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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-fifth meeting (the “**Meeting**”) of the eighth session of the Board of Datang International Power Generation Co., Ltd. (the “**Company**”) was held in written meeting on 8 June 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” (the “**Company Law**”) and the “Articles of Association of Datang International Power Generation Co., Ltd.” (the “**Articles of Association**”) and was lawful and valid. The following resolutions were approved unanimously by the attending Directors at the Meeting:

1. “RESOLUTION ON THE ELECTION OF A NEW SESSION OF THE BOARD” WAS CONSIDERED AND APPROVED

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

Since the term of office of the eighth session of the Board of the Company will expire on 30 June 2016, pursuant to the relevant requirements under the Company Law and the Articles of Association, and according to the recommendation

of the Board of the Company and relevant shareholder units, as well as the review by the nomination committee of the Board on the competency and qualifications of the relevant staff, the Board agreed with the nominations of Chen Jinhang, Liu Chuandong, Wang Xin, Liang Yongpan, Ying Xuejun, Liu Haixia, Guan Tiangang, Cao Xin, Zhao Xianguo and Zhu Shaowen as candidates of non-independent Directors of the ninth session of the Board; the nominations of Feng Genfu, Luo Zhongwei, Liu Huangsong and Jiang Fuxiu as candidates of independent Directors of the ninth session of the Board; the submission of the above-mentioned matters regarding the election of a new session of the Board to the 2015 annual general meeting (“AGM”) for consideration and approval. Pursuant to the resolution of the supervisory committee, the election of a new session of the supervisory committee will be submitted to the AGM for consideration and approval simultaneously.

Independent Directors can only be submitted to the AGM for consideration after review and approval by the Shanghai Stock Exchange.

For biographies of the above-mentioned 14 candidates of the Directors, please refer to the notes to the “Amendments to Notice of Annual General Meeting and Supplemental Notice of 2015 Annual General Meeting of Datang International Power Generation Co., Ltd.” to be published by the Company on the same date.

The independent Directors of the Company are of the view that the procedures of appointments and discharges, and that of nominations of the Directors of the Company are in compliance with the relevant requirements such as the Company Law and the Articles of Association. The nominees possess relevant professional knowledge and capabilities regarding policy supervision and coordination, and their qualifications of appointment are in compliance with the relevant laws and regulations such as the Company Law and the Articles of Association.

The declarations of the nominators of the independent Directors and the declarations of the candidates of the independent Directors will be disclosed on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) on the same date.

According to the rule 3.10A of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”), the independent non-executive directors of a listed issuer must represent at least one-third of its board of directors. As there is still one vacancy for the position of the independent non-executive Director for the new session of the Board, the number of independent non-executive Directors will fall below one-third of the Board after the expiration of the term of the eighth session of the Board on 30 June 2016. As a result, it is anticipated that the number of independent non-executive Directors is not likely to meet the relevant requirements of the Articles of Association and the Listing Rules after the expiration of the term of the eighth session of the Board. The Company will select relevant candidates as soon as practicable in order to further optimize the composition of the Board. The Company will issue further announcement in this respect in accordance with the requirements of the Listing Rules as and when appropriate.

2. **“RESOLUTION ON PURCHASE OF COAL FROM DATANG ELECTRIC POWER FUEL COMPANY LIMITED BY JIANGXI DATANG INTERNATIONAL FUZHOU POWER GENERATION COMPANY LIMITED”** (《關於江西大唐國際撫州發電有限責任公司向大唐電力燃料有限公司採購煤炭的議案》) **WAS CONSIDERED AND APPROVED**

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

It is agreed that Jiangxi Datang International Fuzhou Power Generation Company Limited (“**Fuzhou Power Generation Company**”) enters into the “Coal Purchase and Sale Framework Agreement” with Datang Electric Power Fuel Company Limited (“**Datang Fuel Company**”) for a term commencing from the date on which the agreement is signed to 31 December 2016; during the term of the agreement, Fuzhou Power Generation Company would purchase coal for production purpose from Datang Fuel Company, with an aggregate transaction amount of approximately RMB700 million (the cap).

For details of the above-mentioned matter in respect of the purchase and sale of coal, please refer to the relevant announcement published by the Company on the same date.

Pursuant to the listing rules of the place where the Company is listed, relevant matters of the above-mentioned resolution No.2 constitute connected transactions of the Company and connected Directors have abstained from voting for the above-mentioned resolutions. The independent Directors of the Company concur with the above-mentioned resolution and are of the view that the above-mentioned transaction is conducted on normal commercial terms and in the ordinary course of business of the Company, and is fair, reasonable and in the interests of the shareholders of the Company as a whole.

The above-mentioned resolution No.1 is subject to the submission to the AGM of the Company for shareholders’ consideration and approval.

Announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 8 June 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*