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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**

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 twenty-third meeting of the ninth session of the Board of Datang International Power Generation Co., Ltd. (“**Datang International**” or the “**Company**”) was convened at 1608 Conference Room of Datang International Power Generation Co., Ltd., No. 9 Guangningbo Street, Xicheng District, Beijing at 9:30 a.m. on Thursday, 29 March 2018. The written notice of the meeting was dispatched on 19 March 2018. There were 15 Directors eligible for attending the meeting and 13 of them attended the meeting. Zhang Ping and Liu Jizhen, being Directors, were unable to attend the meeting in person due to business engagement and had authorised Jin Shengxiang and Luo Zhongwei, being Directors, respectively to attend the meeting and vote on their behalf. 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 were present at the meeting. Mr. Chen Jinhang, the chairman of the Board, presided over the meeting. 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 results: 15 voted in favour, 0 voted against and 0 abstained

II. The “Work Report of the Board for the Year 2017” (including the Work Report of Independent Directors) was considered and approved

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

III. The “Resolution on the Financial Report for the Year 2017” was considered and approved

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

IV. The “Resolution on the Connected Transactions of the Company for the Year 2017” was considered and approved

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

The “Resolution on the Connected Transactions of the Company for the Year 2017” was approved. The Directors (including independent Directors) considered that the connected transactions entered into during the year 2017 were conducted on normal commercial terms in the ordinary course of business of the Company, and were fair, reasonable and in the interests of Company and the shareholders as a whole.

V. The “Resolution on the Appropriation of the Company’s Funds by Substantial Shareholders and Other Related Parties” was considered and approved

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

The Directors (including independent Directors) approved the consolidated table prepared by the Company in relation to the appropriation of non-operating funds and the transaction of connected funds of the listed company for the year of 2017 and the special verification report issued by the accountant, and confirmed that the Company’s non-operating funds were not appropriated by the Company’s controlling shareholder and other related parties as at 31 December 2017.

VI. The “Resolution on Provisions for Asset Impairment of Certain Subsidiaries” was considered and approved

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

The provisions for asset impairment of certain subsidiaries of the Company in the total amount of RMB523.81 million was approved. The Directors considered that the provisions for asset impairment was in compliance with the provisions of the Accounting Standards for Business Enterprises and the financial policies of the Company and also objectively reflected the asset value and operating results of the Company, and there would be no adverse impact on the interests of the Company and the shareholders as a whole.

Please refer to the relevant announcement published by the Company on the same date for details.

VII. The “Resolution on Entering into the Leasing and Factoring Business Cooperation Agreement with Shanghai Datang Financial Lease Co., Ltd.” was considered and approved

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

The entering into of the leasing and factoring business cooperation agreement between the Company and Shanghai Datang Financial Lease Co., Ltd. was approved. The term of the agreement was 36 months from the effective date of the agreement. During the term of the agreement, Shanghai Datang Financial Lease Co., Ltd. shall provide no more than a total of RMB10 billion to the Company and its entities in support of the financial leasing and factoring business every 12 months.

Further announcement will be published by the Company after the execution of the relevant agreement.

VIII. The “Resolution on the Registration of Debt Financing Instruments of Non-financial Enterprises” was considered and approved

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

The registration of debt financing instruments (DFI) of non-financial enterprises by the Company within 12 months from the date of approval of this resolution at the general meeting was approved, allowing the Company to issue the DFI within the validity period of registration in accordance with the actual conditions of the Company.

IX. The “Resolution on Replacement of the Advanced Investment Fund Funded by the Company’s Internal Resources with the Proceeds Raised” was considered and approved

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

The replacement of the advanced investment fund of approximately RMB5,952 million funded by the Company’s internal resources with the proceeds from the non-public issuance of shares was approved. The Directors (including independent Directors) considered that the replacement of the advanced investment fund funded by the Company’s internal resources with the proceeds raised was in compliance with the “Administrative Measures for Raising Proceeds by Companies Listed on the Shanghai Stock Exchange (《上海證券交易所上市公司募集資金管理辦法》)” and other relevant requirements, which would satisfy the development needs of the Company without prejudice to the interests of the shareholders of the Company.

Please refer to the relevant announcement published by the Company on the same date for details.

X. The “Resolution on 2017 Profit Distribution Proposal” was considered and approved

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

The profit distribution proposal, which proposes a dividend distribution of RMB0.09 (tax inclusive) per share on the basis of the total number of shares registered as at the record date for the dividend distribution with a total amount of cash dividend of approximately RMB1,665.6 million, is subject to consideration and approval by the shareholders at the general meeting.

XI. The “Resolution on Publication of Explanation on 2017 Annual Report” was considered and approved, and the 2017 annual report, the summary of the annual report and the annual results announcement of the Company were approved for publication.

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

XII. The “Resolution on the Evaluation Report on Internal Control and the Audit Report of the Company for 2017” was considered and approved, and the Evaluation Report on Internal Control and the Audit Report of the Company for 2017 were approved for publication.

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

XIII. The “Resolution on the Social Responsibility Report for the Year 2017” was considered and approved, and the Social Responsibility Report for the Year 2017 was approved for publication.

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

XIV. The “Resolution on Merger or Liquidation of Certain Subsidiaries” was considered and approved

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

The merger or liquidation of certain subsidiaries in response to the initiative of “promoting healthy development by streamlining organization” proposed by the State-owned Assets Supervision and Administration Commission under the State Council was approved, including the merger with its wholly-owned subsidiaries, namely Guangdong Datang International Renewable Power Company Limited (“**Guangdong Renewable Power Company**”) and Qinghai Datang International Renewable Power Company Limited (“**Qinghai Renewable Power Company**”) by Datang International.

For details on the merger with Guangdong Renewable Power Company and Qinghai Renewable Power Company by Datang International, please refer to the relevant announcement published by the Company on the same day.

XV. The “Resolution on Capital Increase in Datang Finance Leasing Company Limited” was considered and approved

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

The capital increase of RMB100 million in Datang Finance Leasing Company Limited by the Company based on its capital contribution ratio of 20% was approved.

Further announcement will be published by the Company after the execution of the relevant agreement.

XVI. The “Resolution on Proposing to the General Meeting to Grant Mandates to the Board to Determine the Issuance of New Shares of Not More Than 20% of Each Class of Shares” was considered and approved

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

It was agreed to propose to the general meeting of the Company to grant the following mandates to the Board to the extent that further issuance of shares is permitted by relevant laws and regulations:

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 this resolution at the Company’s general meeting, exercise all the 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 be required for the exercise of such rights;
2. Subject to the approval of item 1 of this resolution, the Board 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. Pursuant to the requirements under items 1 and 2 of this resolution, the Board may, within the prescribed limit, determine the respective numbers of A-shares and H-shares to be allotted or issued, either separately or concurrently;
4. Pursuant to the requirements under items 1, 2 and 3 of this resolution and according to the Company’s actual condition of the allotment or issuance 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 19 and 22 of the Articles of Association of Datang International Power Generation Co., Ltd..

XVII. The “Resolution on Convening the 2017 Annual General Meeting” was considered and approved

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

It was approved that the 2017 annual general meeting will be convened prior to 30 June 2018, and the secretary to the Board was authorised to issue the notice of the annual general meeting in due course according to the time to be determined for the holding of the meeting and the business to be transacted at the meeting.

In accordance with the relevant laws and regulations and the Articles of Association of the Company, the above-mentioned resolutions numbered II, III, VII, VIII, X and XVI as well as the proposed merger of Guangdong Renewable Power Company and Qinghai Renewable Power Company by Datang International as mentioned in the resolution numbered XIV are required to be submitted to the general meeting of the Company for shareholders’ consideration and approval.

Pursuant to the listing rules of the stock exchanges where the shares of the Company are listed, the above-mentioned resolutions numbered IV, VII and XV constitute connected transactions of the Company, and the connected Directors, namely Mr. Chen Jinhang, Mr. Liu Chuandong and Mr. Liang Yongpan, have abstained from voting on the above resolutions.

The announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 29 March 2018

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, Zhang Ping, Jin Shengxiang, Liu Jizhen, Feng Genfu*, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu**

* *Independent non-executive Directors*