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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  
ANNOUNCEMENT ON 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 Rule 13.10B 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 third meeting of the ninth session of the Board (the “**Meeting**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) was convened at 10:30 a.m. on 29 August 2016 (Monday) at the 1608 Conference Room, 9 Guangningbo Street, Xicheng District, Beijing. The written notice of the Meeting was dispatched on 16 August 2016. There were 14 Directors eligible for attending the Meeting and 12 of them attended the meeting. The Directors Liu Haixia and Liu Huangsong were unable to attend the Meeting in person due to business engagement, and they have authorised the Directors Guan Tiangang and Jiang Fuxiu respectively to attend the Meeting and vote on their behalf. The convening of the Meeting was in compliance with the provisions stipulated in the “Company Law” and the “Articles of Association of Datang International Power Generation Co., Ltd.” (the “**Articles of Association**”), and was lawful and valid. Four supervisors of the Company were present at the Meeting. Mr. Chen Jinhang, chairman of the Company, presided the Meeting. The following

resolutions were approved unanimously by the attending Directors or their authorised proxies by way of voting by show of hands at the Meeting:

**I. The “Explanation on the 2016 Interim Results” was considered and approved**

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

Agreed that the content of the 2016 interim report, the summary of interim report and the results announcement (“**2016 Interim Results**”) of the Company.

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

Confirmed the “Implementation of Major Connected Transactions in the First Half of 2016”. The Directors (including the independent Directors) were of the view that connected transactions in the first half of 2016 were in the ordinary course of business of the Company on normal commercial terms; relevant transactions were fair and reasonable, and were in the interests of shareholders of the Company as a whole. Pursuant to the listing rules of the Shanghai Stock Exchange, connected Directors, namely, Chen Jinhang, Liu Chuandong, and Liang Yongpan have abstained from voting on connected transactions involved.

**II. The “Resolution on Entering into the Financial Cooperation Agreement with Datang Financial Leasing Co., Ltd” was considered and approved**

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

1. Agreed that the Company and Datang Financial Leasing Co., Ltd (“**Datang Financial Leasing Company**”) to enter into the “Financial Cooperation Agreement”, and the term of the agreement is 36 months from the effective date of the agreement; agreed that during the effective term of the agreement, Datang Financial Leasing Company shall provide no more than RMB5 billion to the Company and its relevant units on the project constructions in fields of thermal power, hydropower, wind power, cyclic economy, etc. as financial leasing, entrusted loan business and factoring business supporting fee every 12 months from the effective date of the agreement;
2. Pursuant to the listing rules of the place where it was listed, Datang Financial Leasing Company is a connected person of the Company, and therefore the entering into of Financial Cooperation Agreement between the Company and Datang Financial Leasing Company constitutes a connected transaction of the Company. Connected Directors, namely, Chen Jinhang, Liu Chuandong and Liang Yongpan, have abstained from voting on this resolution;

3. The Directors (including the independent Directors) were of the view that the abovementioned connected transactions were in the ordinary and usual course of business of the Company on normal commercial terms; relevant transactions were fair and reasonable, and were in the interests of shareholders of the Company as a whole.

After signing the relevant agreement, the Company will separately publish relevant announcement.

### **III. The “Resolution on the Procurement of Coal by Inner Mongolia Fuel Company from Baoli Coal Company” was considered and approved**

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

1. Agreed that Inner Mongolia Datang Fuel Company Limited (“**Inner Mongolia Fuel Company**”) and Inner Mongolia Baoli Coal Company Limited (“**Baoli Coal Company**”), a controlled subsidiary of the Company, to enter into the “Coal Purchase and Sale Framework Agreement”, and the term of the agreement shall commence from the effective date of the agreement to 31 December 2016; agreed that during the effective term of the agreement, Inner Mongolia Fuel Company to procure coal from Baoli Coal Company for power generation with an annual transaction amount (cap) of approximately RMB120 million;
2. The Directors (including the independent Directors) were of the view that the abovementioned transaction was conducted in the ordinary course of business of the Company on normal commercial terms, and was fair and reasonable, and was in the interest of shareholders of the Company as a whole;
3. Pursuant to the Listing Rules of the Hong Kong Stock Exchange, Inner Mongolia Fuel Company is a connected person of the Company, and the abovementioned coal purchasing matter constitutes a connected transaction of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors, namely, Chen Jinhang, Liu Chuandong and Liang Yongpan, have abstained from voting on this resolution.

After signing the relevant agreement, the Company will separately publish relevant announcement.

**IV. The “Resolution on the Increase in Provision of Coal Transportation Service by Jiangsu Shipping to Lvsigang Power Generation Company” was considered and approved**

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

1. Agreed that Jiangsu Datang Shipping Company Limited (“**Jiangsu Shipping**”), the controlled subsidiary of the Company, and Jiangsu Datang International Lvsigang Power Generation Company Limited (“**Lvsigang Power Generation Company**”) to enter into the “Coal Transportation Service Supplemental Framework Agreement for the Year” (“**Supplemental Framework Agreement**”), and the term of the Supplemental Framework Agreement shall commence from the effective date of the Supplemental Framework Agreement to 31 December 2016; agreed that during the effective term of the Supplemental Framework Agreement, Jiangsu Shipping shall increase the volume of provision of coal transportation service to Lvsigang Power Generation Company with a transaction amount (cap) of RMB14 million; given that Jiangsu Shipping and Lvsigang Power Generation Company entered into the “Coal Transportation Framework Agreement” on 31 December 2015 with the maximum transaction amount of approximately RMB45 million, and therefore, upon the signing of the Supplemental Framework Agreement, the annual transaction amount (cap) for Jiangsu Shipping and Lvsigang Power Generation Company will be adjusted to RMB59 million;
2. The Directors (including the independent Directors) were of the view that the abovementioned transaction was conducted in the ordinary course of business of the Company on normal commercial terms, and was fair and reasonable, and was in the interest of shareholders of the Company as a whole;
3. Pursuant to the Listing Rules of the Hong Kong Stock Exchange, Lvsigang Power Generation Company is a connected person of the Company, and the abovementioned matter constitutes continuing connected transactions of the Company. Pursuant to the listing rules of the Shanghai Stock Exchange, connected Directors, namely, Chen Jinhang, Liu Chuandong and Liang Yongpan, have abstained from voting on this resolution.

**V. The “Resolution on the Standards for Allowances for the Directors of the Ninth Session of the Board and the Supervisors of the Ninth Session of the Supervisory Committee” was considered and approved**

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

1. For independent non-executive Directors: agreed to pay each independent non-executive Director a lump sum annual allowance of RMB100,000 (after tax);
2. For non-executive Directors (including independent non-executive Directors) and external supervisors of the Company: agreed to pay for the travel expenses, accommodation, and other miscellaneous expenses (collectively referred to as the “travel subsidies”) which would be reimbursed for attending board meetings and the meetings of supervisory committee of the Company;
3. Agreed to submit the abovementioned proposal for allowances for independent non-executive Directors, and travel subsidies for non-executive Directors and external supervisors to the general meeting for consideration and approval.

As the abovementioned resolutions numbered 2, 3 (if applicable) and 5 shall be submitted to the general meeting for shareholders’ consideration, the Company will issue a notice of the relevant general meeting in due course.

This announcement is hereby given.

By Order of the Board  
**Ying Xuejun**  
*Company Secretary*

Beijing, the PRC, 29 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*