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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  
APPOINTMENT OF CHIEF ACCOUNTANT**

**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 13.10(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

The seventeenth meeting of the ninth session of the Board of Datang International Power Generation Co., Ltd. (the “**Company**”) was convened on Wednesday, 20 September 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. (the “**Articles of Association**”), and was lawful and valid. The following resolutions were approved unanimously at the meeting:

**I. THE “RESOLUTION ON REDUCTION OF INVESTMENT PROJECTS ON NON-PUBLIC ISSUANCE OF A-SHARES OF THE COMPANY AND ADJUSTMENTS TO THE ISSUANCE PROPOSAL” WAS CONSIDERED AND APPROVED**

Pursuant to the relevant authorization granted at the 2017 first extraordinary general meeting, the 2017 first A-Share class meeting and the 2017 first H-Share class meeting of the Company, as there were changes in the actual condition of the investment projects on the Non-public Issuance of A-Shares of the Company, the Board considered and agreed the following matters:

**(I) The Reduction of Investment Projects on the Non-public Issuance of A-Shares of the Company and Adjustments to the Proposal for Non-public Issuance of A-Shares were Agreed**

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

It is agreed that the Datang International Tangshan Beijiao Thermal Power Co-generation Project (大唐國際唐山北郊熱電聯產項目), and the “Replacing Small Units with Larger Units” Newly-constructed Project of Liaoning Datang International Shenfu Connection Areas Thermal Power Plant (遼寧大唐國際沈撫連接帶熱電廠「上大壓小」新建工程項目) are no longer the investment projects of the Non-public Issuance of A-shares, and the maximum amount of the proceeds from the A-Share Issuance reduces from not more than RMB9,950 million to not more than RMB8,334 million, while the Proposal for Non-public Issuance of A-Shares is adjusted accordingly.

For details, please refer to the relevant announcement published by the Company on the same date.

**(II) The “Proposal for Non-public Issuance of A-Shares of Datang International Power Generation Co., Ltd. (fourth revision)” was Agreed**

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

For details, please refer to the “Announcement on the Revision Plan for the Proposal for Non-public Issuance of A-Shares” and the “Proposal for Non-public Issuance of A-Shares (fourth revision)” published by the Company on the same date.

**(III) The “Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares of Datang International Power Generation Co., Ltd. (revised)” was Agreed**

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

For details, please refer to the announcement on the “Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares (revised)” published by the Company on the same date.

**(IV) The “Risk Alert and Remedial Measures for Dilution of Immediate Return on Non-Public Issuance of Shares of Datang International Power Generation Co., Ltd. (third revision)” was Agreed**

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

For details, please refer to the announcement on the “Risk Alert and Remedial Measures for Dilution of Immediate Return on Non-Public Issuance of Shares (third revision)” published by the Company on the same date.

## II. THE “RESOLUTION ON COMMENCEMENT OF ENERGY MANAGEMENT CONTRACT BUSINESS BY DATANG ENERGY MANAGEMENT COMPANY” WAS CONSIDERED AND APPROVED

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

1. It is agreed that Hebei Datang International Fengrun Thermal Power Company Limited, Jiangsu Datang International Lvsigang Power Generation Company Limited, both controlling subsidiaries of the Company, to carry out energy management contract services business with Datang (Beijing) Energy Management Co., Ltd. (“**Datang Energy Management Company**”) and enter into respective energy management contract, i.e. “energy-conservation service contract”, with Datang Energy Management Company. It is expected that the transaction amount will not exceed RMB53.90 million and RMB315.84 million, respectively.
2. The abovementioned transactions constitute connected transactions of the Company. The connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, had abstained from voting for the abovementioned resolution.
3. The Directors (including independent Directors) of the Company are of the view that the abovementioned transactions are conducted in the ordinary and usual course of business and on normal commercial terms by the Company, and the relevant transactions are fair, just and reasonable and in the interests of the shareholders of the Company as a whole.

The Company will publish relevant announcement(s) as required upon execution of the relevant contracts.

### III. THE “RESOLUTION ON ADJUSTMENT TO SENIOR MANAGEMENT” WAS CONSIDERED AND APPROVED

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

It is agreed to engage Mr. Li Zengfang to serve as the chief accountant of the Company for a term commencing from the date of approval by the Board (please refer to the attachment for biographical details of Mr. Li Zengfang).

Announcement is hereby given.

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

Beijing, the PRC, 20 September 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\*, Jiang Fuxiu\**

*\* Independent non-executive Directors*

*Attachment:*

*Biographical details of Mr. Li Zengfang*

*Li Zengfang, aged 47, is a university graduate and an accountant. Mr. Li served as the director of accounting office of financial assets department of China Huadian Corporation, the chief financial officer and chief legal counsel of China Huadian Hong Kong Company Limited, and the deputy director of financial and risk management of China Huadian Corporation. Since March 2017, he has been the chief financial officer and a party committee member of Huadian Power International Corporation Limited. Mr. Li has long been engaged in financial management of electric power enterprises, and has extensive experience in the operation and management of electric power enterprises.*