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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

AND

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 "Listing Rules").

The sixteenth meeting (the "Meeting") of the eighth session of the Board of Datang International Power Generation Co., Ltd. (the "Company") was held on site on 19 December 2014 (Friday). There were 15 Directors eligible for attending the Meeting and 11 of them attended the Meeting. Director Chen Jinhang, Director Liang Yongpan, Director Liu Haixia and Director Zhao Jie were unable to attend the Meeting in person due to business engagements, and they have authorised Director Hu Shengmu, Director Wu Jing, Director Guan Tiangang and Director Jiang Guohua to attend the Meeting, respectively, and vote on their behalf. 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"). The following resolutions were approved unanimously at the Meeting:

1. The “Resolution on the Issue of Non-public Debt Financing Instruments” was considered and approved.

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

- (1) Agreed the Company to apply to the National Association of Financial Market Institutional Investors (“NAFMII”) for registering the issue limit of the non-public debt financing instruments (the “Financing Instruments”) with a principle amount of not exceeding RMB10.0 billion within 12 months from the date of approval at the general meeting, and to be issued in tranches within the effective period of the registration;
- (2) Agreed to authorise any two of the Company’s Directors or the management of the Company to conduct all relevant matters in relation to the registration and issuance of the Financing Instruments; including but not limited to the determination of the amount, term, specific terms, conditions and other relevant matters of each tranche of the Financing Instruments based on the needs of the Company and market conditions, and the execution of all necessary legal documents;
- (3) Agreed to submit the above matters to the general meeting of the Company for shareholders’ consideration and approval.

2. The “Resolution on Entering into the ‘Substitutive Power Generation Framework Agreement’ with China Datang Corporation” was considered and approved.

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

- (1) Agreed the Company to enter into the “Substitutive Power Generation Framework Agreement” with China Datang Corporation (“CDC”). The term of the agreement is from 1 January 2015 to 31 December 2017;
- (2) Agreed the respective power plants or the subsidiaries of the Company and CDC to conduct substitutive power generation transactions pursuant to the relevant policies in relation to national energy conservation and emissions reduction as well as the relevant regulations on substitutive power generation and in accordance with the implementation rules governing substitutive power generation on the area where such power plants or subsidiaries are located within the term of the agreement. The annual transaction amount (annual cap) would be approximately RMB800 million;

- (3) The Directors (including independent Directors) were of the view that the entering into the substitutive power generation framework agreement was conducted on normal commercial terms and in the ordinary course of business of the Company, and was fair, reasonable and in the interests of the shareholders of the Company as a whole;
- (4) Given CDC is the controlling shareholder of the Company, pursuant to the listing rules of places in which the Company is listed, CDC is a connected person of the Company. The entering into the substitutive power generation framework agreement constitutes continuing connected transactions of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors have abstained from voting for the resolution.

The Company will issue a separate announcement after the relevant agreement is entered into.

3. The “Resolution on Continuing Connected Transactions of the Company’s Sales and Purchase of Coal Chemical Products for 2015” was considered and approved.

- (1) The “Framework Agreement of Sale of Natural Gas”, the “Sale and Purchase Contract of Chemical Products (Keqi)” and the “Procurement Contract of Chemical Products (Keqi)” entered into between Keqi Coal-based Gas Company and Energy and Chemical Marketing Company are to be extended for a further term one year.

Voting results: 11 voted in favour, 0 voted against and 4 abstained.

- (i) Agreed the extension of term of one year for the “Framework Agreement of Sale of Natural Gas” entered into between Inner Mongolia Datang International Keshiketeng Coal-based Gas Company Limited (“Keqi Coal-based Gas Company”), a controlling subsidiary of the Company and Datang Energy and Chemical Marketing Company Limited (“Energy and Chemical Marketing Company”), a wholly-owned subsidiary of the Company. The extended term of the agreement is from 1 January 2015 to 31 December 2015; during the extended term of the agreement, Keqi Coal-based Gas Company agreed to sell coal-based natural gas to Energy and Chemical Marketing Company. The annual transaction amount (annual cap) would be approximately RMB4.029 billion;

- (ii) Agreed the extension of term of one year for the “Sale and Purchase Contract of Chemical Products (Keqi)” entered into between Keqi Coal-based Gas Company and Energy and Chemical Marketing Company. The extended term of the agreement is from 1 January 2015 to 31 December 2015; during the extended term of the agreement, Keqi Coal-based Gas Company would sell chemical products to Energy and Chemical Marketing Company. The annual transaction amount (annual cap) would be approximately RMB623 million;
 - (iii) Agreed the extension of term of one year for the “Procurement Contract of Chemical Products (Keqi)” entered into between Keqi Coal-based Gas Company and Energy and Chemical Marketing Company. The extended term of the agreement is from 1 January 2015 to 31 December 2015; during the extended term of the agreement, Keqi Coal-based Gas Company would purchase various chemical materials from Energy and Chemical Marketing Company. The annual transaction amount (annual cap) would be approximately RMB135 million;
- (2) The “Sale and Purchase Contract of Chemical Products (Duolun)” entered into between Duolun Coal Chemical Company and Energy and Chemical Marketing Company is to be extended for a further term of one year

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

- (i) Agreed the extension of term of one year for the “Sale and Purchase Contract of Chemical Products (Duolun)” entered into between Datang Inner Mongolia Duolun Coal Chemical Company Limited (“Duolun Coal Chemical Company”) and Energy and Chemical Marketing Company. The extended term of the agreement is from 1 January 2015 to 31 December 2015;
- (ii) During the term of the agreement, Duolun Coal Chemical Company would sell the chemical products produced by it to Energy and Chemical Marketing Company; the annual sales amount (annual cap) of the chemical products would be approximately RMB4.147 billion;
- (iii) During the term of the agreement, Duolun Coal Chemical Company agreed to purchase chemical materials from Energy and Chemical Marketing Company; the annual sales amount (annual cap) of the chemical products would be approximately RMB1.16 billion;

- (3) The Directors (including independent Directors) were of the view that the abovementioned transactions were conducted on normal commercial terms and in the ordinary course of business of the Company, and were fair, reasonable and in the interests of the shareholders of the Company as a whole;
- (4) Given that CDC holds 10% equity interest in Keqi Coal-based Gas Company and 40% equity interest in Duolun Coal Chemical Company respectively, pursuant to the Listing Rules, Keqi Coal-based Gas Company and Duolun Coal Chemical Company are connected persons of the Company. The abovementioned transactions constitute continuing connected transactions of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors have abstained from voting for the resolution;
- (5) Agreed to submit the above relevant matters to the general meeting of the Company for shareholders' consideration and approval.

The Company will issue a separate announcement after the relevant agreements are entered into.

4. The “Resolution on the Tendering for the Technological Transformation Projects of Datang International and its Subsidiaries” was considered and approved.

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

- (1) Agreed the Company and its subsidiaries to carry out project tendering for technological transformation projects, franchising projects, energy saving technology projects (hereinafter collectively referred to as the “Technological Transformation Projects”), which covers, among others, project design, supply of equipment, construction organisation design, installation of equipment, debugging and trial operation of equipment, putting into production and provision of after-sale services;
- (2) Considering that Datang Technology Industry Company Limited (“Datang Technology Company”), a wholly-owned subsidiary of CDC, or its subsidiaries, shall participate in the tendering for the Technological Transformation Projects, agreed Datang Technology Company or its subsidiaries to enter into the successful bidder's contracts with the Company and its subsidiaries, on the condition that the bid price of Datang Technology Company or its subsidiaries was lower than the average market price of similar products and it ranked the first in terms of comprehensive score, and there were no opposition received after public announcement. The amount of the transaction is expected to be no more than RMB1.8 billion;

- (3) The Directors (including independent Directors) were of the view that the abovementioned transaction was conducted on normal commercial terms and in the ordinary course of business of the Company, and was fair, reasonable and in the interests of the shareholders of the Company as a whole;
- (4) Pursuant to the listing rules of places in which the Company is listed, Datang Technology Company is a connected person of the Company. The abovementioned matter constitutes a connected transaction of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors have abstained from voting for the resolution.

The Company will issue a separate announcement according the rules required under the Listing Rules if Datang Technology Company has won the tender and signed the relevant agreement.

5. The “Resolution on the Engagement of China National Water Resources & Electric Power Materials & Equipment Corporation for Centralised Purchase of Production Materials” was considered and approved.

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

- (1) Agreed the Company to enter into the “Framework Contract of Centralised Purchase” (Production Materials) with China National Water Resources & Electric Power Materials & Equipment Corporation (“China Water Resources and Power”), a wholly-owned subsidiary of CDC. The term of the agreement is from 1 January 2015 to 31 December 2015;
- (2) Agreed the Company and its subsidiaries to carry out centralised procurement of the equipment required for technological transformation projects, spare parts and components for production and bulk consumables through China Water Resources and Power within the effective term of the contract. The total project procurement amount involved in the centralised procurement was approximately RMB600 million;
- (3) Agreed the Company and its subsidiaries to pay management service fee to China Water Resources and Power. The management fee shall not exceed 3%-5% of the procurement price;
- (4) The Directors (including independent Directors) were of the view that the abovementioned transaction was conducted on normal commercial terms and in the ordinary course of business of the Company, and was fair, reasonable and in the interests of the shareholders of the Company as a whole;

- (5) Pursuant to the listing rules of places in which the Company is listed, China Water Resources and Power is a connected person of the Company. The abovementioned engagement for procurement constitutes a connected transaction of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors have abstained from voting for the resolution.

The Company will issue a separate announcement after the relevant agreement is entered into.

6. The “Resolution on Regular Connected Transactions of the Company’s Sales and Purchase of Coal for 2015” was considered and approved.

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

- (1) Supply of coal by Beijing Datang Fuel Company Limited to certain enterprises managed by the Company
- (i) Agreed Beijing Datang Fuel Company Ltd. (“Beijing Datang Fuel Company”), a controlling subsidiary of the Company, to enter into the “Annual Coal Sales and Purchase Framework Agreement” with the Company. The term of the agreement is from 1 January 2015 to 31 December 2015;
 - (ii) Agreed Beijing Datang Fuel Company to supply different types of coal to the Company during the effective term of the agreement, with the annual transaction amount (annual cap) of approximately RMB21.289 billion;
- (2) Provision of transportation service by Jiangsu Datang Shipping Company Limited to Beijing Datang Fuel Company
- (i) Agreed Beijing Datang Fuel Company to enter into the “Annual Transportation Business Framework Agreement” with Jiangsu Datang Shipping Company Limited (“Jiangsu Shipping Company”). The term of the agreement is from 1 January 2015 to 31 December 2015;
 - (ii) Agreed Beijing Datang Fuel Company to appoint Jiangsu Shipping Company to carry out the transportation business for freight such as coal during the effective term of the agreement, with the annual transaction amount not exceeding RMB50 million;

- (3) Supply of coal by Datang International (Hong Kong) Limited to Beijing Datang Fuel Company
- (i) Agreed Datang International (Hong Kong) Limited (“Hong Kong Company”) to enter into the “Annual Coal Sale and Purchase Framework Agreement” with Beijing Datang Fuel Company. The term of the agreement is from 1 January 2015 to 31 December 2015;
 - (ii) Agreed Hong Kong Company to supply different types of coal to Beijing Datang Fuel Company within the effective term of the agreement, with an annual transaction amount (annual cap) of approximately USD110 million;
- (4) Supply of coal by Hong Kong Company to certain subsidiaries of the Company along the coast
- (i) Agreed Hong Kong Company to enter into the “Annual Coal Sale and Purchase Framework Agreement” with the Company. The term of the agreement is from 1 January 2015 to 31 December 2015;
 - (ii) Agreed Hong Kong Company to supply different types of coal to Guangdong Datang International Chaozhou Power Generation Company Limited (“Chaozhou Power Generation Company”) and Jiangsu Datang International Lvsigang Power Generation Company Limited (“Lvsigang Power Generation Company”) within the effective term of the agreement, with an annual transaction amount (annual cap) of approximately USD302.5 million;
- (5) Supply of coal by Inner Mongolia Datang Fuel Company Ltd. to certain enterprises managed by the Company
- (i) Agreed Inner Mongolia Datang Fuel Company Ltd. (“Inner Mongolia Fuel Company”) to enter into the “Annual Coal Sale and Purchase Framework Agreement” with the Company. The term of the agreement is from 1 January 2015 to 31 December 2015;
 - (ii) Agreed Inner Mongolia Datang Fuel Company Ltd. to supply different types of coal to certain enterprises of the Company within the effective term of the agreement, with an annual transaction amount (annual cap) of approximately RMB5.228 billion;

- (6) The Directors (including independent Directors) were of the view that the abovementioned transactions were conducted on normal commercial terms and in the ordinary course of business of the Company, and were fair, reasonable and in the interests of the shareholders of the Company as a whole;
- (7) Given CDC and its subsidiaries directly or indirectly hold 49%, 49%, 22.5% and 35% shares of Beijing Datang Fuel Company, Inner Mongolia Fuel Company, Chaozhou Power Generation Company and Lvsigang Power Generation Company respectively, pursuant to the Listing Rules, Beijing Datang Fuel Company, Inner Mongolia Fuel Company, Chaozhou Power Generation Company and Lvsigang Power Generation Company are the connected persons of the Company. The above-mentioned sales and purchase of coal and provision for transportation service constitute continuing connected transactions of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors have abstained from voting for the above resolution;
- (8) Agreed to submit the above relevant matters to the general meeting of the Company for shareholders' consideration and approval.

The Company will issue a separate announcement after the relevant agreements are entered into.

7. The “Resolution on the Supply of Coal to Enterprises of the Company by Inner Mongolia Datang International Xilinhaote Mining Company Ltd. in 2015” was considered and approved.

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

- (1) Agreed Inner Mongolia Datang International Xilinhaote Mining Company Ltd. (“Xilinhaote Mining Company”) to enter into the “Annual Coal Supply Framework Agreement” with the Company. The term of the agreement is from 1 January 2015 to 31 December 2015;
- (2) Agreed Xilinhaote Mining Company to supply raw coal and production coal to the coal-to-chemical enterprises and certain power generation enterprises of the Company during the term of the agreement with an aggregate transaction amount of approximately RMB886 million (annual cap);
- (3) The Directors (including independent Directors) were of the view that the abovementioned transaction was conducted on normal commercial terms and in the ordinary course of business of the Company, and was fair, reasonable and in the interests of the shareholders of the Company as a whole;

- (4) Given the subsidiary company of CDC holds 40% equity interest in Xilinhaote Mining Company, pursuant to the Listing Rules, Xilinhaote Mining Company is a connected person of the Company. The abovementioned matter constitutes continuing connected transactions of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors have abstained from voting for the resolution.

The Company will issue a separate announcement after the relevant agreement is entered into.

8. The “Resolution on the Provision of Coal Transportation Service to Coastal Power Generation Companies under the Company by Jiangsu Datang Shipping Company Limited” was considered and approved.

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

- (1) Agreed Jiangsu Shipping Company to enter into the “Annual Coal Transportation Framework Agreement” with Chaozhou Power Generation Company and Lvsigang Power Generation Company, respectively. The term of the agreement is from 1 January 2015 to 31 December 2015;
- (2) Agreed Jiangsu Shipping Company to provide coal transportation service to Chaozhou Power Generation Company and Lvsigang Power Generation Company during the effective term of the agreements, respectively. The annual transaction amounts (caps) were RMB189 million for Chaozhou Power Generation Company and RMB83 million for Lvsigang Power Generation Company, respectively;
- (3) The Directors (including independent Directors) were of the view that the abovementioned transaction was conducted on normal commercial terms and in the ordinary course of business of the Company, and was fair, reasonable and in the interests of the shareholders of the Company as a whole;
- (4) Pursuant to the Listing Rules, Chaozhou Power Generation Company and Lvsigang Power Generation Company are connected persons of the Company. The abovementioned matter constitutes continuing connected transactions of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors have abstained from voting for the resolution.

The Company will issue a separate announcement after the relevant agreement is entered into.

9. The “Resolution on the Engagement of China National Water Resources & Electric Power Materials & Equipment Corporation for Centralised Purchase of Project Construction Materials” was considered and approved.

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

- (1) Agreed the Company to enter into the “Framework Agreement for Centralised Procurement (Project Construction Materials)” with China Water Resources and Power. The term of the agreement is from 1 January 2015 to 31 December 2015;
- (2) Agreed the Company and its subsidiaries to carry out centralised procurement of the materials required for project construction within the term of the agreement. The total project procurement amount involved shall not exceed RMB1.0 billion;
- (3) Agreed the Company and its subsidiaries to pay management service fee to China Water Resources and Power. The management fee shall not exceed 6% of the procurement amount;
- (4) The Directors (including independent Directors) were of the view that the above-mentioned centralised procurement of the project materials was conducted on normal commercial terms and in the ordinary course of business of the Company, and was fair, reasonable and in the interests of the shareholders of the Company as a whole;
- (5) Pursuant to the listing rules of places in which the Company is listed, China Water Resources and Power is a connected person of the Company. The above-mentioned engagement for procurement constitutes continuing connected transactions of the Company. Pursuant to the Listing Rules of the Shanghai Stock Exchange, connected Directors have abstained from voting for the resolution;

The Company will issue a separate announcement after the relevant agreement is entered into.

10. The “Resolution on the renunciation of the right of first refusal to take 30% stake in Wangtan Power Generation Company” was considered and approved.

Voting results: 13 voted in favour, 0 voted against and 2 abstained.

- (1) Agreed the Company to renounce the right of first refusal of the 30% stake in Hebei Datang International Wangtan Power Generation Company Limited (“Wangtan Power Generation Company”) owned and to be transferred by Hebei Construction & Investment Group Company Limited (“Construction & Investment Group Company”) and make the “Statement regarding the Renunciation of the Right of First Refusal”;
- (2) Agreed the major content of “Statement of the Renunciation of the Right of First Refusal” and authorised the management of the Company to sign the “Statement regarding the Renunciation of the Right of First Refusal” ;
- (3) The Directors (including independent Directors) were of the view that the abovementioned transaction was conducted on normal commercial terms and in the ordinary course of business of the Company, and was fair, reasonable and in the interests of the shareholders of the Company as a whole;
- (4) Given that Construction & Investment Group Company holds approximately 9.63% shares of the Company, pursuant to the Listing Rules of the Shanghai Stock Exchange, Construction & Investment Group Company is connected person of the Company and the abovementioned matter constitutes a connected transaction of the Company, and connected Directors have abstained from voting for the resolution.

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

As the abovementioned resolutions numbered (1) and the relevant matters in the resolutions numbered (3) and (6) shall be submitted to the general meeting for shareholders' consideration and approval, the Company will issue a notice of the relevant general meeting in due course.

By Order of the Board

Zhou Gang

Secretary to the Board

Beijing, the PRC, 19 December 2014

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

Chen Jinhang, Hu Shengmu, Wu Jing, Liang Yongpan, Zhou Gang, Cao Xin, Cai Shuwen, Liu Haixia, Guan Tiangang, Yang Wenchun, Dong Heyi, Ye Yansheng*, Zhao Jie*, Jiang Guohua*, Feng Genfu**

** Independent non-executive Directors*