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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 eighth meeting of the ninth session of the Board (the “**Meeting**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) was convened on Friday, 6 January 2017 by way of written resolutions. There were 15 Directors eligible for attending the meeting and 15 of them attended the meeting. 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., and was lawful and valid. The following resolutions were approved unanimously at the Meeting:

I. THE “RESOLUTION ON ADJUSTMENT TO THE TARGET SUBSCRIBERS OF THE NON-PUBLIC ISSUANCE OF H-SHARES OF THE COMPANY INVOLVING THE REVISION OF RELEVANT RESOLUTIONS” WAS CONSIDERED AND APPROVED

As China Datang Corporation (“**CDC**”) decided to make adjustment to the Target Subscriber of the non-public issuance of H-shares, and as the Company intended to enter into the “Amendment Agreement to be entered into by Three Parties in Relation to the Subscription Agreement under the Non-public Issuance of H-share

between Datang International Power Generation Co., Ltd. and China Datang Overseas (Hong Kong) Co., Limited” with China Datang Overseas (Hong Kong) Co., Limited (“**CDOHKC**”) and CDC, the Board of the Company considered and agreed on the “Resolution on Adjustment to the Target Subscribers of the Non-public Issuance of H-shares of the Company Involving the Revision of Relevant Resolutions”, details of which are as follows:

(I) The “Resolution for the Plan of Non-public Issuance of A-shares and Non-public Issuance of H-shares by the Company (Revised)” was Agreed

The details of the adjustment to the plan of non-public issuance of H-shares involved in the “Resolution for the Plan of Non-public Issuance of A-shares and Non-public Issuance of H-shares by the Company (Revised)” are as follows:

1. Target Subscriber: All the shares under the non-public issuance of H-shares are proposed to be subscribed by CDC (or its nominated wholly-owned subsidiary) (the “**Target Subscriber of H-share Issuance**”).

Voting results: 12 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. Issue price and pricing principle:

The pricing principle of the non-public issuance of H-shares shall be 103% of the average trading price of the Company’s H-shares for the 20 trading days preceding the date of the sixth meeting of the ninth session of the Board of the Company (the “**Convening Date of the Board Meeting**”) (the average trading price of H-shares for the 20 trading days preceding the Convening Date of the Board Meeting = the total trading amount of H-shares for the 20 trading days preceding the Convening Date of the Board Meeting/the total trading volume of H-shares for the 20 trading days preceding the Convening Date of the Board Meeting), i.e. HK\$2.12 per share.

In case the closing price of the H-shares on the last trading day 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 the non-public issuance of H-shares shall be subject to

an upward adjustment in proportion based on the aforementioned issue price accordingly, 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 the Target Subscriber of H-share Issuance 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 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 preceding the date of the general meeting

In case the closing price of the H-shares on the last trading day 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 preceding the Convening Date of the Board Meeting, the issue price of non-public issuance of H-shares will not be subject to adjustments.

In case of 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, the issue price of the non-public issuance of H-shares shall be adjusted accordingly.

Voting results: 12 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. Number of shares to be issued:

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 the Target Subscriber of H-shares. In case of 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, the number of shares to be issued under the non-public issuance of H-shares shall be adjusted accordingly.

In the event that an upward adjustment should be made to the issue price of H-shares as agreed 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: 12 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. Lock-up period and listing arrangement:

The Target Subscriber of H-shares shall not trade or transfer any H-shares subscribed under the non-public issuance 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, CDC agrees to comply and procure its nominated wholly-owned subsidiary (if applicable) to comply with such requirements. 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 the Target Subscriber of H-shares may pledge or create encumbrances in respect of all or part of the H-shares from this transaction, it is still subject to the abovementioned lock-up period requirement if the pledge or encumbrances results in transfer of such H-shares.

Voting results: 12 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. Use of proceeds:

The total proceeds from the non-public issuance of H-shares was determined by the multiple of the number of non-public issuance of H-shares and the issue price. After deducting the relevant issue expenses, all proceeds shall be used for general corporate purposes, including but not limited to the repayment of loans and bonds.

Voting results: 12 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.

Saved as the abovementioned matters, other contents in the “Resolution for the Plan of Non-Public Issuance of A-shares and Non-Public Issuance of H-shares by the Company (Revised)” are consistent with the original resolution.

(II) The “Resolution on Proposal for Non-public Issuance of A-shares of the Company (Revised)” was Considered and Approved

Voting results: 12 voted in favour, 0 voted against and 3 avoided.

As the Target Subscriber under the non-public issue of H-shares of the Company is changed to CDC (or its nominated wholly-owned subsidiary), the amendment is made accordingly to the non-public issue of A-shares of the Company. Upon consideration, the Board of the Company agreed on the Proposal for Non-public Issuance of A-shares of the Company (Revised).

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

(III) The “Resolution on Execution of the Supplemental Agreement to the Conditional Subscription Agreement for the Non-public Issuance of Shares Between the Company and Specific Target and Connected Transactions Concerned” was Considered and Approved

Voting results: 12 voted in favour, 0 voted against and 3 avoided.

1. As the adjustment was made to the Target Subscriber under the proposal for non-public issuance of H-shares, upon consideration by the Board, the Board agreed that the Company and CDC executed the Supplemental Agreement to the Subscription Agreement for the Non-public Issuance of A-shares between the Company and specific target, and that the Company and CDOHKC as well as CDC executed the Amendment Agreement to be entered into by Three Parties in Relation to the Subscription Agreement under the Non-public Issuance of H-shares between Datang International Power Generation Co., Ltd. and China Datang Overseas (Hong Kong) Co., Limited.
2. It is agreed that the abovementioned transaction is conducted on normal commercial terms of the Company, is fair, just and reasonable and in the interests of the shareholders of the Company as a whole. The connected transaction does not constitute a significant asset restructuring under the Administrative Measures on Significant Asset Restructuring of Listed Companies.

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

(IV) The “Resolution on Waiver of Obligation to Make General Offer by China Datang Corporation (Revised)” was Considered and Approved

Voting results: 12 voted in favour, 0 voted against and 3 avoided.

(V) 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. (Revised)” was Considered and Approved

Voting results: 12 voted in favour, 0 voted against and 3 avoided.

The Directors (including independent non-executive Directors) of the Company are of the view that the issue involved in the “Resolutions on Adjustments to the Target Subscribers of the Non-public Issuance of H-shares of the Company Involving the Revision of Relevant Resolutions” is fair, just and reasonable and is in the interests of the shareholders of the Company as

a whole. In respect of considering each of the above issues, the connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had avoided voting. This resolution will be submitted to the general meeting and/or class meetings of the Company for consideration item by item.

II. THE “RESOLUTION ON ESTABLISHING THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT COMMITTEE (REVISED)” WAS CONSIDERED AND APPROVED

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

1. Given that the Target Subscriber of the non-public issuance of H-shares plan of the Company had adjusted from CDOHKC to CDC or its nominated wholly-owned subsidiary and the addition of one independent Director of the Company was approved in the 2016 fourth extraordinary general meeting, the original “Resolution on Establishing the Independent Board Committee and the Independent Committee” was amended accordingly in this regard. The “Resolution on Establishing the Independent Board Committee and the Independent Committee (Revised)” was approved after consideration by the Board.
2. It is agreed that an independent Board committee, comprising the independent non-executive Directors, namely Mr. Feng Genfu, Mr. Luo Zhongwei, Mr. Liu Huangsong, Mr. Jiang Fuxiu and Mr. Liu Jizhen, shall be established by the Company for the non-public issuance of A-shares and the non-public issuance of H-shares.
3. It is 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, 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, Mr. Jiang Fuxiu and Mr. Liu Jizhen, shall be established by the Company for the non-public issuance of A-shares and the non-public issuance of H-shares.

III. THE “RECOMMENDATION ON THE ADJUSTMENT TO THE SENIOR MANAGEMENT OF THE COMPANY” WAS CONSIDERED AND APPROVED

Voting results: 15 voted in favour, 0 voted against and 0 avoided.

1. It has been agreed to the appointment of Mr. Duan Zhongmin and Mr. Ying Xuejun as the deputy general manager of the Company for a term from the date of approval from the Board. (For the biography of Mr. Duan Zhongmin and Mr. Ying Xuejun, please refer to the appendix);

2. It has been agreed that Mr. Wang Guoping and Mr. Jian Yingjun no longer holds the position as the deputy general manager of the Company. Mr. Wang Guoping and Mr. Jian Yingjun have confirmed that they have no disagreement with the Board of the Company, and there is no other matter in relation to their resignation that needs to be brought to the attention of the shareholders of the Company or the Hong Kong Stock Exchange.

The Company would like to express their gratitude to Mr. Wang Guoping and Mr. Jian Yingjun for their valuable contributions to the Company during their tenure of office as the deputy general manager of the Company.

Announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 6 January 2017

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*, Liu Jizhen**

* *Independent non-executive Directors*

Appendix:

Biography of Mr. Duan Zhongmin:

Mr. Duan, aged 56, is a senior engineer with university education. Mr. Duan served as the deputy manager of Hydropower Maintenance and Overhaul Company under Electric Power Industry Bureau in Gansu Province, the deputy general manager and the general manager of Gansu Electric Power Construction and Installation Engineering Company, the deputy general manager of Liujiaxia Hydropower Plant, general manager of Bikou Hydropower Plant, the chief engineer of Gansu Branch Company of CDC (Datang Gansu Power Generation Co., Ltd.), the general manager of Datang Yantan Hydropower Plant, the vice secretary of the party committee and the deputy general manager (in charge) of Sichuan Branch Company of China Datang Corporation, the secretary of the party committee and the general manager of Sichuan Branch Company of China Datang Corporation. He has served as the general manager and the vice secretary of the party committee of China Datang Overseas Investment Co., Ltd. since August 2011. Mr. Duan has long been engaged in the production and operation management of power enterprises with extensive experience in the production and operation management of power enterprises.

Biography of Mr. Ying Xuejun:

Mr. Ying, aged 50, is a senior engineer with university education. Mr. Ying served as the deputy general manager of Dou He Power Plant, the deputy general manager of Tuoketuo Power Generation Company Limited, a member of party committee and the deputy general manager of Inner Mongolia Branch Company of Datang, the general manager of Tuoketuo Power Generation Company Limited. the chief of integrated planning department, the deputy chief economist and the chief of integrated planning department and chief economist of the Company. He served as the secretary to the Board of the Company, an executive director and the chief economist since December 2015. Mr. Ying has long been engaged in power production management and operation management with extensive experience in production and operation management.