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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)**

## **ANNOUNCEMENT**

### **(I) POLL RESULTS OF THE 2017 FIRST EXTRAORDINARY GENERAL MEETING THE 2017 FIRST A-SHARE CLASS MEETING THE 2017 FIRST H-SHARE CLASS MEETING (II) GRANT OF THE WHITEWASH WAIVER (III) GRANT OF THE WAIVER IN RESPECT OF RULE 10 OF THE TAKEOVERS CODE**

#### **POLL RESULTS OF THE EGM AND THE CLASS MEETINGS**

The Board is pleased to announce that all the proposed resolutions set out in the respective notices of the EGM, the A-Share Class Meeting and the H-Share Class Meeting dated 16 March 2017 were duly passed by way of poll at the EGM, the A-Share Class Meeting and the H-Share Class Meeting.

#### **GRANT OF THE WHITEWASH WAIVER**

The Executive has, on 30 March 2017, granted the Whitewash Waiver, subject to the fulfilment of the conditions that (i) the issue of the new securities being approved by a vote of the independent shareholders at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by CDC and parties acting in concert with it between the announcement of the proposed issue of the new securities and the completion of the Whitewash Transactions. The aforementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

## **GRANT OF THE WAIVER IN RESPECT OF RULE 10 OF THE TAKEOVERS CODE**

As disclosed in the Whitewash Circular and the Whitewash Supplemental Circular, the net profit attributable to the equity holders of the Company excluding non-recurring profit/loss for the year ending 31 December 2017 set out in Section VII of each of the A-Share Proposal (Second Revision) in Appendix IA to the Whitewash Circular and the A-Share Proposal (Third Revision) in Appendix IA to the Whitewash Supplemental Circular constituted profit forecast under Rule 10 of the Takeovers Code and was required to be reported on in accordance with Rule 10 of the Takeovers Code. As such information was prepared for illustrative purpose only and did not represent the Company's judgments on its operating results or trend in 2017, an application was made to the Executive for a waiver from the reporting on requirements set out in Rule 10 of Takeovers Code. The Executive has, on 20 March 2017, granted such a waiver sought.

**WARNING: THE COMPLETION OF THE WHITEWASH TRANSACTIONS IS SUBJECT TO THE SATISFACTION OF OTHER CONDITIONS, INCLUDING THE OBTAINING OF THE CSRC APPROVAL. ACCORDINGLY, THE WHITEWASH TRANSACTIONS MAY OR MAY NOT PROCEED. SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES, AND ARE RECOMMENDED TO CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR OR OTHER PROFESSIONAL ADVISER IF THEY ARE IN ANY DOUBT ABOUT THEIR POSITION AND AS TO ACTIONS THEY SHOULD TAKE.**

Reference is made to (i) the whitewash circular dated 9 February 2017 (the "**Whitewash Circular**") in respect of, among other things, the A-Share Issuance, the H-Share Issuance and the Whitewash Waiver published by Datang International Power Generation Co., Ltd. (the "**Company**"); (ii) the whitewash supplemental circular dated 13 March 2017 (the "**Whitewash Supplemental Circular**") in respect of the Whitewash Circular published by the Company; (iii) the whitewash fourth supplemental announcement dated 16 March 2017 published by the Company in respect of, among other things, the postponement of the EGM and the Class Meetings; and (iv) the third supplemental notice dated 16 March 2017 in respect of each of the EGM, the A-Share Class Meeting and the H-Share Class Meeting published by the Company.

Unless otherwise defined, terms undefined herein shall have the meanings ascribed to them in the Whitewash Circular and/or Whitewash Supplemental Circular.

## **POLL RESULTS OF THE EGM AND THE CLASS MEETINGS**

The Board is pleased to announce that all the proposed resolutions set out in the respective notices of the EGM, the A-Share Class Meeting and the H-Share Class Meeting dated 16 March 2017 were duly passed by way of poll at the EGM, the A-Share Class Meeting and the H-Share Class Meeting.

The EGM, the A-Share Class Meeting and the H-Share Class Meeting were held at 1608 Conference Room of the Company at No. 9 Guangningbo Street, Xicheng District, Beijing, the People's Republic of China on Friday, 31 March 2017, at 9.30 a.m., 10.30 a.m. and 11 a.m. respectively.

Mr. Wang Xin, an executive Director, was the chairman of each of the EGM, the A-Share Class Meeting and the H-Share Class Meeting.

The H-Share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer in respect of the EGM, the A-Share Class Meeting and the H-Share Class Meeting for the purpose of vote taking.

### **Information in respect of the entitlement of Shareholders to attend and vote at the EGM and the Class Meetings**

As at the date of the EGM and the Class Meetings, the Company had in issue 13,310,037,578 Shares, divided into 9,994,360,000 A-Shares and 3,315,677,578 H-Shares.

As disclosed in the Whitewash Circular and the Whitewash Supplemental Circular, CDC and parties acting in concert with it, namely CDFC and CDOHKC, in aggregate hold 4,147,716,014 A-Shares and 480,680,000 H-Shares, representing approximately 31.16% and approximately 3.61%, respectively, of the total number of issued Shares of the Company as at the date of the EGM and the Class Meetings, were required to abstain from voting at the EGM, the A-Share Class Meeting and/or the H-Share Class Meeting, as the case may be, in respect of the resolutions approving the A-Share Issuance, the H-Share Issuance, the Subscription Agreements and the transactions contemplated thereunder, the Specific Mandates and the Whitewash Waiver.

CDC and parties acting in concert with it did abstain from voting on resolutions II, III, IV, VIII and XI of the EGM, resolutions I, II and III of the A-Share Class Meeting and resolutions I and II of the H-Share Class Meeting.

Save as disclosed above, there were no Shares entitling the holders thereof to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules or abstain from voting at the EGM, the A-Share Class Meeting and/or the H-Share Class Meeting, as the case may be.

Accordingly, the total number of issued Shares, A-Shares and H-Shares entitling the holders to attend and vote on resolutions at the EGM, the A-Share Class Meeting and/or the H-Share Class Meeting, as the case may be, are as follows:

- (i) the total number of issued Shares entitling the relevant Shareholders to attend and vote or participate in online voting in respect of resolutions II, III, IV, VIII and XI of the EGM was 8,681,641,564 Shares and in respect of the other resolutions at the EGM (i.e. resolutions I, V, VI, VII, IX and X) was 13,310,037,578 Shares;
- (ii) the total number of issued A-Shares entitling the relevant A-Shareholders to attend and vote or participate in online voting in respect of resolutions I, II and III of the A-Share Class Meeting was 5,846,643,986 A-Shares and in respect of the other resolutions at the A-Share Class Meeting (i.e. resolutions IV, V and VI) was 9,994,360,000 A-Shares; and
- (iii) the total number of issued H-Shares entitling the relevant H-Shareholders to attend and vote in respect of resolutions I and II of the H-Share Class Meeting was 2,834,997,578 H-Shares and in respect of the other resolutions at the H-Share Class Meeting (i.e. resolutions III and IV) was 3,315,677,578 H-Shares.

A total of 16 Shareholders and their authorised proxies holding an aggregate of (i) 8,639,715,362 Shares, representing approximately 64.92% of the total number of issued Shares, were present at the EGM or participated in the relevant online voting; (ii) 8,024,002,851 A-Shares, representing approximately 80.29% of the total number of issued A-Shares, were present at the A-Share Class Meeting or participated in the relevant online voting; and (iii) 615,712,511 H-Shares, representing approximately 18.57% of the total number of issued H-Shares, were present at the H-Share Class Meeting.

### **Poll results of the EGM**

The following resolutions were passed at the EGM by way of poll. 8,639,715,362 Shares were entitled to vote in respect of resolutions I, V, VI, VII, IX and X and 4,378,737,948 Shares were entitled to vote in respect of resolutions II, III, IV, VIII and XI. CDC and parties acting in concert with it were required to and did abstain from voting on resolutions II, III, IV, VIII and XI of the EGM.

SPECIAL RESOLUTIONS		Number of Shares		Passing Rate (%)
		FOR	AGAINST	
I	To consider and approve the “Resolution on the Fulfilments to the Conditions for Non-public Issuance of A-Shares by the Company (Revised)”	8,603,135,247	24,558,415	99.71
II	To consider and approve the “Resolution on the Plan of Non-public Issuance of A-Shares and Non-public Issuance of H-Shares by the Company (Second Revision)”	–	–	–
	(i) Type of shares to be issued and par value	4,341,955,533	24,808,415	99.43
	(ii) Method of issue	4,341,955,533	24,648,415	99.44
	(iii) Target subscribers	4,341,955,533	24,648,415	99.44
	(iv) Subscription method	4,341,955,533	24,648,415	99.44
	(v) Issue price and principle of pricing	4,341,955,533	24,648,415	99.44
	(vi) Number of shares to be issued	4,341,955,533	24,648,415	99.44
	(vii) Lock-up period and listing arrangement	4,341,955,533	24,648,415	99.44
	(viii) Use of proceeds	4,346,626,671	19,977,277	99.54
II	(ix) Arrangement for the accumulated profits prior to the non-public issuance	4,346,626,671	19,977,277	99.54
	(x) The relationship between the non-public issuance of A-shares and the non-public issuance of H-shares	4,341,955,533	24,648,415	99.44
	(xi) The effective period for the resolution on the non-public issuance	4,341,955,533	24,648,415	99.44
III	To consider and approve the “Resolution on the Proposal for Non-public Issuance of A-Shares of the Company (Third Revision)”	4,341,955,533	24,808,415	99.43
IV	To consider and approve the “Resolution on the Execution of the Conditional Subscription Agreements for the Non-public Issuance of Shares between the Company and Specific Targets and Connected Transactions Involved in the Issuance (Second Revision)”	4,341,955,533	24,808,415	99.43
V	To consider and approve the “Resolution on the Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares of the Company for Investment in Projects”	8,611,192,085	28,523,277	99.67

SPECIAL RESOLUTIONS		Number of Shares		Passing Rate (%)
		FOR	AGAINST	
VI	To consider and approve the “Resolution on the Report on the Use of Proceeds from the Previous Fund Raising Activities by the Company”	8,620,055,662	19,612,000	99.77
VII	To consider and approve 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)”	8,602,932,947	24,808,415	99.71
VIII	To consider and approve the “Resolution on the Waiver of Obligation to Make General Offer by China Datang Corporation for Issuance (Second Revision)”	4,340,363,833	25,612,415	99.41
IX	To consider and approve the “Resolution on the Company’s Dividend Distribution Policy and Three-year Plan for Shareholders’ Return (2016–2018)”	8,620,055,662	19,612,000	99.77
X	To consider and approve the “Resolution on Proposing to 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 their Discretion”	8,611,192,085	28,523,277	99.67
<b>ORDINARY RESOLUTION</b>				
XI.	To consider and approve 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)”	4,340,363,833	25,612,415	99.41

Please refer to the Whitewash Circular, the Whitewash Supplemental Circular and the third supplemental notice of the EGM dated 16 March 2017 for the details of the above resolutions.

As more than two-thirds of the votes were cast in favour of resolutions I to X, such resolutions were duly passed as special resolutions of the Company.

As more than one-half of the votes were cast in favour of resolution XI, such resolution was duly passed as an ordinary resolution of the Company.

## Poll results of the A-Share Class Meeting

The following resolutions were passed at the A-Share Class Meeting by way of poll. 8,024,002,851 A-Shares were entitled to vote in respect of resolutions IV, V and VI and 3,885,025,437 A-Shares were entitled to vote in respect of resolutions I, II and III. CDC and parties acting in concert with it were required to and did abstain from voting on resolutions I, II and III of the A-Share Class Meeting.

	SPECIAL RESOLUTIONS	Number of Shares		Passing Rate (%)
		FOR	AGAINST	
I	To consider and approve the “Resolution on the Plan of Non-public Issuance of A-Shares and Non-public Issuance of H-Shares by the Company (Second Revision)”	–	–	–
	(i) Type of shares to be issued and par value	3,884,663,437	362,000	99.99
	(ii) Method of issue	3,884,663,437	362,000	99.99
	(iii) Target subscribers	3,884,663,437	362,000	99.99
	(iv) Subscription method	3,884,663,437	362,000	99.99
	(v) Issue price and principle of pricing	3,884,663,437	362,000	99.99
	(vi) Number of shares to be issued	3,884,663,437	362,000	99.99
	(vii) Lock-up period and listing arrangement	3,884,663,437	362,000	99.99
	(viii) Use of proceeds	3,884,663,437	362,000	99.99
	(ix) Arrangement for the accumulated profits prior to the non-public issuance	3,884,663,437	362,000	99.99
	(x) The relationship between the non-public issuance of A-shares and the non-public issuance of H-shares	3,884,663,437	362,000	99.99
	(xi) The effective period for the resolution on the non-public issuance	3,884,663,437	362,000	99.99
II	To consider and approve the “Resolution on the Proposal for Non-public Issuance of A-Shares of the Company (Third Revision)”	3,884,663,437	362,000	99.99

	SPECIAL RESOLUTIONS	Number of Shares		Passing Rate (%)
		FOR	AGAINST	
III	To consider and approve the “Resolution on the Execution of the Conditional Subscription Agreements for the Non-public Issuance of Shares between the Company and Specific Targets and Connected Transactions Involved in the Issuance (Second Revision)”	3,884,663,437	362,000	99.99
IV	To consider and approve the “Resolution on the Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares of the Company for Investment in Projects”	8,023,640,851	362,000	99.995
V	To consider and approve 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)”	8,023,640,851	362,000	99.995
VI	To consider and approve the “Resolution on Proposing to 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 their Discretion”	8,023,640,851	362,000	99.995

Please refer to the Whitewash Circular, the Whitewash Supplemental Circular and the third supplemental notice of the A-Share Class Meeting dated 16 March 2017 for the details of the above resolutions.

As more than two-thirds of the votes were cast in favour of resolutions I to VI, such resolutions were duly passed as special resolutions of the A-Share Class Meeting.

### **Poll results of the H-Share Class Meeting**

The following resolutions were passed at the H-Share Class Meeting by way of poll. 615,712,511 H-Shares were entitled to vote in respect of resolutions III and IV and 493,712,511 H-Shares were entitled to vote in respect of resolutions I and II. CDC and parties acting in concert with it were required to and did abstain from voting on resolutions I and II of the H-Share Class Meeting.



SPECIAL RESOLUTIONS		Number of Shares		Passing Rate (%)
		FOR	AGAINST	
I	To consider and approve the “Resolution on the Plan of Non-public Issuance of A-Shares and Non-public Issuance of H-Shares by the Company (Second Revision)”			
	(i) Type of shares to be issued and par value	457,292,096	24,446,415	94.93
	(ii) Method of issue	457,292,096	24,446,415	94.93
	(iii) Target subscribers	457,292,096	24,446,415	94.93
	(iv) Subscription method	457,292,096	24,446,415	94.93
	(v) Issue price and principle of pricing	457,292,096	24,446,415	94.93
	(vi) Number of shares to be issued	457,292,096	24,446,415	94.93
	(vii) Lock-up period and listing arrangement	457,292,096	24,446,415	94.93
	(viii) Use of proceeds	461,963,234	19,775,277	95.90
	(ix) Arrangement for the accumulated profits prior to the non-public issuance	461,963,234	19,775,277	95.90
	(x) The relationship between the non-public issuance of A-shares and the non-public issuance of H-shares	457,292,096	24,446,415	94.93
	(xi) The effective period for the resolution on the non-public issuance	457,292,096	24,446,415	94.93
II	To consider and approve the “Resolution on the Execution of the Conditional Subscription Agreements for the Non-public Issuance of Shares between the Company and Specific Targets and Connected Transactions Involved in the Issuance (Second Revision)”	457,292,096	24,446,415	94.93
III	To consider and approve 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)”	579,292,096	24,446,415	95.95
IV	To consider and approve the “Resolution on Proposing to 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 their Discretion”	587,551,234	28,161,277	95.43

Please refer to the Whitewash Circular, the Whitewash Supplemental Circular and the third supplemental notice of the H-Share Class Meeting dated 16 March 2017 for the details of the above resolutions.

As more than two-thirds of the votes were cast in favour of resolutions I to IV, such resolutions were duly passed as special resolutions of the H-Share Class Meeting.

## EFFECT OF THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the A-Share Issuance and the H-Share Issuance (assuming there are no other changes in the issued share capital of the Company save for the allotment and issue of the Subscription Shares and 2,662,007,515 A-Share Subscription Shares and 2,794,943,820 H-Share Subscription Shares will be issued):

Name of Shareholder	Notes	Class of Shares	As at the Supplemental Latest Practicable Date		Immediately after completion of the A-Share Issuance and the H-Share Issuance			
			Number of Shares	Approximate % of the total issued Shares	Approximate % of the relevant class of Shares	Number of Shares	Approximate % of the total Issued Shares	Approximate % of the relevant class of Shares
CDC	1, 7	A	4,138,977,414	31.10%	41.41%	6,800,984,929	36.24%	53.74%
CDFC	2, 7	A	8,738,600	0.07%	0.09%	8,738,600	0.05%	0.07%
Tianjin Jinneng Investment Company	3	A	1,296,012,600	9.74%	12.97%	1,296,012,600	6.91%	10.24%
Hebei Construction & Investment Group Co., Ltd.	4	A	1,281,872,927	9.63%	12.83%	1,281,872,927	6.83%	10.13%
Beijing Energy Investment Holding Co., Ltd.	5	A	1,260,988,672	9.47%	12.62%	1,260,988,672	6.72%	9.96%
Public holders of A-Shares		A	2,007,769,787	15.08%	20.09%	2,007,769,787	10.70%	15.86%
<b>Total A-Shares</b>			<u>9,994,360,000</u>	<u>75.09%</u>	<u>100%</u>	<u>12,656,367,515</u>	<u>67.44%</u>	<u>100%</u>
CDOHKC	6, 7	H	480,680,000	3.61%	14.50%	480,680,000	2.56%	7.87%
H-Share Subscription Shares Subscriber	8	H	-	-	-	2,794,943,820	14.89%	45.74%
Public holders of H-Shares		H	2,834,997,578	21.30%	85.50%	2,834,997,578	15.11%	46.39%
<b>Total H-Shares</b>			<u>3,315,677,578</u>	<u>24.91%</u>	<u>100%</u>	<u>6,110,621,398</u>	<u>32.56%</u>	<u>100%</u>
<b>Total (A-Shares and H-Shares)</b>			<u>13,310,037,578</u>	<u>100%</u>	<u>100%</u>	<u>18,766,988,913</u>	<u>100%</u>	<u>100%</u>

*Notes:*

- (1) Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, all non-executive Directors, are employees of CDC.
- (2) CDFC is a subsidiary of CDC. CDFC is held as to approximately 71.7898% by CDC directly, approximately 15.8931% by the Company directly, approximately 6.7544% by five other non-wholly owned subsidiaries of CDC and approximately 5.5624% by six other wholly owned subsidiaries of CDC.
- (3) Mr. Zhu Shaowen, a non-executive Director, is currently an employee of Tianjin Energy Investment Group Limited, the de facto controller of Tianjin Jinneng Investment Company. Tianjin Jinneng Investment Company is independent of CDC.
- (4) Mr. Cao Xin and Mr. Zhao Xiangguo, both non-executive Directors, are employees of Hebei Construction & Investment Group Co., Ltd.. Hebei Construction & Investment Group Co., Ltd. is independent of CDC.
- (5) Mr. Liu Haixia and Ms. Guan Tiangang, both non-executive Directors, are employees of Beijing Energy Investment Holding Co., Ltd.. Beijing Energy Investment Holding Co., Ltd. is independent of CDC.
- (6) CDOHKC is an indirect wholly owned subsidiary of CDC.
- (7) CDFC and CDOHKC are subsidiaries of CDC and parties acting in concert with CDC.
- (8) The final entity that may be used by CDC to be the H-Share Subscription Shares Subscriber may or may not be CDOHKC.
- (9) Figures shown above are calculated assuming that no other Shares will be issued or transferred after the Supplemental Latest Practicable Date until the completion of the A-Share Issuance and the H-Share Issuance.
- (10) The upward adjustment of up to 5% to the H-Share Issue Price in accordance with the terms of the H-Share Subscription Agreement will not affect the number of H-Share Subscription Shares to be issued.
- (11) The shareholding structure table above set out Shareholders which hold 5% or more interest in each class of Shares. The shareholding structure table on page 77 in Appendix IA to the Whitewash Circular set out the top 10 A-Shareholders.
- (12) The numbers in the above table have been subject to rounding adjustments. Any discrepancies in the numbers are due to roundings.

## **GRANT OF THE WHITEWASH WAIVER**

The Executive has, on 30 March 2017, granted the Whitewash Waiver, subject to the fulfilment of the conditions that (i) the issue of the new securities being approved by a vote of the independent shareholders at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by CDC and parties acting in concert with it between the announcement of the proposed issue of the new securities and the completion of the Whitewash Transactions. The aforementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

## **GRANT OF THE WAIVER IN RESPECT OF RULE 10 OF THE TAKEOVERS CODE**

As disclosed in the Whitewash Circular and the Whitewash Supplemental Circular, the net profit attributable to the equity holders of the Company excluding non-recurring profit/loss for the year ending 31 December 2017 set out in Section VII of each of the A-Share Proposal (Second Revision) in Appendix IA to the Whitewash Circular and the A-Share Proposal (Third Revision) in Appendix IA to the Whitewash Supplemental Circular constituted profit forecast under Rule 10 of the Takeovers Code and was required to be reported on in accordance with Rule 10 of the Takeovers Code. As such information was prepared for illustrative purpose only and did not represent the Company's judgments on its operating results or trend in 2017, an application was made to the Executive for a waiver from the reporting on requirements set out in Rule 10 of Takeovers Code. The Executive has, on 20 March 2017, granted such a waiver sought.

The Company will make further announcements in respect of the progress of the A-Share Issuance and the H-Share Issuance in accordance with the requirements of the Listing Rules and other applicable requirements in the PRC as and when appropriate.

**WARNING: THE COMPLETION OF THE WHITEWASH TRANSACTIONS IS SUBJECT TO THE SATISFACTION OF OTHER CONDITIONS, INCLUDING THE OBTAINING OF THE CSRC APPROVAL. ACCORDINGLY, THE WHITEWASH TRANSACTIONS MAY OR MAY NOT PROCEED. SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES, AND ARE RECOMMENDED TO CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR OR OTHER PROFESSIONAL ADVISER IF THEY ARE IN ANY DOUBT ABOUT THEIR POSITION AND AS TO ACTIONS THEY SHOULD TAKE.**

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

Beijing, the PRC, 31 March 2017

*As at the date of the 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 Liu Jizhen, Feng Genfu, Luo Zhongwei, Liu Huangsong and Jiang Fuxiu.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information 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.*