB241,476,125.03.

For details, please refer to the relevant announcement issued by the Company on the same day.

13. The “Resolution on the Correction of Accounting Errors” was considered and approved.

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

(1) Pursuant to the request of the National Audit Office (Audit Enterprise Decision [2013] No. 427) and the State Administration of Taxation (SAT Office Letter [2013] No. 427), the Company made retrospective adjustments to the opening balances of the financial statements for 2013 by reducing the opening balances of total assets, total liabilities, undistributed profits and minority interests by RMB32.1566 million, RMB54.7768 million, RM68.4420 million and RMB18.4914 million, respectively.

(2) The Directors (including independent Directors) were of the view that the correction of accounting errors is appropriate and is conducive to the increase in the quality of accounting information, and in compliance with the requirements of the Accounting Standards for Business Enterprises issued by the PRC, and objectively and truly reflects the adjustments made to the Company’s major accounting errors without prejudice to the legitimate interests of the Company and all of its shareholders.

For details, please refer to the relevant announcement issued by the Company on the same day.

14. The “Resolution on Making Capital Contribution to Datang Finance Lease Company Limited” was considered and approved.

Voting results: 12 voted in favour, 0 voted against and 3 abstained

- (1) The Board approved the Company to make additional capital contribution of RMB200 million to Datang Finance Lease Company Limited (“Finance Lease Company”) in proportion to its equity holding. After making the additional capital contribution, the equity holding of the Company in Finance Lease Company remains at 20%.
- (2) The Directors (including independent Directors) were of the view that the above capital contribution was conducted on normal commercial terms and in the ordinary course of business of the Company, and the relevant transaction was fair, reasonable and in the interests of the shareholders of the Company as a whole.
- (3) As the above additional capital contribution will constitute a connected transaction of the Company, connected Directors, Chen Jinhang, Hu Shengmu and Fang Qinghai have abstained from voting of this resolution.

The Company will issue a separate announcement after the relevant agreement is entered into.

15. The “Resolution on Equity Participation in Fuzhou Power Generation Company by Electricite De France” was considered and approved.

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

- (1) The Board approved Jiangxi Datang International Fuzhou Power Generation Co., Ltd. (“Fuzhou Power Generation Company”), a current wholly-owned subsidiary of the Company, to bring in EDF (China) Investment Co., Ltd. (“EDF China”) by way of capital contribution and expansion of equity base, and EDF China will participate in the project construction and operation of Fuzhou Power Generation Company;
- (2) EDF China will make capital contribution of RMB1,017.69184 million in Fuzhou Power Generation Company and 49% of the equity interest of Fuzhou Power Generation Company will be owned as to by EDF China in return; the amount of such capital contribution is based on the assessed value of Fuzhou Power Generation Company plus a premium, and is determined after negotiation by the parties to the agreement;
- (3) In accordance with the ultimate registered capital of Fuzhou Power Generation Company of RMB1,811.616 million, the Company contemplates to make additional capital contribution of RMB239.92416 million to Fuzhou Power Generation Company before 31 December 2015 according to its holding of Fuzhou Power Generation Company after the current capital contribution (i.e., 51%);

- (4) Upon the completion of the current capital contribution, the equity structure of Fuzhou Power Generation Company will be adjusted as: 51% of its equity interest to be held by the Company and 49% of its equity interest to be held by EDF China.

The Company will issue a separate announcement after the relevant agreement is entered into.

16. The “Proposal on Proposing to the General Meeting to Grant a Mandate to the Board to Determine the Issuance of New Shares of Not More Than 20% of Each Class of Shares” was considered and approved; and the same be submitted to the 2013 annual general meeting for consideration.

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

The Board agreed to request the general meeting to grant the following mandates to the Board:

- (1) To propose, subject to the requirements of item (2) of this resolution, to generally and unconditionally authorise the Board to, within 12 months from the date of approval of this resolution at the Company’s general meeting, exercise all rights of the Company to authorise, allot or issue, either separately or concurrently, 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.
- (2) Pursuant to the approval of item (1) of this resolution, the Board may authorise, allot or issue, either separately or concurrently, A shares and H shares with the respective numbers of A shares and H shares to be authorised, allotted or issued, either separately or concurrently, not more than 20% of the respective number of the issued A shares and H shares of the Company.
- (3) Subject to the restrictions of items (1) and (2) of this resolution, the Board may, within the given limits, determine the respective numbers of A shares and H shares to be authorised, allotted or issued, either separately or concurrently.
- (4) Subject to the restrictions of items (1), (2) and (3) of this resolution and according to the Company’s actual condition of the authorisation, allotment or issue of new A shares and new H shares, either separately or concurrently, the Board may increase the registered capital of the Company and make corresponding amendments to Articles 18 and 21 to the “Articles of Association of Datang International Power Generation Co., Ltd.”.

17. The “Explanation on the Convening of the 2013 Annual General Meeting” was considered and approved, and the Company will convene the 2013 Annual General Meeting before 30 June 2014.

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

Since the above-mentioned resolutions numbered 2, 3, 4, 10 and 16 shall be submitted to the general meeting for shareholders’ consideration and approval, the Company will issue a notice of the 2013 Annual General Meeting as and when appropriate.

By Order of the Board
Zhou Gang
Secretary to the Board

Beijing, the PRC, 25 March 2014

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

*Chen Jinhang, Hu Shengmu, Wu Jing, Fang Qinghai, Zhou Gang,
Li Gengsheng, Cao Xin, Cai Shuwen, Liu Haixia, Guan Tiangang,
Dong Heyi*, Ye Yansheng*, Li Hengyuan*, Zhao Jie*, Jiang Guohua**

** Independent non-executive directors*