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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)

**INSIDE INFORMATION
AND
FRAMEWORK AGREEMENT IN RELATION TO
REORGANISATION OF
COAL-TO-CHEMICAL BUSINESS SEGMENT**

REORGANISATION FRAMEWORK AGREEMENT

This announcement is made by Datang International Power Generation Co., Ltd. (the “**Company**”) pursuant to the Inside Information Provisions (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and Rule 13.09(2)(a) of the Listing Rules.

The board of directors of the Company (the “**Board**”) announces that, on 27 April 2016, the Company entered into the Framework Agreement for Reorganisation of Coal-to-chemical Business Segment and Related Projects (the “**Reorganisation Framework Agreement**”) with China Datang Corporation (“**CDC**”) for the continuous development of reorganisation of the coal-to-chemical business segment and related projects of the Company (the “**Reorganisation**”).

The Reorganisation is subject to further execution of a formal transaction agreement. As at the date of this announcement, CDC is the controlling shareholder of the Company, which together with its subsidiaries hold 34.77% of the issued share capital of the Company. Pursuant to Chapter 14A of the Listing Rules, CDC is a connected person of the Company. If the formal transaction agreement is entered into and the Reorganization materializes, it may constitute a notifiable and connected transaction of the Company under Chapters 14 and 14A of the Listing Rules. The Company will issue further announcement(s) in relation to the Reorganisation in accordance with the requirements of the Listing Rules upon execution of relevant agreement as and when appropriate.

This announcement is made by the Company pursuant to the requirements of the Inside Information Provisions and Rule 13.09(2)(a) of the Listing Rules.

On 29 March 2016, the Company entered into a termination agreement to the reorganisation framework agreement with China Reform Holdings Corporation Ltd. (“**China Reform Corporation**”). For details, please refer to the relevant announcement issued by the Company dated 29 March 2016.

On 27 April 2016, the Company entered into the Reorganisation Framework Agreement with CDC, its controlling shareholder, for the continuous development of reorganisation of the coal-to-chemical business segment and related projects of the Company.

I. Reorganisation Framework Agreement

Date: 27 April 2016

Parties: The Company, CDC

II. Major Terms of the Reorganisation Framework Agreement

1. Scope of reorganisation

The investment projects in coal-to-chemical and related businesses of the Company and its subordinated enterprises include: Coal-to-chemical and ancillary facilities and affiliated projects of Datang Energy and Chemical Company Limited (For example: Datang Inner Mongolia Duolun Coal Chemical Company Limited, Inner Mongolia Datang International Keshiketeng Coal-based Gas Company Limited, Liaoning Datang International Fuxin Coal-to-gas Company Ltd, Datang Hulunbeier Chemical Fertiliser Co., Ltd. and other ancillary facilities and affiliated projects) as well as respective projects of Inner Mongolia Datang International Xilinhaote Mining Co., Ltd and Inner Mongolia Datang International Xilinhaote Brown Coal Integrated Development Company Limited.

2. Form of Reorganisation

- (1) CDC will establish a coal-to-chemical segment platform company (“**Platform Company**”). and by acquisition of assets and/or equity interests, the Platform Company will obtain the assets or equity interests of related projects within the scope of Reorganisation.
- (2) The transaction price will be negotiated and determined pursuant to the PRC laws, regulations and the relevant requirements of the relevant government departments and based on the audit and assets evaluation result.

3. Audit and Valuation

The benchmark date for audit and valuation was set at 31 March 2016.

4. Transitional Arrangement

- (1) During the period from the date of the signing of the Reorganisation Framework Agreement to the date of completion, the Company will be responsible for matters such as production, operation, safety and stability during the transitional period. The Company will temporarily suspend the personnel changes, employment relationship, significant change of assets, significant capital expenditure and significant business adjustments of related enterprises and projects within the scope of Reorganisation. During the period mentioned above, changes in significant matters involved shall be subject to the consent of CDC.
- (2) Both parties agreed to promote the advancement of the Reorganisation matters, obtain all internal and external approval and authorization of the matters mentioned in the Reorganisation Framework Agreement and achieve the signing of relevant documents by the Company with the Platform Company and/or CDC as and when appropriate pursuant to applicable regulations and policies of the PRC in effect.

5. Other matters

The Reorganisation Framework Agreement will be terminated if no specific formal transaction agreement regarding the Reorganisation is entered into within 12 months from the effective date of the Reorganisation Framework Agreement (27 April 2016).

III. Introduction of the parties

The registered capital of CDC was approximately RMB18.009 billion. CDC is principally engaged in the development, investment, construction, operation and management of power and energy, organization of power (thermal) production and sales; manufacturing, repair, maintenance and testing of power equipment; power technology development and consultation; power engineering, contracting and consultation of environmental power engineering; development of new energy; self-operation and agency in the import and export of various commodities and technologies.

IV. Effect of Entering into of the Reorganisation Framework Agreement on the Company

Entering into the Reorganisation Framework Agreement will be beneficial to the optimisation of the Company's business structure, facilitate the adjustment of corporate development strategy and augment the core competitiveness of the Company. It will also help solidify the competitive edge of the Company's main business of power generation and create an upgraded power generation industry, thereby enhancing the Company's profitability as well as operating results in the future, thus generating better returns for the Company and the shareholders.

- V. The Reorganisation is subject to execution of a formal transaction agreement. As at the date of this announcement, CDC is the controlling shareholder of the Company, which together with its subsidiaries hold 34.77% of the issued share capital of the Company. Pursuant to Chapter 14A of the Listing Rules, CDC is a connected person of the Company. If the formal transaction agreement is entered into and the Reorganization materializes, it may constitute a notifiable and connected transaction of the Company under Chapters 14 and 14A of the Listing Rules. The Company will issue further announcement(s) upon execution of relevant agreement as and when appropriate in accordance with the requirements of the Listing Rules. The Company will closely monitor the progress of the abovementioned matters and perform its information disclosure obligation in a timely manner.**

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

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*