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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)

WHITEWASH SECOND SUPPLEMENTAL ANNOUNCEMENT

**(I) CONNECTED TRANSACTION IN RESPECT OF THE
PROPOSED A-SHARE ISSUANCE AND H-SHARE ISSUANCE**

(II) SPECIFIC MANDATES

(III) APPLICATION FOR WHITEWASH WAIVER

(IV) POSTPONEMENT OF EGM AND CLASS MEETINGS

**(V) EXTENSION OF CLOSURE OF H-SHARE REGISTER OF
MEMBERS**

Reference is made to the whitewash circular dated 9 February 2017 (the “**Whitewash Circular**”) published by Datang International Power Generation Co., Ltd. (the “**Company**”) in respect of the proposed allotment and issue of Shares to the controlling shareholder of the Company and the supplemental notices and revised proxy forms of the EGM and the Class Meetings published by the Company on 9 February 2017. Unless otherwise defined, terms undefined herein shall have the meanings ascribed to them in the Whitewash Circular.

CHANGES TO RELEVANT PRC REGULATIONS SUBSEQUENT TO THE DESPATCH OF THE WHITEWASH CIRCULAR

Subsequent to the despatch of the Whitewash Circular on 9 February 2017, the following matters have come to the attention of the Directors:

- (a) on 15 February 2017, the CSRC passed its decision to amend the Detailed Rules for Non-Public Stock Offerings by Listed Companies (《關於修改〈上市公司非公開發行股票實施細則〉的決定》) (the “**Non-Public Stock Offerings Amendment Decision**”). The Non-Public Stock Offerings Amendment Decision was published by the CSRC on 17 February 2017; and
- (b) the CSRC also published the Issuance Regulatory Questions and Answers – Regulatory Requirements regarding Guiding and Regulating Listed Companies’ Financing Activities (《發行監管問答－關於引導規範上市公司融資行為的監管要求》) (the “**QA**”) on 17 February 2017.

According to the Non-Public Stock Offerings Amendment Decision, the price referencing date to determine the issue price of shares proposed to be issued by way of non-public issuance shall be the first day of the non-public issuance period.

According to the QA, the number of shares proposed to be issued by a listed company by way of non-public issuance shall not exceed 20% of the total number of issued shares immediately before the non-public issuance.

The Company has been advised by its PRC legal adviser, its financial advisers to the H-Share Issuance and its sponsor to the A-Share Issuance that the Non-Public Stock Offerings Amendment Decision and the QA apply to listed companies which propose to conduct issuance of securities in the PRC whose applications to the CSRC are accepted on or after 15 February 2017.

As at the date of this announcement, the Company has yet to submit its applications in respect of the A-Share Issuance and the H-Share Issuance to the CSRC as it is a requirement of applicable PRC laws, rules and regulations that the Company may only submit such applications after the A-Share Issuance and the H-Share Issuance have been approved at the EGM and the Class Meetings. Accordingly, both the Non-Public Stock Offerings Amendment Decision and the QA apply to the Company.

The Company, its PRC legal adviser, its financial advisers to the H-Share Issuance and its sponsor to the A-Share Issuance are assessing the implications of the Non-Public Stock Offerings Amendment Decision and the QA on the structures of the A-Share Issuance and the H-Share Issuance, including but not limited to the number and issue price of the A-Share Subscription Shares and H-Share Subscription Shares, respectively. The Company will update the Shareholders and the investors of the Company in respect of such implications as soon as practicable.

POSTPONEMENT OF EGM AND CLASS MEETINGS

In view of the potential changes to the terms of the Whitewash Transactions brought about by the promulgation of the Non-Public Stock Offerings Amendment Decision and the QA, the Company is in the process of preparing the necessary documents, including but not limited to supplemental agreements to the Subscription Agreements, supplemental documents in respect of, among others, amendments to be made to the Whitewash Circular, second supplemental notices and second revised proxy forms in respect of the EGM and the Class Meetings. Accordingly, the EGM, the A-Share Class Meeting and the H-Share Class Meeting originally scheduled to be held on 24 February 2017 (Friday) will be postponed to 20 March 2017 (Monday).

A second supplemental notice and second revised proxy form in respect of each of the postponed EGM, the A-Share Class Meeting and the H-Share Class Meeting as well as other applicable documents will be despatched to the Shareholders as and when appropriate. Shareholders should refer to the said supplemental notices for details of the date and time of the postponed EGM, the A-Share Class Meeting, the H-Share Class Meeting and other relevant matters.

The notices of attendance for the EGM, A-Share Class Meeting and H-Share Class Meeting published by the Company on 25 January 2017 are still valid for the postponed EGM, A-Share Class Meeting and H-Share Class Meeting, unless the Shareholders inform the Company that they no longer intend to attend the EGM, A-Share Class Meeting and H-Share Class Meeting through mail, facsimile or by phone (the details of which are set out in such notices of attendance) on or before 28 February 2017. Completion of and return of the notices of attendance shall not preclude Shareholders from attending the EGM, A-Share Class Meeting and H-Share Class Meeting and voting at these meetings.

According to the Articles, the Company shall calculate the number of voting shares represented by Shareholders who intend to attend the EGM, A-Share Class Meeting and H-Share Class Meeting on the basis of the written replies it has received 20 days before the date of the EGM and the Class Meetings. In the event that the number of voting shares represented by Shareholders who intend to attend the EGM, A-Share Class Meeting and H-Share Class Meeting is less than one half of the total number of the voting shares of the Company (in relation to the EGM) or the total number of A-Shares (in relation to the A-Share Class Meeting) or the total number of H-Shares (in relation to the H-Share Class Meeting), the Company shall, within five days, notify its Shareholders again of the matters to be considered and approved at the relevant meetings and the date and place of such meetings by way of an announcement. The Company may hold the EGM, A-Share Class Meeting and H-Share Class Meeting after such announcement has been made.

EXTENSION OF CLOSURE OF H-SHARE REGISTER OF MEMBERS

Due to the postponement of the EGM and the H-Share Class Meeting, in order to determine the H-Shareholders who will be entitled to attend and vote at the EGM and/or the H-Share Class Meeting, the period of closure of the H-Share register of members of the Company as stated in the notices of the EGM and the H-Share Class Meeting published on 9 February 2017 will be extended to the date of the postponed EGM and the H-Share Class Meeting.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 21 February 2017

As at the date of this announcement, the Board comprises: (a) two executive Directors, namely Wang Xin and Ying Xuejun; (b) eight non-executive Directors, namely Chen Jinhang, Liu Chuandong, Liang Yongpan, Zhu Shaowen, Cao Xin, Zhao Xianguo, Liu Haixia and Guan Tiangang (Mdm.); and (c) five independent non-executive Directors, namely Feng Genfu, Luo Zhongwei, Liu Huangsong, Jiang Fuxiu and Liu Jizhen.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to CDC and parties acting in concert with it) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the directors of CDC comprises Chen Jinhang, Chen Feihu, Sun Hanhong, Sun Xinguo, Chen Qiliang, Xia Donglin and Wang Wanchun.

The directors of CDC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to CDC and parties acting in concert with it, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.