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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 tenth meeting of the ninth session of the Board (the “**Meeting**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) was convened on Monday, 13 March 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 THE FULFILMENTS TO THE CONDITIONS FOR NON-PUBLIC ISSUANCE OF A-SHARES BY THE COMPANY (REVISED)” WAS CONSIDERED AND APPROVED**

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

**II. THE “RESOLUTION ON THE ADJUSTMENTS TO THE RESOLUTIONS ON THE REVISION OF THE MATTERS IN RELATION TO THE NON-PUBLIC ISSUANCE OF A-SHARES OF THE COMPANY” WAS CONSIDERED AND APPROVED**

Pursuant to 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》) and the Decision on the Amendments to 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》) issued by China Securities Regulatory Commission (the “CSRC”), the Board considered and agreed the revision of the following resolutions:

**(I) The “Resolution on the Plan of Non-public Issuance of A-shares and Non-public Issuance of H-shares by the Company (Second Revision)” was Agreed**

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

1. Issue price and pricing principles: the price referencing date of the present non-public issuance of A-shares (the “**Price Referencing Date**”) is the first day of the issuance period (the date the Company notifies China Datang Corporation (“**CDC**”) to pay in writing for the subscription amount for the present non-public issuance of A-shares), and the issue price of the present non-public issuance of A-shares shall represent not less than 90% of the average trading price of the A-Shares of the Company in the 20 trading days preceding the Price Referencing Date (the average trading price of the A-shares in the 20 trading days preceding the Price Referencing Date = the total trading amount of A-shares in the 20 trading days preceding the Price Referencing Date/ the total trading volume of A-shares in the 20 trading days preceding the Price Referencing Date). On the basis of the abovementioned issue

floor price, the final issue price will be agreed and determined, upon approval from CSRC for the present non-public issuance of A-shares, by the Board of the Company and the lead underwriter in accordance with the mandate of the general meeting, the Detailed Rules for Non-Public Stock Offerings by Listed Companies (2017 Revision) and the requirements of CSRC and other competent authorities. The issue price of the present non-public issuance of A-shares shall be adjusted accordingly if there are any ex-rights or ex-dividends activities such as equity distribution, capitalisation of capital reserve or share placing undertaken by the Company between the Price Referencing Date and the issuance date.

Voting results: 12 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting.

2. Number of shares to be issued: The number of shares to be issued under the present non-public issuance of A-shares shall be not more than 2,662,007,515 shares, all of which is proposed to be subscribed by CDC. Subject to the above issuance scope, the Company shall determine the final number of Shares to be issued after consultation with the sponsor (lead underwriter) of the present non-public issuance of A-shares according to the approval from CSRC. The Company shall notify CDC in writing. In case of any ex-rights activities (such as equity distribution, capitalisation of capital reserve or share placing) undertaken by the Company from the announcement date of the resolutions of the sixth meeting of the ninth session of the Board approving the present non-public issuance of A-shares to the date of the issuance, the maximum number of shares to be issued under the present non-public issuance of A-shares shall be adjusted accordingly as the following formula:  $QA_1 = QA_0 \times (1 + EA)$

Among which:

$QA_1$ : the maximum number of shares to be issued after adjustment

$QA_0$ : the maximum number of shares to be issued before adjustment

EA: number of bonus shares per share or number of shares resulting from capitalisation of capital reserve for each share

Voting results: 12 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting.

Save for the abovementioned matters, other contents in the “Resolution on the Plan of Non-public Issuance of A-shares and Non-public Issuance of H-shares by the Company (Second Revision)” are consistent with the original resolution.

**(II) The “Resolution on the Proposal for Non-public Issuance of A-shares of the Company (Third Revision)” was Agreed**

Voting results: 12 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting.

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

**(III) The “Resolution on the Waiver of Obligation to Make General Offer by China Datang Corporation for Issuance (Second Revision)”**

Voting results: 12 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting.

**(IV) The “Resolution on the Application for Whitewash Waiver by China Datang Corporation and Issuance of Documents on Whitewash Waiver by Datang International Power Generation Co., Ltd. (Second Revision)”**

Voting results: 12 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting.

The Directors (including independent non-executive Directors) of the Company are of the view that the issues involved in the “Resolution on the Adjustments to the Resolutions on the Revision of the Matters in relation to the Non-Public Issuance of A-Shares of the Company” are fair, just and reasonable and are 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 Chen Jinhang, Liu Chuandong and 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.

**III. THE “RESOLUTION ON EXECUTION OF THE SECOND SUPPLEMENTAL AGREEMENT TO THE CONDITIONAL SUBSCRIPTION AGREEMENT FOR THE NON-PUBLIC ISSUANCE OF SHARES BETWEEN THE COMPANY AND SPECIFIC TARGET AND CONNECTED TRANSACTIONS IN RELATION TO THE PRESENT ISSUANCE CONCERNED” WAS CONSIDERED AND APPROVED**

Voting results: 12 voted in favour, 0 voted against and 3 avoided. The connected Directors, namely Chen Jinhang, Liu Chuandong and Liang Yongpan, had avoided voting.

1. Pursuant to 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》) and the Decision on the Amendments to 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》) issued by CSRC, upon consideration by the Board, the Board agreed that the Company and CDC executed the A-Share Subscription Second Supplemental Agreement for the Non-public Issuance of A-shares between Datang International Power Generation Co., Ltd. and China Datang Corporation and the H-Share Subscription Supplemental Agreement for the Non-public Issuance of H-shares between Datang International Power Generation Co., Ltd. and China Datang Corporation.
2. It is agreed that the abovementioned connected transactions are conducted on normal commercial terms by the Company, are fair, just and reasonable and in the interests of the shareholders of the Company as a whole. The connected transactions do not constitute significant asset restructuring under the Administrative Measures on Significant Asset Restructuring of Listed Companies (《上市公司重大資產重組管理辦法》).

The resolution will be submitted to the general meeting and/or class meetings of the Company for consideration.

**IV. THE “RESOLUTION ON THE 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 (SECOND REVISION)” WAS CONSIDERED AND APPROVED**

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

For details, please refer to the Announcement in relation to the Risk Alert and Remedial Measures for Dilution of Immediate Return on Non-Public Issuance of Shares of Datang International Power Generation Co., Ltd. (Second Revision) published by the Company on the same date.

The abovementioned resolutions will be submitted to the general meeting and/or class meetings of the Company for consideration.

Announcement is hereby given.

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

Beijing, the PRC, 13 March 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*