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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 RESOLUTION 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 Rules 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 thirty-third meeting of the eighth session of the Board (the “**Meeting**”) of Datang International Power Generation Co., Ltd., (the “**Company**”) was convened at 9:30 a.m. on Tuesday, 29 March 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 15 March 2016. There were 15 Directors eligible for attending the Meeting and 12 of them attended the Meeting. Directors, namely Hu Shengmu, Wu Jing and Cao Xin were unable to attend the Meeting in person due to business engagement, and they have authorised Directors Liang Yongpan, Liang Yongpan and 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. Chen Jinhang 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 “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 2015” (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 2015 annual general meeting for consideration and approval.

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

3. The “Resolution in Relation to the Report of Final Accounts for the Year 2015” was considered and approved; and the same was agreed to be submitted to the 2015 annual general meeting for consideration and approval.

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

4. The “Resolution in Relation to the 2015 Profit Distribution Proposal” was considered and approved; and the same was agreed to be submitted to the 2015 annual general meeting for consideration and approval.

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

As audited by Ruihua China CPAs (Special General Partnership) and RSM Nelson Wheeler Certified Public Accountants (Hong Kong), for the year ended 31 December 2015, net profit attributable to equity holders of the Company amounted to approximately RMB2,809.03 million under the PRC Accounting Standards and RMB2,787.74 million under the International Financial Reporting Standards, respectively. The Company withdrew 10% of the net profit of the parent company under the PRC Accounting Standards as statutory surplus reserve fund amounting to approximately RMB457.15 million for the year 2015.

The Company’s profit distribution proposal for the year 2015 is as follows:

Based on the Company’s total share capital (as at 31 December 2015, the Company’s total share capital was 13,310,037,578 shares), the Company proposes to distribute a dividend of RMB0.17 (tax inclusive) to all shareholders and the total amount of the proposed dividend to be distributed is approximately RMB2,262.71 million.

5. The “Resolution in Relation to the Connected Transactions of the Company for the Year 2015” was considered and approved

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

The Board agreed on the “Resolution in Relation to the Connected Transactions of the Company for the Year 2015”. The Directors (including independent Directors) were of the view that the connected transactions conducted during 2015 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 “Resolution in Relation to the Appropriation of the Company’s Fund by a Substantial Shareholder and Other Connected Parties” was considered and approved

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

The Directors (including independent Directors) agreed on the “Specific Auditing Report on the Table of Summary Regarding Non-operating Appropriation of Funds of Datang International Power Generation Co., Ltd. and Flows of Other Connected Funds”, which was conducted by the Company’s auditors Ruihua China CPAs (Special General Partnership), 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 purposes during 2015.

7. The “Resolution in Relation to the Provision of Guarantees for the Financing of Inner Mongolia Duolun Coal Chemical (內蒙古多倫煤化工) and Inner Mongolia Xilin Haote Mining (內蒙古錫林浩特礦業)” was considered and approved

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

1. The Board agreed the Company to provide a financing guarantee for Datang Inner Mongolia Duolun Coal Chemical Company Ltd. (大唐內蒙古多倫煤化工有限責任公司) (“**Duolun Coal Chemical**”) of no more than RMB4.08 billion according to the shareholding ratio. Relevant proceeds raised from the financing will be used to replace internal entrusted loans of the Company that shall fall due and to replenish the working capital of Duolun Coal Chemical;
2. The Board agreed the Company to provide a financing guarantee for Mongolia Datang International Xilin Haote Mining Company Ltd. (內蒙古大唐國際錫林浩特礦業有限公司) (“**Xilin Haote Mining**”) of no more than RMB2.7 billion according to the shareholding ratio. Relevant proceeds raised from the financing will be used to replace internal entrusted loans of the Company that shall fall due and to replenish the working capital of Xilin Haote Mining;

3. Given the gearing ratios of the abovementioned guaranteed companies all exceeded 70%, pursuant to the listing rules of the Shanghai Stock Exchange, the above proposal of guarantee was agreed to be submitted to the general meeting for approval.

Upon the signing of the relevant contracts mentioned above, the Company will publish further announcement.

8. The “Resolution in Relation to the Business of Finance Lease for the Company’s Unit” was considered and approved

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

The Board agreed the Company’s unit and financial leasing companies (except the financial leasing companies indirectly or directly owned by China Datang Corporation (“CDC”)) to develop the business of direct lease or sale-leaseback financing in 2016 with the aggregate principal of the finance lease amounted to less than RMB3 billion.

Upon the signing of the relevant finance lease agreements, the Company will publish further announcement in accordance with the relevant requirements.

9. The “Resolution in Relation to the Registration of Debt and Financing Instruments of Non-financial Firm” was considered and approved

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

1. The Board agreed the Company to register debt and financing instruments (DFI) of non-financial firm within 12 months from the date of approval of this resolution at the general meeting, and to flexibly issue the DFI within the valid period of registration in accordance with the actual condition of the Company;
2. The Board agreed to authorize any two of the directors or management of the Company to deal with all relevant matters concerning this registration of debt and financing instruments (DFI) of non-financial firm and the possible subsequent issuance.

The Board agreed to submit the above-mentioned resolution to the 2015 annual general meeting for consideration and approval.

- 10. The “Resolution in Relation to the Explanation on the Publication of 2015 Annual Report” was considered and approved. The 2015 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

- 11. The “Resolution in Relation to the Appointment of Accountants” was considered and approved**

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

The Board agreed the Company to re-appoint Ruihua China CPAs (Special Ordinary Partnership) and RSM Nelson Wheeler Certified Public Accounts (Hong Kong) as domestic and overseas auditors, respectively, for the year 2016 with a term of one year.

The Board agreed to submit the above-mentioned resolution to the 2015 annual general meeting for consideration and approval.

- 12. The “Resolution in Relation to the 2015 Internal Control Evaluation Report and Audit Report of the Company” was considered and approved. The “Assessment Report on Internal Control in 2015” was agreed to be published by the Company.**

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

- 13. The “Resolution in Relation to Publishing the Social Responsibility Report of Datang International Power Generation Co., Ltd. for the Year 2015” was considered and approved. The Social Responsibility Report of the Company for the Year 2015 was agreed to be published by the Company.**

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

14. 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.

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 allot or issue, either separately or concurrently, A shares and H shares and execute or grant any offers, agreements and arrangements which may require the exercise of such rights;
- (2) Subject to the approval of item (1) of this resolution, the Board may allot or issue, either separately or concurrently, A shares and H shares with the respective numbers of A shares and H shares to be allotted or issued, either separately or concurrently, not more than 20% of the respective number of the outstanding A shares and H shares of the Company;
- (3) Subject to the requirements 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 allotted or issued, either separately or concurrently;
- (4) Subject to the requirements 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 of the “Articles of Association of Datang International Power Generation Co., Ltd.”.

The Board agreed to submit the above-mentioned proposal to the 2015 annual general meeting for consideration and approval.

15. The “Explanation on the Convening of the 2015 Annual General Meeting” was considered and approved

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

The Board of the Company will convene the 2015 annual general meeting before 30 June 2016.

The above-mentioned resolutions numbered 2, 3, 4, 7, 9, 11 and 14 shall be submitted to the 2015 annual general meeting for shareholders’ consideration.

Since the exact time of convening the 2015 annual general meeting has not been confirmed yet, the Board has authorised the Secretary to the Board to issue the annual general meeting notice in due course upon confirmation of the time for the annual general meeting and other details.

Announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 29 March 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*