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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**

### **RESOLUTIONS OF THE BOARD OF DIRECTORS**

#### **Special Notice:**

The board of directors (the “**Board**”) and all directors of the Company (the “**Directors**”) 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 13.10B of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

The thirty-first meeting of the eighth session of the Board of Datang International Power Generation Co., Ltd, (the “**Company**”) was convened at 10:30 a.m. on Friday, 26 February 2016, at Summer Room of 2/F, The Westin Beijing Financial Street, No. 9B Financial Street, Xicheng District, Beijing. The written notice of the meeting was dispatched on 5 February 2016. There were 15 Directors eligible for attending the meeting and 12 of them attended the meeting. Directors, namely Mr. Chen Jinhang, Mr. Hu Shengmu and Mr. Cao Xin, were unable to attend the meeting in person due to business engagement, and they have authorised Directors, namely Mr. Wu Jing, Mr. Wu Jing and Mr. Cai Shuwen, to attend the meeting and vote on their behalf respectively. The convening of 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. Four supervisors of the Company were present at the meeting. Mr. Wu Jing, the Vice-Chairman of the Board, presided at the meeting. The following

resolutions were approved unanimously by the attending Directors or their authorised proxies by way of voting by a show of hands at the meeting:

**1. The “Resolution on the Proposal in Relation to the Adjustments in the Specialised Committee of the Company’s Board” was considered and approved**

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

1. Agreed to appoint Mr. Zhu Shaowen as a member of the strategic development and risk control committee, while Mr. Yang Wenchun ceases to be a member of these committees;
2. After the adjustment, the constitution of the specialised committee of the Board is as follows:

The strategic development and risk control committee (consisting of 7 members)

Convenor : Luo Zhongwei (independent director)

Members : Jiang Fuxiu (independent director), Wu Jing, Liang Yongpan, Liu Haixia, Cao Xin, Zhu Shaowen

**2. The “Resolution on the Franchising of Desulfurisation System of Datang Environment Company Appointed by Fuzhou Power Generation Company” was considered and approved**

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

1. Agreed that Datang Environment Industry Group Co., Ltd. (“**Datang Environment Company**”) (or its subsidiaries and branches) to carry out franchising in respect of the flue gas desulfurisation system of Jianxi Datang International Fuzhou Power Generation Co., Ltd (“**Fuzhou Power Generation Company**”), a subsidiary of the Company;
2. Agreed that the franchise period is the same as the operating period of the power generation facilities at which the franchise project is located. Since the term of the Franchising Contract is expected to exceed three years, the transaction will be re-considered and re-reported every three years in accordance with the relevant requirements of the listing rules of the places where the Company is listed (if applicable);

3. Within the franchise period, Datang Environment Company (or its subsidiaries and branches) will be entitled to the desulfurisation tariff and the relevant national preferential policies while water, electricity, steam and compressed air and other expenses resulting from the operation of desulfurisation assets will be payable by Datang Environment Company (or its subsidiaries and branches) to Fuzhou Power Generation Company. The estimated expenses on tariff incurred for the Contemplated Franchising Projects (tax exclusive) for the period from March to December 2016 and the two years ending 31 December 2018 are expected to amount to approximately RMB124.5 million, RMB129 million and RMB129 million respectively; the annual income of water, electricity, steam and compressed air (tax exclusive) is expected to amount to approximately RMB28.248 million, RMB24.844 million and RMB24.844 million, respectively;
4. If applicable, the Company will put forward the relevant proposal, when aggregated with previous transactions, to the general meeting for shareholders' approval pursuant to the requirements of listing rules of the places where the Company is listed, and authorise the secretary to the Board to issue notice of general meeting in due course.

The Company will dispatch separate announcement after the abovementioned agreement is entered into.

### **3. The “Resolution on the Purchase of Office Buildings by Datang Tongzhou Technology Company Limited” was considered and approved**

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

Agreed that Datang Tongzhou Technology Company Limited (“**Tongzhou Company**”), a wholly-owned subsidiary of the Company, to purchase the seventh and eighth floor (gross floor area of 3,490.19m<sup>2</sup>) of the north building of Beijing Wealth Center of Galaxy (北京銀河財智中心) commercial building developed by Beijing Shangshan Hengsheng Real Estate Co., Ltd. (北京上善恒盛置業有限公司) (“**Shangshan Hengsheng**”) at a consideration of not exceeding RMB120,000,000 as its office. The expenses of purchasing the buildings included the costs of offices on the seventh and eighth floor with the shared areas of the canteen on the first underground floor, and shall be settled by Tongzhou Company using the internal funds;

The Company will dispatch separate announcement after the abovementioned agreement is entered into.

The Directors (including independent Directors) were of the view that the abovementioned second and third transactions were conducted on normal commercial terms and in the ordinary course of business of the Company, and was fair, reasonable and in the interests of the shareholders of the Company as a whole;

Datang Environment Company and Shangshan Hengsheng are connected persons of the Company pursuant to the listing rules of the places where the Company was listed. The abovementioned second and third transactions constitute connected transactions of the Company and connected Directors Chen Jinhang, Hu Shengmu, and Liang Yongpan have abstained from voting for the two resolutions mentioned above.

Announcement is hereby given.

By Order of the Board  
**Ying Xuejun**  
Company Secretary

Beijing, the PRC, 26 February 2016

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

*Chen Jinhang, Hu Shengmu, Wu Jing, Liang Yongpan, Ying Xuejun, Cao Xin, Cai Shuwen, Liu Haixia, Guan Tiangang, Zhu Shaowen, Jiang Guohua\*, Feng Genfu\*, Luo Zhongwei\*, Liu Huangsong\*, Jiang Fuxiu\**

\* *Independent non-executive Directors*