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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)

**RESOLUTIONS OF THE BOARD OF DIRECTORS
APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN OF
THE BOARD OF DIRECTORS AND CHANGES IN MEMBERS
OF THE STRATEGIC DEVELOPMENT AND RISK CONTROL
COMMITTEE, AUDIT COMMITTEE, REMUNERATION AND
APPRAISAL COMMITTEE AND NOMINATION COMMITTEE**

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.

The first meeting (the “**Meeting**”) of the ninth session of the Board of Datang International Power Generation Co., Ltd. (the “**Company**”) was convened by way of written resolution on 19 July 2016 (Tuesday). There were 14 Directors eligible for attending the Meeting and 14 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 at the Meeting:

I. “THE RESOLUTION ON THE ELECTION OF THE CHAIRMAN AND VICE CHAIRMAN OF THE NINTH SESSION OF THE BOARD” WAS CONSIDERED AND APPROVED

Voting results: 14 voted in favour, 0 voted against and 0 abstained

It has been approved that Mr. Chen Jinhang and Mr. Wang Xin shall be appointed to serve as the chairman and the vice chairman of the ninth session of the Board of the Company, respectively. Their term of office commenced from 1 July 2016 to 30 June 2019.

For the biographies of Mr. Chen Jinhang and Mr. Wang Xin, please refer to the notes of the announcement titled “Resolutions Passed at the 2015 Annual General Meeting” dated 30 June 2016 published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.dtpower.com).

II. “THE RESOLUTION ON THE AMENDMENTS TO THE TERMS OF REFERENCE OF STRATEGIC DEVELOPMENT AND RISK CONTROL COMMITTEE” WAS CONSIDERED AND APPROVED

Voting results: 14 voted in favour, 0 voted against and 0 abstained

It has been agreed that the amended terms of reference of strategic development and risk control committee shall be as follows:

The original Article 3 shall be amended to “The strategic development and risk control committee (the “**SDRC Committee**” or the “**Committee**”) comprises five to eight Directors, which shall include at least one independent Director”; the original Article 5 shall be amended to “The SDRC Committee shall have a convener (chairman) and a vice convener (vice chairman), who shall be served by the chairman or a committee member designated by the chairman of the Company, respectively, and be in charge of the work of the Committee”.

III. “THE RESOLUTION ON THE ADJUSTMENTS TO THE SPECIALISED COMMITTEES” WAS CONSIDERED AND APPROVED

Voting results: 14 voted in favour, 0 voted against and 0 abstained

It has been approved that the constitution of the specialised committees of the Board shall be as follows after adjustments:

- (I) The strategic development and risk control committee (consisting of eight Directors, which shall include at least one independent Director)

Convener: Chen Jinhang

Vice Convener: Luo Zhongwei (Independent Director)

Members: Feng Genfu (Independent Director), Wang Xin, Liang Yongpan, Liu Haixia, Cao Xin, Zhu Shaowen

- (II) The audit committee (consisting of five Directors with a majority of independent Directors)

Convenor: Jiang Fuxiu (Independent Director)

Members: Luo Zhongwei (Independent Director), Feng Genfu (Independent Director), Guan Tiangang, Liu Chuandong

- (III) The remuneration and appraisal committee (consisting of five Directors with a majority of independent Directors)

Convener: Luo Zhongwei (Independent Director)

Members: Jiang Fuxiu (Independent Director), Liu Huangsong (Independent Director), Ying Xuejun, Zhao Xianguo

- (IV) The nomination committee (consisting of five Directors with a majority of independent Directors)

Convener: Luo Zhongwei (Independent Director)

Members: Jiang Fuxiu (Independent Director), Liu Huangsong (Independent Director), Ying Xuejun, Zhao Xianguo

Announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 19 July 2016

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

Chen Jinhang, Liu Chuandong, Wang Xin, Liang Yongpan, Ying Xuejun, Zhu Shaowen, Cao Xin, Zhao Xianguo, Liu Haixia, Guan Tiangang, Feng Genfu, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu**

* *Independent non-executive Directors*