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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 (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 sixth meeting of the ninth session of the Board of Datang International Power Generation Co., Ltd. (the “**Company**”) was convened at 9:30 a.m. on Monday, 28 November 2016 at 1608 Conference Room of Datang International, 9 Guangningbo Street, Xicheng District, Beijing. There were 14 Directors eligible for attending the meeting and 12 of them attended the meeting. The Directors attended the meeting include: Liu Chuandong, Wang Xin, Ying Xuejun, Zhu Shaowen, Cao Xin, Zhao Xianguo, Liu Haixia, Guan Tiangang, Feng Genfu, Luo Zhongwei, Liu Huangsong, Jiang Fuxiu; Chen Jinhang and Liang Yongpan, being Directors, were unable to attend the meeting in person due to business engagement, and both of them have authorized Liu Chuandong, being a Director, 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. 4 supervisors of the Company were present at the meeting. Mr. Wang Xin, the vice-chairman of the Company, presided the meeting. The following resolutions were approved unanimously by the attending Directors or their authorized proxies by way of voting by show of hands at the meeting:

I. THE “RESOLUTION ON THE FULFILLMENTS TO THE CONDITIONS FOR NON-PUBLIC ISSUANCE OF A SHARES BY THE COMPANY” WAS CONSIDERED AND APPROVED

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

1. Pursuant to the relevant laws and requirements of the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China”, the “Administrative Measures on the Issuance of Securities by Listed Companies” and the “Implementation Rules for the Non-public Issuance of Shares by Listed Companies”, the Board is of the opinion that the Company is in compliance with the conditions for the non-public issuance of domestic RMB-denominated ordinary shares (A shares) after strict and comprehensive review.
2. This resolution needs to be submitted to the general meeting for shareholders’ consideration.

II. THE “RESOLUTION FOR THE PLAN OF NON-PUBLIC ISSUANCE OF A SHARES AND NON-PUBLIC ISSUANCE OF H SHARES BY THE COMPANY” WAS CONSIDERED AND APPROVED

Pursuant to the relevant laws and requirements of the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China”, the “Administrative Measures on the Issuance of Securities by Listed Companies” and the “Implementation Rules for the Non-public Issuance of Shares by Listed Companies”, the non-public issuance plan is required to be voted item by item, and the voting results were as follows:

1. Type of shares to be issued and par value: The type of A shares under the non-public issuance is domestic listed RMB-denominated ordinary shares with par value of RMB1 each; the type of H shares under the non-public issuance is overseas listed foreign shares with par value of RMB1 each.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

2. Method of issue: All A shares under the non-public issuance shall be issued to specific targets by means of non-public issuance at any suitable time chosen by the Company within six months upon the approval by the China Securities and Regulatory Commission (the “CSRC”) (the specific issuance date is to be determined and notified by the Company in form of writing). All H shares under the non-public issuance shall be issued to specific targets by means of non-public issuance at any suitable time chosen by the Company within twelve months upon the approval by the CSRC (the specific issuance date is to be determined and notified by the Company in form of writing).

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

3. Target subscribers: All A shares under the non-public issuance are intended to be subscribed by China Datang Corporation (“CDC”), the controlling shareholder of the Company; all H shares under the non-public issuance are intended to be subscribed by China Datang Overseas (Hong Kong) Co., Limited, (“CDOHKC”), a wholly-owned subsidiary of CDC.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

4. Subscription method: All target subscribers shall subscribe for the A shares and H shares under the non-public issuance by way of cash in one-time subscription.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

5. Issue price and principle of pricing:

- (1) The price referencing date (the “**Price Referencing Date**”) of the non-public issuance of A shares is the date of the announcement on the resolutions of the sixth meeting of the ninth session of the Board of the Company. The issue price of A shares under the non-public issuance is RMB3.56 per share, which shall be 90% of the average trading prices (the average trading prices of the Company’s A shares for the 20 trading days immediately preceding the Price Referencing Date = the aggregate trading amount of the A shares for the 20 trading days immediately preceding the A-share Price Referencing Date/ the aggregate trading volume of the A shares for the 20 trading days immediately preceding the A-share Price Referencing Date) of the Company’s A shares for the 20 trading days immediately preceding the Price Referencing Date. The issue price of the non-public issuance of A shares shall be adjusted accordingly if there are any ex-rights or ex-dividends activities (such as dividends distribution, capitalisation of capital reserve or share placement) undertaken by the Company from the Price Referencing Date to the date of the issuance.
- (2) The issue price of the non-public issuance of H shares represents 103% of the average trading price of the H shares for the 20 trading days immediately preceding the convening date of the sixth meeting of the ninth session of the Board (the “**Convening Date of the Board Meeting**”) (the average trading price of the H shares for the 20 trading days immediately preceding the Convening Date of the Board Meeting = the aggregate trading amount of the H shares for the 20 trading days immediately preceding the Convening Date of the Board Meeting/ the aggregate trading volume of the H shares for the 20 trading days before the Convening Date of the Board Meeting), i.e. HK\$2.12 per share.

If the closing price of the H shares on the last trading day immediately preceding the date of the general meeting and the class meetings (the “**Convening Date of the General Meeting**”), which consider the relevant matters related to the Company’s non-public issuance, is higher than the closing price of the H shares on the last trading day before the Convening Date of the Board Meeting or 103% of the average trading price of the H shares for the 20 trading days before the Convening Date of the Board Meeting, whichever is higher, the issue price of non-public issuance of H shares shall be subject to an upward adjustment in proportion based on the aforementioned issue price, and the adjustment ratio shall not exceed 5%. The exact upward adjustment ratio shall be determined by the Company upon negotiation with the H shares sponsor/underwriter and shall be notified

by the Company to CDOHKC in writing. The upward adjustment proportion and the issue price after adjustment shall be calculated based on the following formula:

$$R=N_2\div N_1-1$$

$$P_2=P_1\times(1+R)$$

R: upward adjustment ratio of the issue price

P₁: issue price before adjustment

P₂: issue price after adjustment

N₁: 103% of the average trading price of the H shares for the 20 trading days immediately preceding the Convening Date of the Board Meeting or the closing price of the H shares on the last trading day before the Convening Date of the Board Meeting, whichever is higher

N₂: closing price of the H shares on the last trading day immediately preceding the date of the general meeting

If the closing price of the H shares on the last trading day immediately preceding the Convening Date of the General Meeting is equal to or lower than 103% of the average trading price of the H shares for the 20 trading days immediately preceding the Convening Date of the Board Meeting, the issue price of non-public issuance of H shares will not be subject to adjustments.

The issue price of the non-public issuance of H shares shall be adjusted accordingly if there are any ex-rights or ex-dividends activities (such as dividends distribution, capitalisation of capital reserve or share placement) undertaken by the Company from the Convening Date of the Board Meeting to the date of the issuance.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

6. Number of shares to be issued: The number of shares to be issued under the non-public issuance of A shares shall be not more than 2,794,943,820 shares, which shall all be subscribed by CDC. The number of shares to be issued under the non-public issuance of A shares shall be adjusted accordingly if there are any ex-rights or ex-dividends activities (such as dividends distribution, capitalisation of capital reserve or share placement) undertaken by the Company from the Price Referencing Date to the date of the issuance.

The number of shares to be issued under the non-public issuance of H shares shall be not more than 2,794,943,820 shares, which shall all be subscribed by CDOHKC. The number of shares to be issued under the non-public issuance of H shares shall be adjusted accordingly if there are any ex-rights or ex-dividends activities (such as dividends distribution, share placement or capitalisation of capital reserve) undertaken by the Company from the Convening Date of the Board Meeting to the date of the issuance. In the event that an upward adjustment should be made to the issue price of H Shares according to the upward adjustment mechanism under the H Share Subscription Agreement, the number of H Shares to be issued shall remain unchanged, and the total proceeds from the non-public issuance of H shares shall be adjusted upwards accordingly.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

7. Lock-up period and listing arrangement: Pursuant to the requirements of Article 38 of the Administrative Measures on the Issuance of Securities by Listed Companies, the A shares to be subscribed by CDC under the non-public issuance shall not be traded or transferred within 36 months commencing from the date of the completion of the issuance. The Company will apply to the Shanghai Stock Exchange (the “SSE”) for the listing of the A shares under the non-public issuance. The A shares under the non-public issuance can be listed and traded on the SSE upon expiry of the lock-up period.

CDOHKC shall not trade or transfer any H Shares acquired from this transaction within 36 months from the date of the completion of the non-public issuance of H shares, except for, otherwise permitted by the PRC laws and other laws applicable to the Company and the listing rules of the place where the shares of the Company are listed, transfers made to any subsidiary directly or indirectly wholly-owned or controlled by CDC. The transferee shall continue to perform the aforesaid undertakings until the expiry of the lock-up period. In the event that the requirements of the CSRC are different from those of the stock exchanges on which the shares of the Company are listed, CDOHKC agrees to comply with such requirements. CDC shall not transfer its control right over CDOHKC, whether directly or indirectly. The Company will apply to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and London Stock Exchange for the listing of the H shares under the non-public issuance. The H shares under the non-public issuance shall be eligible for trading on the Stock Exchange and the London Stock Exchange upon expiry of the lock-up period.

During the lock-up period, although CDOHKC may pledge or create encumbrances in respect of all or part of the H shares acquired by CDOHKC from this transaction, it is still subject to the above-mentioned lock-up period requirement if the pledge or other forms of encumbrances results in transfer of such shares.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

8. Use of proceeds: The total proceeds from the non-public issuance of A shares was determined by the product of the number of non-public issuance of A shares and the issue price. After deducting the relevant issue expenses, the proceeds shall be used for the followings:

Unit: RMB'0,000

Category	Project Name	Shareholding Percentage	Estimated Total Investment	Amount of Proposed Use of Proceeds
Power Plant Projects	“Replacing Small Units with Larger Units” Newly-constructed Project of Liaoning Datang International Huludao Thermal Power Plant (遼寧大唐國際葫蘆島熱電廠“上大壓小”新建工程項目)	100%	320,978	108,200
	Jiangsu Datang International Jintan Gas Turbine Thermal Power Co-generation Project (江蘇大唐國際金壇燃機熱電聯產項目)	100%	245,731	92,200
	Datang International Tangshan Beijiao Thermal Power Co-generation Project (大唐國際唐山北郊熱電聯產項目)	100%	307,954	82,200
	“Replacing Small Units with Larger Units” Newly-constructed Project of Liaoning Datang International Shenfu Connection Areas Thermal Power Plant (遼寧大唐國際瀋撫連接帶熱電廠“上大壓小”新建工程項目)	100%	341,718	79,400
	Guangdong Datang International Gaoyao Jintao Heating, Power and Cooling Supply Co-generation Project (廣東大唐國際高要金洵熱電冷聯產項目)	100%	273,412	78,000
	Sub-total		1,489,793	440,000
	Repayment of borrowings for project infrastructure			555,000
	Total			<u>995,000</u>

If the net amount of actual proceeds from the non-public issuance of A shares is less than the total amount of proposed use of proceeds for the above-mentioned projects, the Company will adjust and finalize the specific investment projects for which the proceeds shall be used, the priorities and the specific investment amount of each project based on the net amount of actual proceeds and the importance and urgency of the projects, and any insufficient amount of the proceeds shall be covered by the self-owned funds of the Company or by any other financing means.

Before the proceeds from the non-public issuance are available, if the Company raises the funds on its own to invest and operate certain projects according to the actual needs for capital of investment projects, the Company shall replace such funds with the proceeds from the non-public issuance of A shares in accordance with the procedures as required by the relevant regulations.

The total proceeds from the non-public issuance of H shares is determined by the product of the number of shares issued under the non-public issuance of H shares and the issue price. After deducting the relevant issue expenses, all of the remaining proceeds will be used for general corporate purposes.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

9. Arrangement for the accumulated profits prior to the non-public issuance: Upon completion of the non-public issuance, the new and existing shareholders of the Company shall be entitled to share the accumulated, undistributed profits of the Company prior to the completion of the non-public issuance in proportion to their respective shareholdings.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

10. The relationship between the non-public issuance of A shares and the non-public issuance of H shares: The non-public issuance of A shares and the non-public issuance of H shares are inter-conditional upon each other. Inter-conditional refers to, where either one of the non-public issuance of A shares and non-public issuance of H shares fails to obtain the approval or permission by the SASAC, CDC, the general meeting, A-share class meeting and H-share class meeting of the Company, the CSRC and other regulatory authorities, the implementation of the other will be automatically terminated.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

11. The effective period for the resolution on the non-public issuance: The resolution on the non-public issuance shall be effective for 12 months commencing from the day on which the resolution on the non-public issuance is considered and approved at the general meeting.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

The Directors (including independent non-executive Directors) of the Company are of the view that the issuance proposal is fair, just and reasonable and is in the interests of the shareholders of the Company as a whole. In respect of this resolution, the connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

This resolution shall be submitted to the general meeting, A-share class meeting and H-share class meeting of the Company for consideration and approval item by item. The implementation of this resolution is subject to the approval of the CSRC, and the proposal approved by the CSRC shall prevail.

III. THE “RESOLUTION ON PROPOSAL FOR NON-PUBLIC ISSUANCE OF A SHARES OF THE COMPANY” WAS CONSIDERED AND APPROVED

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

1. Pursuant to the provisions of the “Administrative Measures on the Issuance of Securities by Listed Companies (《上市公司證券發行管理辦法》)”, the “Implementation Rules for the Non-public Issuance of Shares by Listed Companies (《上市公司非公開發行股票實施細則》)” and the “Standards on the Contents and Format for Information Disclosure by Companies regarding Public Issuance of Securities No. 25 – Proposal and Issuance Report for Non-public Issuance of Shares by Listed Companies (《公開發行證券的公司信息披露內容與格式準則第25號– 上市公司非公開發行股票預案和發行情況報告書》)” issued by the CSRC, the Company agreed to approve the Proposal for Non-public Issuance of A Shares (《非公開發行A股股票預案》) prepared in respect of the non-public issuance of A shares after strict and comprehensive examination by the Board of the Company.
2. The Directors (including the independent non-executive Directors) are of the opinion that such proposal is fair, just and reasonable, and is in the interests of the shareholders of the Company as a whole.
3. In respect of this resolution, the connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.
4. This resolution shall be submitted to the general meeting, A-share class meeting and H-share class meeting of the Company for consideration and approval item by item. The implementation of this resolution is subject to the approval of the CSRC, and the plan approved by the CSRC shall prevail.

For details, please refer to the Proposal for Non-public Issuance of A Shares announced by the Company on the same date.

IV. THE “RESOLUTION ON EXECUTION OF THE CONDITIONAL SUBSCRIPTION AGREEMENT FOR THE NON-PUBLIC ISSUANCE OF SHARES BETWEEN THE COMPANY AND SPECIFIC TARGET AND CONNECTED TRANSACTIONS INVOLVED IN THE ISSUANCE” WAS CONSIDERED AND APPROVED

1. The Execution of the Conditional Subscription Agreement for the Non-Public Issuance of Shares Between the Company and Specific Target
 - (1) Agreed the conditional Share Subscription Agreement for Non-public Issuance of A Shares between Datang International Power Generation Co., Ltd. and China Datang Corporation (《大唐國際發電股份有限公司與中國大唐集團公司之非公開發行A股股份認購協議》) to be entered into by the Company and CDC.
 - (2) Agreed the conditional Share Subscription Agreement for Non-public Issuance of H Shares between Datang International Power Generation Co., Ltd. and China Datang Overseas (Hong Kong) Co., Limited (《大唐國際發電股份有限公司與中國大唐海外（香港）有限公司之非公開發行H股股份認購協議》) to be entered into by the Company and CDOHKC.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

2. The transaction shall constitute a connected transaction

In accordance with relevant requirements under listing rules of the Shanghai Stock Exchange and the Stock Exchange, CDC and CDOHK are connected persons of the Company. Therefore, the subscription by CDC and CDOHK (i.e. the non-public issuance of A shares and the non-public issuance of H shares of the Company) shall constitute a connected transaction of the Company, and the connected Directors shall avoid voting. The connected transaction does not constitute a significant asset restructuring under the Administrative Measures on Significant Asset Restructuring of Listed Companies.

Voting results: 11 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

The Directors (including the independent non-executive Directors) of the Company are of the opinion that above-mentioned transactions are on normal commercial terms. The independent non-executive Directors of the Company are, with their prior approval, of the opinion that the above-mentioned connected transactions are fair, just and reasonable, and are in the interests of the shareholders of the Company as a whole.

In respect of this resolution, the connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.

Agreed to submit the resolution to the general meeting of the Company for consideration and approval item by item. Agreed to submit the Share Subscription Agreement for Non-public Issuance of A Shares between Datang International Power Generation Co., Ltd. and China Datang Corporation and connected transactions to the A-share class meeting for consideration and approval item by item. Agreed to submit the Share Subscription Agreement for Non-public Issuance of H Shares between Datang International Power Generation Co., Ltd. and China Datang Overseas (Hong Kong) Co., Limited and connected transactions to the H-share class meeting for consideration and approval item by item. The implementation of this resolution is subject to the approval of the CSRC and the plan approved by the CSRC shall prevail.

For details of connected transactions related to the issuance, please refer to the relevant announcement published by the Company on the same date.

V. THE “RESOLUTION ON PROPOSING THE GENERAL MEETING OF THE COMPANY TO AUTHORIZE THE BOARD AND RELEVANT DIRECTORS TO HANDLE ALL MATTERS IN RELATION TO THE NON-PUBLIC ISSUANCE OF A SHARES AND THE NON-PUBLIC ISSUANCE OF H SHARES AT ITS DISCRETION” WAS CONSIDERED AND APPROVED

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

1. Pursuant to the laws and regulations including the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China”, the “Measures Governing the Issue of Securities by Listed Companies” and the “Codes on Takeovers and Mergers and Share Buy-backs” of Hong Kong as well as relevant provisions under the Articles of Association, it is agreed to propose the general meeting to authorize the Board to handle the following matters in relation to the non-public issuance at its discretion, subject to relevant laws and regulations and the resolution of the general meeting of the Company:
 - (1) To authorize the Board to handle all matters in relation to the issuance proposal, including but not limited to specifically determining the number of shares to be issued, the issue price, the timing of issuance and other information about the issuance, subject to compliance with all the applicable laws and regulations and the provisions or requirements of the relevant regulatory authorities or departments.
 - (2) To authorize the Board to handle the formalities and matters in relation to the issuance, including but not limited to approval, registration, filing, permission and consent; to prepare, formulate, revise, finalize and execute all documents and materials in relation to the issuance and to sign all such contracts, agreements and documents in relation to the issuance; and to affix the common seal of the Company where execution under seal is required, subject to compliance with all the applicable laws and regulations and the provisions or requirements of the relevant regulatory authorities or departments.
 - (3) Subject to compliance with all the applicable laws and regulations and the provisions or requirements of the relevant regulatory authorities or departments, to authorize the Board to adjust the specific plan of the issuance at the request of the regulatory authorities or in the event that there are any changes in the policies in relation to the non-public issuance of A shares and the non-public issuance of H shares or changes in the market conditions, except for matters which are required to be re-voted at the general meeting according to relevant laws and regulations, the provisions under the Articles of Association and the requirements of regulatory authorities.

- (4) To authorize the Board to handle the capital verification procedures in relation to the issuance and to open and change the designated account for the proceeds.
- (5) To authorize the Board to resolve and engage professional intermediaries to undertake work in relation to the issuance, including but not limited to preparing and submitting documents according to regulatory requirements, and to resolve on relevant matters such as the payment of remuneration to these intermediaries.
- (6) Subject to compliance with all the applicable laws and regulations and the provisions or requirement of the relevant regulatory authorities or departments, to authorize the Board to adjust the specific arrangements for the projects to be funded by the proceeds within the scope of the resolution of the general meeting, including but not limited to: in the event that the time at which the proceeds are available does not match with the progress of approval, authorization, filing or implementation of the projects, the Company may, in the light of the actual situation, first use other funds to invest in the projects and then replace the funds invested with the proceeds when it is available; when the proceeds are available, the Company may, based on the progress of approval, authorization, filing or implementation of the projects to be funded by the proceeds and the actual situation of implementation such as the importance and urgency of the capital requirements, adjust and finalize the specific projects to be funded by the proceeds, the priority and the specific investment amount for each of the projects at its discretion.
- (7) To authorize the Board to handle share registration, share restriction, listing and other relevant matters and submit relevant documents upon completion of the non-public issuance of A shares and the non-public issuance of H shares.
- (8) To authorize the Board to amend the corresponding provisions of the Articles of Association and handle corresponding procedures such as approval, registration and filing in China and overseas, and to handle all registration procedures in relation to the change in the registered capital of the Company upon completion of the non-public issuance of A shares and the non-public issuance of H shares.
- (9) To authorize any Director of the Company to do all such acts and things and execute the relevant documents, including the affixation of the common seal of the Company where execution under seal is required, and take all such steps which are in their opinion necessary, appropriate or expedient for the application for waiver from mandatory offer obligation of CDC (the “**Whitewash Waiver**”) in order to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver.

- (10) To authorize the Board to resolve and handle all other matters and do all other relevant acts in relation to the non-public issuance of A shares and the non-public issuance of H shares, subject to compliance with all the applicable laws and regulations and the provisions or requirements of the relevant regulatory authorities or departments.

The above-mentioned authorization numbered (6) to (8) shall be valid during the subsistence of the relevant events commencing from the date on which this resolution of authorization is approved by the general meeting, and each of the other authorizations shall be valid within 12 months commencing from the date on which this resolution of authorization is approved by the general meeting of the Company.

Within the scope of the abovementioned authorizations and the period of authorization to the Board, the Board will further authorize any two of the executive Directors to handle any matters within the scope of authorization.

2. The resolution shall be submitted to the general meeting, A-share class meeting and H-share class meeting of the Company for consideration and approval.

VI. THE “RESOLUTION ON FEASIBILITY ANALYSIS REPORT ON THE USE OF PROCEEDS FROM THE NON-PUBLIC ISSUANCE OF A SHARES OF THE COMPANY FOR THE INVESTMENT IN PROJECTS” WAS CONSIDERED AND APPROVED

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

1. Pursuant to the provisions of laws and regulations such as the “Measures Governing the Issue of Securities by Listed Companies” and the “Detailed Implementation Rules for the Non-public Share Issuance by Listed Companies”, the Board of the Company agreed to the “Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A Shares for the Investment in Projects” upon strict review.
2. The resolution shall be submitted to the general meeting and A-share class meeting of the Company for consideration and approval.

For specific details, please refer to the “Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A Shares for the Investment in Projects” published on the same date with this announcement.

VII. THE “RESOLUTION ON THE EXPLANATION ON THE USE OF PROCEEDS FROM THE PREVIOUS FUND RAISING ACTIVITY BY THE COMPANY” WAS CONSIDERED AND APPROVED

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

1. The Board agreed to the “Report on the Use of Proceeds from the Previous Fund Raising Activity” issued in relation to the use of proceeds from the previous fund raising activity.
2. The resolution shall be submitted to the general meeting of the Company for consideration and approval.

For specific details, please refer to the “Report on the Use of Proceeds from the Previous Fund Raising Activity” and the “Assurance Report on the Use of Proceeds from the Previous Fund Raising Activity” published on the same date with this announcement.

VIII. THE “RESOLUTION ON OPENING A DESIGNATED ACCOUNT FOR THE PROCEEDS” WAS CONSIDERED AND APPROVED

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

The Board agreed that the Company shall open a designated account for the proceeds according to relevant laws and regulations and the provisions of the “Measures for Proceeds Management” of the Company. Such designated account shall be used solely for depositing and managing the proceeds from the issuance but not for depositing capital other than the proceeds from the issuance nor for any other purposes.

IX. THE “RESOLUTION ON DILUTION OF IMMEDIATE RETURN AND REMEDIAL MEASURES ON NON-PUBLIC ISSUANCE OF SHARES AND UNDERTAKINGS OF CONTROLLING SHAREHOLDERS, DIRECTORS AND SENIOR MANAGEMENT ON REMEDIAL MEASURES” WAS CONSIDERED AND APPROVED

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

1. The Board agreed that the Company shall adopt the following remedial measures on the potential dilution of immediate return on non-public issuance of shares:
 - (1) To strengthen the management of proceeds and ensure that the proceeds are utilized in a reasonable manner for intended purposes;
 - (2) To facilitate the implementation of investment plans financed by proceeds and target to realize expected profits as soon as possible;
 - (3) To further bring into practice the development strategies of the Company and enhance the comprehensive competitiveness;
 - (4) To rationalize the structure of corporate governance on an ongoing basis in order to increase the efficiency in operation and management.
2. Agreed to the “Undertaking Letter of China Datang Corporation in relation to Remedial Measures on Dilution of Immediate Return on Non-public Issuance of Shares of Datang International Power Generation Co., Ltd.” issued by CDC, the controlling shareholder of the Company.
3. Agreed to the “Undertaking Letter of Directors and Senior Management in relation to Remedial Measures on Dilution of Immediate Return on Non-public Issuance of Shares of Datang International Power Generation Co., Ltd.” issued by the Directors and senior management of the Company.
4. The resolution shall be submitted to the general meeting, A-share class meeting and H-share class meeting of the Company for consideration and approval.

For details, please refer to the relevant announcement published by the Company on the same date.

X. THE “RESOLUTION ON WAIVER OF OBLIGATION TO MAKE GENERAL OFFER BY CHINA DATANG CORPORATION FOR ISSUANCE” WAS CONSIDERED AND APPROVED

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

1. Agreed to the submission to the general meeting of the Company for approval on the waiver of obligation to make an offer for the non-public issuance to increase shareholding by CDC and its parties acting in concert and the waiver to submit to the CSRC the waiver on application for making a general offer.
2. Pursuant to the requirements under the Rules Governing the Listing of Stocks on the SSE, as CDC is the controlling shareholder of the Company, the above matter constitutes a connected transaction under the PRC laws. The Directors, including independent non-executive Directors, of the Company are of the view that, the above connected transaction is fair, just and reasonable and is in the interests of the shareholders of the Company as a whole.

Pursuant to the definition of “connected transaction” ascribed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”), the waiver of obligation to make an offer for the non-public issuance to increase shareholding by CDC and its parties acting in concert as required by relevant requirements under the PRC laws and the waiver to submit to the CSRC the waiver on application for making a general offer does not constitute a connected transaction under the Hong Kong Listing Rules.

3. In respect of this resolution, the connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.
4. The resolution shall be submitted to the general meeting of the Company for consideration and approval.

XI. THE “RESOLUTION ON APPLICATION FOR WHITEWASH WAIVER BY CHINA DATANG CORPORATION AND ISSUANCE OF DOCUMENTS ON WHITEWASH WAIVER BY DATANG INTERNATIONAL POWER GENERATION CO., LTD.” WAS CONSIDERED AND APPROVED

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

1. Agreed to the submission to the general meeting of the Company for approval on the issuance and Whitewash Waiver and the authorization to any Director of the Company to do all such acts and things and to sign all such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all such steps for and on behalf of the Company which are in their opinion necessary, appropriate or expedient for the Whitewash Waiver in order to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver.
2. Agreed to the submission to the general meeting for approval on the authorization to any Director to formulate, prepare, revise, finalize and execute all documentation and to sign all such contracts, agreements and documents in relation to the Whitewash Waiver, except for documents which are required to be signed by any specific Director. The relevant documents may be modified subject to the issuance and the Whitewash Waiver as well as the requirements of relevant regulatory authorities.
3. In respect of this resolution, the connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting.
4. The resolution shall be submitted to the general meeting of the Company for consideration and approval.

XII. THE “RESOLUTION ON ESTABLISHING THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT COMMITTEE” WAS CONSIDERED AND APPROVED

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

1. Agreed that an independent Board committee, comprising the independent non-executive Directors who have no material interests in the issuance, shall be established by the Company for the issuance in order to advise the shareholders of the Company in relation to the issuance.
2. Agreed that an independent committee, comprising the non-executive Directors and independent non-executive Directors who have no direct or indirect interests in the issuance and the Whitewash Waiver, shall be established by the Company for the issuance and the Whitewash Waiver in order to advise the shareholders of the Company in relation to the issuance and the Whitewash Waiver.
3. Agreed that an independent financial advisor shall be appointed by the Company for the non-public issuance of A shares and the non-public issuance of H shares.
4. Agreed that the independent financial advisor shall advise the independent board committee and the shareholders on the following matters:
 - (1) Whether the terms of the issuance are fair and reasonable;
 - (2) Whether the connected transactions are conducted on normal commercial terms or more favourable terms and in the ordinary course of business of the Company;
 - (3) Whether the connected transactions are in the interests of the Company and its shareholders as a whole;
 - (4) Whether the shareholders shall vote in favour of the connected transactions.
5. Agreed that the independent financial advisor shall advise the independent committee in form of writing as to whether the issuance and the Whitewash Waiver are fair and reasonable and as to voting.

6. Agreed that the opinions from the independent financial adviser shall be submitted in form of letters to the independent Board committee and the independent committee and shall be included in the shareholders' circular concerning the issuance and the Whitewash Waiver (the "**Shareholders' Circular**"). The opinions and recommendations of the independent Board committee and the independent committee upon consideration of the opinions and recommendations of the independent financial adviser shall be included in the Shareholders' Circular in form of letters. The members of the independent Board committee and the independent committee are required to sign on the committee resolutions regarding the approval of such opinions and the relevant letters.
7. Agreed that the independent Board committee of the Company is to be comprised of the independent non-executive Directors of the Company, namely Mr. Feng Genfu, Mr. Luo Zhongwei, Mr. Liu Huangsong, and Mr. Jiang Fuxiu.
8. Agreed that the independent committee of the Company is to be comprised of the non-executive Directors and independent non-executive Directors of the Company who have no direct or indirect interests in the issuance and the Whitewash Waiver, namely Mr. Zhu Shaowen, Mr. Cao Xin, Mr. Zhao Xianguo, Mr. Liu Haixia, Ms. Guan Tiangang, Mr. Feng Genfu, Mr. Luo Zhongwei, Mr. Liu Huangsong, and Mr. Jiang Fuxiu.
9. Agreed that the Company may add one more independent non-executive Director pursuant to the laws and such independent non-executive Director shall automatically become a member of the independent Board committee and the independent committee of the Company from the commencement date of his/her term of office.

XIII. THE “RESOLUTION ON THE COMPANY’S DIVIDEND DISTRIBUTION POLICY AND THREE-YEAR PLAN FOR SHAREHOLDERS’ RETURN (2016–2018)” WAS CONSIDERED AND APPROVED

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

1. Pursuant to the relevant requirements under the “Notice in relation to Matters concerning Further Implementation of Cash Dividend Distribution of Listed Companies (《關於進一步落實上市公司現金分紅有關事項的通知》) (ZJF [2012] No.37)” and the “Regulatory Guidelines for Listed Companies No. 3 – Cash Dividend Distribution of Listed Companies (《上市公司監管指引第3號 — 上市公司現金分紅》) (ZJHGG [2014] No.43)”, the Board of the Company agreed to the Dividend Distribution Policy and Three-year Plan for Shareholders’ Return (2016–2018) of Datang International Power Generation Co., Ltd. upon due consideration.
2. The resolution shall be submitted to the general meeting, A share class meeting and H share class meeting of the Company for consideration and approval.

For details, please refer to “the Company’s Dividend Distribution Policy and Three-year Plan for Shareholder’s Return (2016–2018)” published on the same date with this announcement.

XIV. THE “RESOLUTION ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION” WAS CONSIDERED AND APPROVED

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

Agreed to amend the Articles of Association and to submit the same to the general meeting for consideration and approval.

For details of the proposed amendments to the Articles of Association, please refer to the announcement published by the Company on the same date.

XV. THE “RESOLUTION ON CONVENING THE GENERAL MEETING, A SHARE CLASS MEETING AND H SHARE CLASS MEETING IN DUE COURSE” WAS CONSIDERED AND APPROVED

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

Agreed to authorize the secretary of the Board to publish notices on the convening of the general meeting, A-share class meeting and H-share class meeting in due course and to submit the relevant resolutions to the general meeting for consideration and approval.

XVI. THE “RESOLUTION ON THE CONSENT TO THE AMENDMENTS TO ‘MEASURES FOR PROCEEDS MANAGEMENT’” WAS CONSIDERED AND APPROVED

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

Agreed to amend the “Measures for Proceeds Management”. The amendment mainly consist of cash management of temporarily idle proceeds and the management of the amounts exceeding planned proceeds.

For specific details, please refer to the “Measures for Proceeds Management” published on the same date with this announcement.

XVII. THE “RESOLUTION ON CAPITAL INJECTION INTO DATANG NUCLEAR POWER COMPANY” WAS CONSIDERED AND APPROVED

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

1. Agreed that the Company shall further inject capital of RMB111.6 million into China Datang Corporation Nuclear Power Co., Ltd. (“**Datang Nuclear Power Company**”) on a pro rata basis (40%) and its shareholding in Datang Nuclear Power Company shall remain at 40% upon further capital injection.
2. Directors (including independent Directors) are of the view that the abovementioned transaction is conducted on normal commercial terms and in the ordinary course of business of the Company, is fair, just and reasonable and in the interests of the Company and the shareholders as a whole;
3. As Datang Nuclear Power Company is a connected person of the Company under the listing rules of the place where the Company is listed, the abovementioned further capital injection into Datang Nuclear Power Company constitutes a connected transaction of the Company and the connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting on the resolution pursuant to the Listing Rules of the SSE.

XVIII. THE “RESOLUTION ON ACQUISITION OF 10.65% EQUITY INTEREST IN RENEWABLE RESOURCE COMPANY HELD BY BEIJING GUONENG” WAS CONSIDERED AND APPROVED

Voting results: 10 voted in favour, 0 voted against, 3 avoided and 1 abstained. Zhu Shaowen, being the Director, abstained from voting for this resolution. The reason for abstaining: since the development technique of the projects involved by Renewable Resource Company is still required to be improved continuously, the prospect of relevant projects is still unable to be fully recognised and understood.

1. Agreed that the Company shall acquire the 10.65% equity interest in Inner Mongolia Datang International Renewable Energy Resource Development Company Limited (“**Renewable Resource Company**”) held by Beijing Guoneng Zhixin Investment Co., Ltd. (“**Beijing Guoneng**”, a wholly-owned subsidiary of CDC, the controlling shareholder of the Company) at a consideration of RMB1, and the equity interest in Renewable Resource Company held by the Company to be increased to 51% upon completion of the acquisition.
2. Directors (including independent Directors) are of the view that the abovementioned transaction is conducted on normal commercial terms and in the ordinary course of business of the Company, is fair, just and reasonable and in the interests of the Company and the shareholders as a whole.
3. As Beijing Guoneng is a connected person of the Company under the listing rules of the place where the Company is listed, the abovementioned acquisition of equity interest in Renewable Resource Company held by Beijing Guoneng constitutes a connected transaction of the Company and the connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting on the resolution pursuant to the Listing Rules of the SSE.

The Company will make further announcement upon execution of the relevant agreement.

XIX. THE “RESOLUTION ON CONTINUING CONNECTED TRANSACTIONS OF THE COMPANY’S SALES AND PURCHASE AND TRANSPORTATION OF COAL FOR 2017” WAS CONSIDERED AND APPROVED

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

1. Supply of coal by Beijing Datang Fuel Company and its subsidiaries to enterprises managed by the Company
 - (1) Agreed that Beijing Datang Fuel Company Ltd. (“**Beijing Datang Fuel Company**”), a controlled subsidiary of the Company, shall enter into the “Annual Coal Sales and Purchase Framework Agreement” with the Company for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Beijing Datang Fuel Company and its subsidiaries shall supply different types of coal to certain enterprises of the Company during the term of the agreement, with an annual transaction amount (cap) of approximately RMB24.72 billion;
2. Provision of transportation service by Jiangsu Datang Shipping Company Limited to Beijing Datang Fuel Company
 - (1) Agreed that Beijing Datang Fuel Company shall enter into the “Annual Transportation Business Framework Agreement” with Jiangsu Datang Shipping Company Limited (“**Jiangsu Shipping Company**”) for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Beijing Datang Fuel Company shall appoint Jiangsu Shipping Company to carry out the transportation business for freight such as coal within the term of the agreement, with the aggregate business value of not more than RMB403 million;

3. Supply of coal by Datang International (Hong Kong) Limited to Beijing Datang Fuel Company and its subsidiaries
 - (1) Agreed that Datang International (Hong Kong) Limited (“**Hong Kong Company**”) shall enter into the “Annual Coal Sale and Purchase Framework Agreement” with Beijing Datang Fuel Company for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Hong Kong Company shall supply different types of coal to Beijing Datang Fuel Company and its subsidiaries within the term of the agreement, with an annual transaction amount (cap) of approximately RMB2.5 billion;
4. Supply of coal by Hong Kong Company to certain subsidiaries of the Company along the coast
 - (1) Agreed that Hong Kong Company shall enter into the “Annual Coal Sale and Purchase Framework Agreement” with the Company for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Hong Kong Company shall supply different types of coal to Guangdong Datang International Chaozhou Power Generation Company Limited (“**Chaozhou Power Generation Company**”) and Jiangsu Datang International Lvsigang Power Generation Company Limited (“**Lvsigang Power Generation Company**”), both being controlled subsidiaries of the Company, within the term of the agreement. The annual transaction amount (cap) for Chaozhou Power Generation Company and Lvsigang Power Generation Company would be approximately RMB630 million and RMB210 million respectively;
5. Supply of coal by Inner Mongolia Datang Fuel Company Ltd. to certain power generation enterprises of the Company
 - (1) Agreed that Inner Mongolia Datang Fuel Company Ltd. (“**Inner Mongolia Fuel Company**”) shall enter into the “Annual Coal Sale and Purchase Framework Agreement” with the Company for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Inner Mongolia Fuel Company shall supply different types of coal to certain enterprises of the Company within the term of the agreement, with an annual transaction amount (cap) of approximately RMB7.753 billion;

6. Supply of coal by Inner Mongolia Datang International Xilinhaote Mining Company Limited to certain power generation enterprises of the Company
 - (1) Agreed that Inner Mongolia Datang International Xilinhaote Mining Company Limited (“**Xilinhaote Mining Company**”) shall enter into the “Coal Sale and Purchase Framework Agreement” with the Company for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Xilinhaote Mining Company shall supply different types of coal to Zhang Jia Kou Power Plant of the Company within the term of the agreement, with an annual transaction amount (cap) of approximately RMB41 million;
7. Purchase of coal by Beijing Datang Fuel Company from Datang Electric Power Fuel Company Limited
 - (1) Agreed that Beijing Datang Fuel Company intends to enter into the “Coal Sale and Purchase Framework Agreement” with Datang Electric Power Fuel Company Limited (“**Datang Fuel Company**”) for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Beijing Datang Fuel Company shall purchase different types of coal from Datang Fuel Company within the term of the agreement, with an annual transaction amount (cap) of approximately RMB1.12 billion;
8. Supply of coal by Beijing Datang Fuel Company to certain power generation enterprises of CDC
 - (1) Agreed that Beijing Datang Fuel Company shall enter into the “Coal Sale and Purchase Framework Agreement” with Datang Anhui Power Generation Co., Ltd. (“**Datang Anhui Power Generation Company**”) and Datang Xiangtan Power Generation Co., Ltd (“**Datang Xiangtan Power Generation Company**”) respectively, both being wholly-owned subsidiaries of CDC, for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Beijing Datang Fuel Company shall sell different types of coal to Datang Anhui Power Generation Company and Datang Xiangtan Power Generation Company respectively within the term of the agreement, both with an annual transaction amount (cap) of approximately RMB975 million;

9. Purchase of coal by certain power generation enterprises of the Company from certain enterprises of CDC
 - (1) Agreed that Shanxi Datang International Shentou Power Generation Company Limited (“**Shentou Power Generation Company**”) and Shanxi Datang International Linfen Thermal Power Company Limited (“**Linfen Thermal Power Company**”), both being controlled subsidiaries of the Company, shall enter into the “Annual Coal Sale and Purchase Framework Agreement” with Datang Shanxi Electric Power Fuel Company Limited (“**Datang Shanxi Fuel Company**”), a wholly-owned subsidiary of CDC, respectively, for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Shentou Power Generation Company and Linfen Thermal Power Company shall purchase different types of coal from Datang Shanxi Fuel Company respectively within the term of the agreement, both with an annual transaction amount (cap) of approximately RMB50 million;
10. Provision of coal transportation service by Jiangsu Shipping Company to power generation enterprises of the Company along the coast
 - (1) Agreed that Jiangsu Shipping Company, the controlled subsidiary of the Company, shall enter into the “Annual Coal Transportation Service Framework Agreement” with Chaozhou Power Generation Company and Lvsigang Power Generation Company respectively for a term commencing from the effective date of the agreement to 31 December 2017;
 - (2) Agreed that Jiangsu Shipping Company shall provide coal transportation service to Chaozhou Power Generation Company and Lvsigang Power Generation Company respectively within the term of the agreement, with an annual transaction amount (cap) of approximately RMB114.1 million for Chaozhou Power Generation Company and RMB122.9 million for Lvsigang Power Generation Company, respectively;
11. Directors (including independent Directors) are of the view that the abovementioned transactions are conducted on normal commercial terms and in the ordinary course of business of the Company, are fair, just and reasonable and in the interests of the Company and the shareholders as a whole;

12. As Beijing Datang Fuel Company, Chaozhou Power Generation Company, Lvsigang Power Generation Company, Inner Mongolia Fuel Company, Chaozhou Fuel Company, Xilinhaote Mining Company, Datang Anhui Power Generation Company, Datang Xiangtan Power Generation Company, Datang Fuel Company and Datang Shanxi Fuel Company are connected persons of the Company under the listing rules of the place where the Company is listed, the abovementioned transactions relating to the sale and purchase of coal and the transactions concerning the engagement of Jiangsu Shipping Company to carry out transportation business constitute connected transactions of the Company, and the connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting on the resolution pursuant to the Listing Rules of the SSE.

The Company will make further announcement upon execution of the relevant agreements.

XX. THE “RESOLUTION ON ENGAGEMENT OF CHINA WATER RESOURCES AND POWER TO CARRY OUT CENTRALISED MATERIALS PROCUREMENT AND FULL SERVICE FOR INFRASTRUCTURE CONSTRUCTION MATERIALS” WAS CONSIDERED AND APPROVED

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

1. Agreed that the Company shall enter into the “Centralised Materials Procurement and Full Service Framework Agreement” (the “**Framework Agreement**”) with China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd. (“**China Water Resources and Power**”) for a term commencing from the effective date of the agreement to 31 December 2017;
2. Agreed that the Company and its subsidiaries shall carry out centralised materials procurement and full service through China Water Resources and Power within the term of the agreement with an aggregate amount (cap) of approximately RMB1 billion under the Framework Agreement;
3. Directors (including independent Directors) are of the view that the abovementioned transaction is conducted on normal commercial terms and in the ordinary course of business of the Company, is fair, just and reasonable and in the interests of the Company and the shareholders as a whole;
4. As China Water Resources and Power is a connected person of the Company under the listing rules of the place where the Company is listed, the abovementioned matter relating to the engagement of China Water Resources and Power to carry out centralised materials procurement and full service constitutes a connected transaction of the Company and the connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting on the resolution pursuant to the Listing Rules of the SSE.

The Company will make further announcement upon execution of the relevant agreements.

As the abovementioned relevant resolutions are still subject to consideration and approval from the general meeting and the class meetings (if applicable) of the Company, the Company will issue a notice of the relevant general meeting in due course.

Announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 28 November 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*