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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)**

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN OF  
THE BOARD OF DIRECTORS  
AND  
CHANGES IN MEMBERS OF THE STRATEGIC DEVELOPMENT AND  
RISK CONTROL COMMITTEE AND AUDIT COMMITTEE**

**SPECIAL NOTICE:**

The Board of Directors of the Company (the “**Board**”) and all directors of the Company (the “**Directors**”) 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 Rules 13.10B and 13.51(2) 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 thirty-fourth 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 the Company, No. 9 Guangningbo Street, Xicheng District, Beijing at 10:30 a.m. on 28 March 2019 (Thursday). The written notice of the meeting was dispatched on 15 March 2019. There were 15 Directors eligible for attending the meeting and 12 of them attended the meeting. Chen Feihu, Liang Yongpan and Liu Jizhen, being Directors, were unable to attend the meeting in person due to business engagement and had authorised Wang Sen, Ying Xuejun and Feng Genfu, being Directors, respectively to attend the meeting and vote on their behalf. The convening of the meeting was in compliance with the provisions stipulated in the Company Law of the People’s Republic of China and the articles of association of the Company (the “**Articles of Association**”), and was lawful and valid. 4 supervisors of the Company was/were present at the meeting. Mr. Wang Sen, the Vice Chairman of

the Company, 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 “RESOLUTION ON ELECTION OF THE CHAIRMAN AND VICE CHAIRMAN OF THE NINTH SESSION OF THE BOARD” WAS CONSIDERED AND APPROVED**

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

Mr. Chen Feihu and Mr. Wang Sen were approved to be elected as the chairman and the vice chairman, respectively, of the ninth session of the Board of the Company, both with a term commencing from the date of approval of the election to the date of expiry of the term of the ninth session of the Board, i.e. 30 June 2019. Mr. Wang Xin will cease to serve as the vice chairman of the ninth session of the Board of the Company.

**II. THE “RESOLUTION ON THE PROPOSAL IN RELATION TO THE ADJUSTMENTS IN THE MEMBERS OF THE SPECIALISED COMMITTEE OF THE NINTH SESSION OF THE COMPANY’S BOARD” WAS CONSIDERED AND APPROVED**

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

1. Agreed to appoint Mr. Chen Feihu as a convener of the strategic development and risk control committee, while Mr. Chen Jinxing ceases to be a convener of the strategic development and risk control committee; agreed Mr. Wang Sen to serve as a member of the audit committee, while Mr. Liu Chuandong ceases to serve as a member of the audit committee.

2. After the adjustment, the constitution of each specialised committee of the Board is as follows:

(1) The strategic development and risk control committee

Convenor: Chen Feihu

Deputy convenor: Luo Zhongwei (independent Director)

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

(2) The audit committee

Convenor: Jiang Fuxiu (independent Director)

Members: Luo Zhongwei (independent Director), Feng Genfu (independent Director), Wang Sen, Jin Shengxiang

(3) The remuneration and appraisal committee

Convenor: Feng Genfu (independent Director)

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

(4) The nomination committee

Convenor: Feng Genfu (independent Director)

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

**III. THE “2018 WORK REPORT OF THE GENERAL MANAGER” WAS CONSIDERED AND APPROVED**

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

**IV. THE “WORK REPORT OF THE BOARD FOR THE YEAR 2018” (INCLUDING THE WORK REPORT OF INDEPENDENT DIRECTORS) WAS CONSIDERED AND APPROVED**

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

**V. THE “RESOLUTION ON THE FINANCIAL REPORT FOR THE YEAR 2018” WAS CONSIDERED AND APPROVED**

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

**VI. THE “RESOLUTION ON THE CONNECTED TRANSACTIONS OF THE COMPANY FOR THE YEAR 2018” 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 2018” was approved. The Directors (including independent Directors) considered that the connected transactions entered into during the year 2018 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.

**VII. THE “RESOLUTION ON PROVISIONS FOR ASSET IMPAIRMENT, RETIREMENT OF ASSETS AND SUPPLIES AND WRITE-OFF OF PRELIMINARY PROJECT EXPENSES OF CERTAIN SUBSIDIARIES” WAS CONSIDERED AND APPROVED**

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

The provisions for asset impairment, retirement of assets, retirement of supplies and write-off of preliminary project expenses of certain subsidiaries of the Company in the total amount of 642.9520 million, 142.2313 million, 30.7721 million and 3.0999 million, respectively, were approved. The combined effect of the foregoing matters is expected to result in a decrease in Company’s profit for 2018 by RMB819.0407 million and a decrease in net profit attributable to the equity holders of the Company by RMB62.6718 million. The Directors considered that the provisions for asset impairment, retirement of assets and supplies and write-off of preliminary project expenses were 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 conditions 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.

**VIII. 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 other transaction of connected funds of the listed company for the year of 2018 and the special explanations issued by the accountant, and confirmed that the Company’s non-operating funds were not appropriated by the Company’s controlling shareholder as at 31 December 2018. For the existing Company’s non-operating funds of approximately RMB327.9252 million appropriated by other related parties (please refer to the announcements of the Company dated 24 December 2018 and 4 January 2019 for details). The Company will continue to proactively coordinate with relevant connected companies and their controlling shareholder, Zhongxin Energy and Chemical Technology Company Limited, in relation to the appropriation of the Company’s non-operating funds, so as to solve the issue of the appropriation of non-operating funds and effectively safeguard the interests of the Company and its shareholders.

**IX. THE “RESOLUTION ON THE SPECIAL REPORT REGARDING DEPOSIT AND ACTUAL USE OF PROCEEDS FOR THE YEAR OF 2018” WAS CONSIDERED AND APPROVED**

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

The content as set out in the “Resolution on the Special Report Regarding Deposit and Actual Use of Proceeds for the Year of 2018” was agreed.

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

**X. THE “RESOLUTION ON 2018 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 RMB0.1 (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 RMB1,850.67 million, is subject to consideration and approval by the shareholders at the general meeting.

**XI. THE “RESOLUTION ON RELEASE OF THE EXPLANATION OF ANNUAL REPORT FOR THE YEAR OF 2018” WAS CONSIDERED AND APPROVED**

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

The 2018 annual report, the summary of the annual report and the annual results announcement of the Company were approved for publication.

**XII. THE “RESOLUTION ON FINANCING GUARANTEE, ENTRUSTED LOAN AND “LENDING AND REPAYMENT” LOAN BUDGET OF THE COMPANY FOR THE YEAR OF 2019”**

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

1. The financing guarantee arrangement of the Company in 2019 was approved. Shanxi Datang International Yuncheng Power Generation Company Limited was provided with a guarantee of RMB240 million to replace the expired guaranteed debt.

2. It was agreed that the Company's balance of entrusted loan to controlled subsidiaries will be controlled within RMB12.4 billion by the end of 2019 and the amount may be subject to adjustment between the borrowers. Any entrusted loans offered to related parties, associates or joint ventures shall be subject to separate approval and disclosure procedures as required, if applicable.
3. It was agreed that the Company's balance of "lending and repayment" loan will be controlled within RMB470 million by the end of 2019 and the amount may be subject to adjustment between the borrowers.

Please refer to the relevant overseas regulatory announcement published by the Company on the same date for details on Financing Guarantee Plan of the Company for the year of 2019.

### **XIII. THE "RESOLUTION ON CONDUCTING FACTORING COOPERATION BUSINESS WITH DATANG COMMERCIAL FACTORING CO., LTD." WAS CONSIDERED AND APPROVED**

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

It was agreed that the Company will enter into the Factoring Cooperation Agreement with Datang Commercial Factoring Co., Ltd., effective for 12 months from the date of the agreement. During the term of the agreement, factoring business support in an aggregate value of not more than RMB2 billion will be provided to the parent company and affiliated enterprises of Datang International by Datang Commercial Factoring Co. Ltd.. The Directors (including independent Directors) of the Company considered that the factoring cooperation business with Datang Commercial Factoring Co., Ltd. is conducted on normal commercial terms in the ordinary course of business of the Company, and is fair, reasonable and in the interests of Company and the shareholders as a whole.

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

### **XIV. THE "RESOLUTION ON THE EVALUATION REPORT ON INTERNAL CONTROL AND THE AUDIT REPORT OF THE COMPANY FOR 2018" WAS CONSIDERED AND APPROVED**

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

The Evaluation Report on Internal Control and the Audit Report of the Company for 2018 were approved for publication.

**XV. THE “RESOLUTION ON THE SOCIAL RESPONSIBILITY REPORT FOR THE YEAR 2018” WAS CONSIDERED AND APPROVED**

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

The Social Responsibility Report for the Year 2018 was approved for publication.

**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 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. 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.

## **XVII. THE “RESOLUTION ON CONVENING THE 2018 ANNUAL GENERAL MEETING” WAS CONSIDERED AND APPROVED**

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

It was approved that the 2018 annual general meeting will be convened prior to 30 June 2019, 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, the above-mentioned resolutions numbered IV, V, X and XVI as well as the matters relating to financing guarantee as mentioned in the resolution numbered XII 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 VI and XIII constitute connected transactions of the Company, and the connected Directors, namely Mr. Chen Feihu, Mr. Wang Sen 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, 28 March 2019

*As at the date of this announcement, the Directors of the Company are:*

*Chen Feihu, Wang Sen, 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*