

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 (the “**Directors**”) of the Company 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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

The second meeting of the ninth session of the Board (the “**Meeting**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) was convened by way of written resolutions on 12 August 2016 (Friday). There were 14 Directors eligible for attending the Meeting and all of them attended the Meeting. The Meeting was convened in accordance with the provisions stipulated under the Company Law and the Articles of Association of Datang International Power Generation Co., Ltd., and was lawful and valid. The following resolution was approved unanimously at the Meeting:

I. “RESOLUTION ON THE INVESTMENT IN THE EQUITY INTERESTS IN JIANGSU, YUNNAN, SHANXI AND OTHER PROVINCIAL ENERGY MARKETING COMPANIES OF CDC” HAS BEEN CONSIDERED AND APPROVED

Voting results: 11 voted in favour, 0 voted against and 3 abstained

1. It is approved that Jiangsu Datang International Lvsigang Power Generation Co., Ltd. (“**Lvsigang Power Company**”), a controlled subsidiary of the Company, shall enter into an agreement with Datang Jiangsu Power Generation Co., Ltd., a wholly-owned subsidiary of China Datang Corporation (the “**CDC**”), to jointly establish Datang Jiangsu Electricity Sales Co., Ltd. (大唐江蘇售電有限公司) (the company name is subject to the approval and reply of the administration for industry and commerce), in which 85% and 15% of the equity interests shall be held by Datang Jiangsu Power Generation Co., Ltd. and Lvsigang Power Company, respectively;

It is approved that the registered capital of Datang Jiangsu Electricity Sales Co., Ltd. shall be RMB200 million, of which RMB170 million and RMB30 million shall be contributed by Datang Jiangsu Power Generation Co., Ltd. and Lvsigang Power Company, respectively, by way of monetary contribution;

2. It is approved that Yunnan Datang International Power Generation Co., Ltd. (雲南大唐國際電力有限公司) (“**Yunnan Power Company**”), a wholly-owned subsidiary of the Company, shall enter into an agreement with Datang Yunnan Power Generation Co., Ltd. (大唐雲南發電有限公司), a wholly-owned subsidiary of CDC, to jointly establish Datang Yunnan Energy Marketing Co., Ltd. (大唐雲南能源營銷有限公司) (the company name is subject to the approval and reply of the administration for industry and commerce), in which 85% and 15% of the equity interests shall be held by Datang Yunnan Power Generation Co., Ltd. and Yunnan Power Company, respectively;

It is approved that the registered capital of Datang Yunnan Energy Marketing Co., Ltd. shall be RMB200 million, of which RMB170 million and RMB30 million shall be contributed by Datang Yunnan Power Generation Co., Ltd. and Yunnan Power Company, respectively, by way of monetary contribution;

3. It is approved that Shanxi Datang International Yungang Thermal Power Co., Ltd. (山西大唐國際雲岡熱電有限責任公司) (“**Yungang Thermal Power Company**”), a wholly-owned subsidiary of the Company and Shanxi Datang International Linfen Thermal Power Co., Ltd. (“**Linfen Thermal Power Company**”), a controlled subsidiary of the Company, shall enter into an agreement with CDC to jointly establish Datang Shanxi Energy Marketing Co., Ltd. (大唐山西能源營銷有限公司) (the company name is subject to the approval and reply of the administration for industry and commerce), in which 85%, 7.5% and 7.5% of the equity interests shall be held by CDC, Yungang Thermal Power Company, and Linfen Thermal Power Company, respectively;

It is approved that the registered capital of Datang Shanxi Energy Marketing Co., Ltd. shall be RMB201 million, of which RMB170.85 million shall be contributed by CDC and RMB15.075 million shall be contributed by each of Yungang Thermal Power Company and Linfen Thermal Power Company, respectively, by way of monetary contribution;

4. Directors (including independent Directors) are of the view that the above transactions are conducted in the ordinary course of business of the Company and on normal commercial terms, and are fair, reasonable and in the interest of the Company and shareholders as a whole;
5. The above investments in the equity interests in the related energy marketing companies of CDC will constitute connected transactions of the Company and the connected Directors have abstained from voting on the above resolution.

The Company will issue a separate announcement upon the execution of the relevant agreements.

Announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 12 August 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*