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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 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-fourth meeting (the “**Meeting**”) of the eighth session of the Board of Datang International Power Generation Co., Ltd. (“**Datang Power**” or the “**Company**”) was conducted by way of written resolution on 27 April 2016 (Wednesday). There were 15 Directors eligible for attending the Meeting and 15 of them attended the Meeting. The Meeting was held in compliance with the provisions stipulated in the “Company Law” and the “Articles of Association of Datang International Power Generation Co., Ltd.” and was lawful and valid. The following resolutions were approved unanimously by the attending Directors at the Meeting:

1. THE “EXPLANATION OF THE 2016 FIRST QUARTERLY REPORT” WAS CONSIDERED AND APPROVED

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

It is agreed that the Company publishes the 2016 first quarterly report.

2. THE “RESOLUTION IN RELATION TO THE SIGNING OF THE FRAMEWORK AGREEMENT IN RELATION TO THE REORGANISATION OF COAL-TO-CHEMICAL SEGMENT AND RELATED PROJECTS WITH CHINA DATANG CORPORATION (《關於與中國大唐集團公司就煤化工及相關項目簽訂重組框架協定的議案》)” WAS CONSIDERED AND APPROVED

Voting results: 11 voted in favour, 0 voted against and 4 abstained

- (1) It is agreed that the Company to enter into the Framework Agreement in relation to the reorganisation of coal-to-chemical segment and related projects with China Datang Corporation (“CDC”);
- (2) Directors, including independent Directors, are of the view that the signing of the above-mentioned Framework Agreement is conducted in the ordinary course of business of the Company on normal commercial terms; relevant transactions are fair, reasonable and in the interests of the Company and its shareholders as a whole;
- (3) Pursuant to the listing rules of places in which the Company is listed, CDC is a connected party of the Company. The above-mentioned matter constitutes a connected transaction of the Company. Chen Jinhang, Hu Shengmu, Wu Jing and Liang Yongpan, the connected Directors, have abstained from voting on the resolution.

For details of the above-mentioned matters, please refer to the relevant announcement(s) of the Company published on the same date.

Announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 27 April 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*