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**大唐国际发电股份有限公司**

DATANG INTERNATIONAL POWER GENERATION CO., LTD.

*(a sino-foreign joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 00991)**

**OVERSEAS REGULATORY ANNOUNCEMENT  
ANNOUNCEMENT ON RESOLUTIONS  
OF THE BOARD OF DIRECTORS  
AND  
CHANGE OF MEMBERS OF THE STRATEGIC DEVELOPMENT  
AND RISK CONTROL COMMITTEE, THE REMUNERATION AND  
APPRAISAL COMMITTEE AND NOMINATION COMMITTEE**

**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 liability for the truthfulness, accuracy and completeness of the contents contained herein.

This announcement is made pursuant to Rule 13.10(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

The eleventh meeting of the ninth session of the Board of Datang International Power Generation Co., Ltd. (“**Datang International**” or the “**Company**”) was held at 1608 Conference Room of Datang International Power Generation Co., Ltd., No. 9 Guangningbo Street, Xicheng District, Beijing at 9:30 a.m. on Wednesday, 15 March 2017. The written notice of the meeting was dispatched on 3 March 2017. Fifteen Directors were eligible for attending the meeting and 12 of them attended the meeting. Directors, namely Chen Jinhang, Liang Yongpan, and Guan Tiangang, were unable to attend the meeting in person due to business engagements and had authorised Directors Liu Chuandong, Ying Xue jun, and Liu Haixia to attend the meeting and vote on their behalf respectively. The meeting was convened in compliance with the provisions under the Company Law of the People’s Republic of China and the articles

of association of Datang International Power Generation Co., Ltd. (the “**Articles of Association**”), and was lawful and valid. Three supervisors of the Company attended the meeting. The meeting was chaired by Mr. Wang Xin, vice Chairman of the Company. Through voting by the Directors or their authorised proxies present at the meeting by way of show of hands, the following resolutions were approved unanimously at the meeting:

**I. The “Work Report of the General Manager” was considered and approved**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

**II. The “Work Report of the Board for the Year 2016” (including the Work Report of Independent Directors and the Report on Duty Performance of the Audit Committee) was considered and approved, and was approved to be submitted at the 2016 annual general meeting for consideration and approval.**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

**III. The “Resolution on the Financial Report for the Year 2016” was considered and approved, and was approved to be submitted at the 2016 annual general meeting for consideration and approval.**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

**IV. The “Resolution on the Connected Transactions for the Year 2016” was considered and approved**

Voting result: 12 voted in favour, 0 voted against and 3 abstained

The “Resolution on the Connected Transactions for the Year 2016” was approved. The Directors (including independent Directors) consider that the connected transactions conducted during the year 2016 are on normal commercial terms in the ordinary course of business of the Company, and the transactions are fair, reasonable and in the interest of the Company and the shareholders as a whole.

The connected Directors of the Company, Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, have abstained from voting on such resolution.

**V. The “Resolution on the Company’s Fund Appropriated by Substantial Shareholders and Other Connected Parties” was considered and approved**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

The Directors (including independent Directors) approved the table of summary of non-operational fund appropriation and other connected fund transactions of the listed company for the year 2016 prepared by the Company and the special verification report issued by the accountant, and confirmed that there was no non-operational fund of the Company appropriated by the Company’s controlling shareholders and other connected parties as at 31 December 2016.

**VI. The “Resolution on Financing Guarantee for the Year 2017” was considered and approved, and was approved to be submitted at the 2016 annual general meeting for consideration and approval.**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

1. The Company was approved to provide financing guarantee to Gansu Datang International Liancheng Power Generation Company Limited, Yunnan Datang International Electric Power Generation Company Limited and Shanxi Datang International Yuncheng Power Generation Company Limited with a maximum guarantee amount of RMB2.5 billion in 2017.
2. The Company was approved to, within the cap of RMB2.5 billion, adjust the guarantee amount to the above subsidiaries and associates (joint ventures) based on actual conditions. If the guarantee to be provided to an individual subsidiary exceeds the specified planned amount, the Company shall perform further disclosure procedure.
3. The Company was approved to, within the above cap, provide guarantee to other subsidiaries not listed in the afore-mentioned scope (including those whose gearing ratio exceeds 70%), provided that the aggregate guarantee amount to them shall not exceed 5% of the audited net assets of the Company for the latest period and the Company shall publish further announcement on the guarantee according to the relevant rules and regulations.
4. Since the gearing ratios of the above subsidiaries which the Company will provide guarantee all exceeded 70%, the above guarantee matters were approved to be submitted at the general meeting for shareholders’ consideration and approval pursuant to the Rules Governing the Listing of Securities on the Shanghai Stock Exchange.

Upon the above relevant contracts being entered into, the Company will publish further announcement.

**VII. The “Resolution on Conducting Finance Lease Business by the Subordinated Enterprises” was considered and approved**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

The subordinated enterprises of the Company were approved to carry out finance lease business of direct lease or sale and leaseback with leasing companies (excluding those directly or indirectly controlled by China Datang Corporation) in 2017, with the total principal amount of finance lease of no more than RMB3 billion.

Upon the relevant finance lease agreements being entered into, the Company will publish further relevant announcement according to the relevant rules and regulations.

**VIII. The “Resolution on 2016 Profit Distribution Plan and Making up Losses by Surplus Reserve” was considered and approved**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

1. Due to the major impacts of asset transfer in coal-to-chemical business segment and related projects, the Company suffered from significant losses in the year 2016, and as at 31 December 2016, the retained profit of the parent company was RMB-9.015 billion; pursuant to the Company Law, the General Rules for Enterprise Finance and the Articles of Association and other relevant provisions, the Company was approved to make up all the losses of the parent company by using RMB9.015 billion of discretionary reserve in 2016.
2. There was no dividend recommended to be paid for 2016.
3. The above matter was approved to be submitted at the 2016 annual general meeting of the Company for shareholders’ consideration and approval.

**IX. The “Resolution on Changes in Accounting Estimates on Assets of Main Units of Power Generation Plants” was considered and approved**

The Company was approved to change the estimated service life and estimated net residual values of assets of main units of power generation plants in accordance with the Accounting Standards for Business Enterprises; such changes in accounting estimates has been implemented since 1 January 2016.

The independent Directors and the supervisory committee of the Company have issued their opinions on approval of such changes in accounting estimates, respectively.

- X. The “Resolution on Publication of Explanations on 2016 Annual Report” was considered and approved, and the Company was approved to publish the 2016 annual report, summary of the annual report and the results announcement.**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

- XI. The “Resolution on the Social Responsibility Report for 2016” was considered and approved, and the Company was approved to publish the Social Responsibility Report of Datang International Power Generation Co., Ltd. for the Year 2016.**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

- XII. The “Resolution on the Evaluation Report and Audit Report on Internal Control for 2016” was considered and approved, and the Company was approved to publish the Evaluation Report and Audit Report on Internal Control of the Company for the Year 2016.**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

- XIII. The “Resolution on Adjustment to the Members of Special Committees to the Board” was considered and approved**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

Director Liu Jizhen<sup>(Note 1)</sup> was approved to serve as a member of the strategic development and risk control committee, and Director Feng Genfu to serve as the conveners of the remuneration and appraisal committee and the nomination committee<sup>(Note 2)</sup>. The members of each special committee after adjustment are as follows:

1. Strategic development and risk control committee

Convener: Chen Jinhang

Deputy convener: Luo Zhongwei (independent Director)

Members: Liu Jizhen (independent Director), Wang Xin, Liang Yongpan, Liu Haixia, Cao Xin and Zhu Shaowen

2. Audit committee

Convener: Jiang Fuxiu (independent Director)

Members: Luo Zhongwei (independent Director), Feng Genfu (independent Director), Guan Tiangang and Liu Chuandong

3. Remuneration and appraisal committee

Convener: Feng Genfu (independent Director)

Members: Jiang Fuxiu (independent Director), Liu Huangsong (independent Director), Ying Xuejun and Zhao Xianguo

4. Nomination committee

Convener: Feng Genfu (independent Director)

Members: Jiang Fuxiu (independent Director), Liu Huangsong (independent Director), Ying Xuejun and Zhao Xianguo

*Notes:*

- (1) *Liu Jizhen was appointed as a non-executive independent Director of the Company on 29 December 2016.*
- (2) *Luo Zhongwei ceased to serve as the conveners of the remuneration and appraisal committee and the nomination committee.*

**XIV. The “Resolution on Appointment of Datang Research Institute to Undertake Technical Supervision and Technical Service for Power Generation Enterprises under Datang International” was considered and approved**

Voting result: 12 voted in favour, 0 voted against and 3 abstained

1. The Company was approved to enter into the Technical Supervision and Technical Service Framework Agreement with China Datang Corporation Science and Technology Research Institute Company Limited (“**Datang Research Institute**”), with a term commencing from the effective date of the agreement to 31 December 2017.
2. Datang Research Institute was approved to, within the term of the agreement, provide technical supervision and technical service to the Company and certain power generation enterprises of the Company, with an expected technical service fee of no more than RMB145 million.

Upon the relevant agreements being entered into, the Company will publish further relevant announcement according to relevant laws and regulations.

**XV. The “Resolution on Tender for Technological Transformation Project of Datang International and Its Subsidiaries” was considered and approved**

Voting result: 12 voted in favour, 0 voted against and 3 abstained

Since Datang Environment Industry Group Co., Ltd. (“**Datang Environment Industry Company**”), a controlling subsidiary of China Datang Corporation, or its subsidiaries or branches will tender for the technological transformation project, energy-saving technology project, environmentally-friendly transformation project, contractual energy project and other projects of the Company and its subsidiaries, Datang Environment Industry Company or its subsidiaries or branches are approved to enter into the contract of tender award with Datang International and its subsidiaries, provided that their tender offers are lower than the average market price of provision of similar services in the market, and their comprehensive scores rank first, and there is no objection after publication, with an expected aggregate transaction amount of no more than RMB980 million in 2017.

Should Datang Environment Industry Company or its subsidiaries or branches be awarded with the tender and enter into the relevant contract, the Company will publish further relevant announcement according to relevant rules and regulations.

**XVI. The “Resolution on Undertaking of the Operation, Maintenance and Safety Production Management of Flue Gas Desulfurization and Denitrification Equipment of Datang Environment Industry Company” was considered and approved**

Voting result: 12 voted in favour, 0 voted against and 3 abstained

The Company was approved to enter into the Framework Agreement on Operation, Maintenance and Safety Production Management of Flue Gas Desulfurization and Denitrification Equipment with Datang Environment Industry Company, with a term of 12 months commencing from the effective date of the agreement. During the term of the agreement, the power generation enterprises under the Company will undertake the operation, maintenance and safety production management of flue gas desulfurization and denitrification equipment of Datang Environment Industry Company and its sub-branches, with an expected aggregate transaction amount of no more than RMB120 million.

Upon the relevant agreements being entered into, the Company will publish further relevant announcement according to relevant laws and regulations.

**XVII. The “Proposal on Proposing to the General Meeting to Grant a Mandate to the Board to Determine the Issue of New Shares of Not More Than 20% of Each Class of Shares” was considered and approved**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

The Board agreed to propose to the general meeting to grant the following mandates to the Board:

1. To propose, subject to the requirements under item 2 of this resolution, to generally and unconditionally authorise the Board to, within 12 months from the date of approval of the resolution at the Company’s general meeting, exercise all rights of the Company to allot or issue, either separately or concurrently, A shares and H shares, and execute or grant any offers, agreements and arrangements which may require the exercise of such rights.
2. Pursuant to the approval under item 1 of this resolution, the Board of the Company may allot or issue, either separately or concurrently, A shares and H shares, with the respective numbers of A shares and H shares to be allotted or issued, either separately or concurrently, not more than 20% of the respective numbers of the issued A shares and H shares of the Company.
3. Subject to the restrictions under item 1 and item 2 of this resolution, the Board may, within the given limits, determine the respective numbers of A shares and H shares to be allotted or issued, either separately or concurrently.
4. Subject to the restrictions under items 1, 2 and 3 of this resolution and according to the Company’s actual condition of the authorisation, allotment or issue of new A shares and new H shares, either separately or concurrently, the Board may increase the registered capital of the Company and make appropriate amendments to Articles 18 and 21 under the Articles of Association of Datang International Power Generation Co., Ltd.
5. The proposal was approved to be submitted at the 2016 annual general meeting of the Company for consideration and approval.



**XVII. The “Explanation on Convening the 2016 Annual General Meeting” was considered and approved**

Voting result: 15 voted in favour, 0 voted against and 0 abstained

The 2016 annual general meeting was approved to be convened prior to 30 June 2017.

Pursuant to the listing rules of the listing place where the Company is listed, the above-mentioned resolutions numbered XIV, XV and XVI related matters constitute connected transactions of the Company, and the connected Directors, Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, have abstained from voting on the above resolutions. The Directors (including independent Directors) of the Company consider that the above transactions are on normal commercial terms in the ordinary course of business of the Company; the connected transactions are fair, impartial, reasonable and in the interest of the Company and the shareholders as a whole.

The above-mentioned resolutions numbered II, III, VI, VIII and XVII are required to be submitted at the 2016 annual general meeting of the Company for shareholders' consideration. As the specific time for convening the 2016 annual general meeting is not confirmed yet, the Board authorises the secretary to the Board to issue the notice of the annual general meeting in due course upon confirmation of the time and other details of the annual general meeting.

The announcement is hereby given.

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

Beijing, the PRC, 15 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, Liu Jizhen\*, Feng Genfu\*, Luo Zhongwei\*, Liu Huangsong\* and Jiang Fuxiu\**

\* *Independent non-executive Directors*