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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 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The sixth meeting of the tenth session of the Board of Datang International Power Generation Co., Ltd. (“**Datang International**” or the “**Company**”) was convened at 10:30 a.m. on Friday, 20 December 2019 at Conference Room 609, 9 Guangningbo Street, Xicheng District, Beijing. The written notice convening the meeting was issued on 6 December 2019. There were 15 Directors eligible for attending the meeting and 12 of them attended the meeting. Zhang Ping (Director), Liu Jizhen (Director) and Liu Huangsong (Director) were unable to attend the meeting in person due to business engagements, and they had authorised Jin Shengxiang (Director), Luo Zhongwei (Director) and Jiang Fuxiu (Director), respectively, to attend and vote at the meeting 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 (“**PRC**”) and the articles of association of Datang International Power Generation Co., Ltd. (the “**Articles**”), and was lawful and valid. Three supervisors of the Company attended the meeting. In accordance with the Articles, the meeting was presided by Mr. Chen Feihu, the chairman of the Company. The following resolutions were considered and unanimously approved by the attending Directors or their authorised proxies through voting by way of show of hands at the meeting:

I. THE “RESOLUTION ON THE CHANGE OF SENIOR MANAGEMENT OF DATANG INTERNATIONAL” WAS CONSIDERED AND APPROVED

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

1. It was approved that Mr. Chang Zheng would be appointed as a deputy general manager of the Company, with a term commencing from the date of passing this resolution at the Board meeting (i.e. 20 December 2019). Please refer to the appendix to this announcement for the biographical details of Mr. Chang Zheng.
2. It was approved that Mr. Zhao Jianjun would cease to be a deputy general manager of the Company with effect from the date of passing this resolution at the Board meeting (i.e. 20 December 2019). The Board was satisfied with the performance of Mr. Zhao Jianjun and expressed its gratitude towards Mr. Zhao Jianjun for his contributions to the development of the Company during his tenure of service.

II. THE “RESOLUTION ON THE CHANGES IN ORGANISATION STRUCTURE OF DATANG INTERNATIONAL’S HEAD OFFICE AND THE ESTABLISHMENT OF OVERSEAS BUSINESS DEPARTMENT” WAS CONSIDERED AND APPROVED

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

1. It was approved that changes would be made to the functional departments at the head office of the Company. After these changes, there would be 14 functional departments at the head office of the Company, i.e. the office, investment and development department, engineering and construction department, sales and marketing department, human resources department, finance management department, securities and compliance department (legal affairs department, audit department), safety and environmental protection supervision department, production and operation department, renewable energy business department, procurement department, asset management department, party affairs department and discipline inspection committee office.
2. It was approved that the overseas business department of Datang International Power Generation Co., Ltd. would be established, which shall be responsible for the planning and implementation of the development of overseas energy and power markets, the investment, development and cooperation of overseas projects, and the construction, operation and management of projects, etc.

III. THE “RESOLUTION ON THE INVESTMENT AND CONSTRUCTION OF GUANGDONG SHANTOU NAN’AO LEMEN I OFFSHORE WIND POWER PROJECT” WAS CONSIDERED AND APPROVED

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

It was approved that Datang International would wholly fund and construct Guangdong Shantou Nan'ao Lemen I Offshore Wind Power Project, with a total investment of RMB5,740.67 million. The project capital accounts for 30% of the total investment, i.e. RMB1,722.201 million.

IV. THE “RESOLUTION ON THE ENTERING INTO OF THE INVESTMENT AGREEMENT FOR CHONGQING WUJIANG BAIMA HYDROPOWER AND NAVIGATION PROJECT” WAS CONSIDERED AND APPROVED

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

1. It was approved that Datang International and Chongqing Navigation Development (Holding) Co., Ltd. would jointly form Chongqing Baima Navigation Development Co., Ltd. (subject to the registration with the Administration for Industry and Commerce) (the “**Joint Venture Company**”), which shall be responsible for the development, construction and operation of Chongqing Wujiang Baima Hydropower and Navigation Project (“**Baima Project**”). This company shall be held as to 24.5% and 75.5% by Datang International and Chongqing Navigation Development (Holding) Co., Ltd., respectively.
2. Given the capital contribution commitment equivalent to 25% of the total investment of Baima Project, it was approved that the Company shall contribute approximately RMB637 million (subject to the final total investment amount of the project) to the Joint Venture Company based on its 24.5% shareholding.
3. It was approved that the Company would enter into the Baima Project Investment Agreement with Chongqing Navigation Development (Holding) Co., Ltd.

V. THE “RESOLUTION ON THE INVESTMENT AND CONSTRUCTION OF JIANGXI XIUSHUI ZHANGCHENG LAKE 64MW WIND POWER PROJECT” WAS CONSIDERED AND APPROVED

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

It was approved that Jiangxi Datang International New Energy Co., Ltd., a wholly-owned subsidiary of the Company, would wholly fund and construct the Jiangxi Xiushui Zhangcheng Lake 64MW Wind Power Project, with a total investment amount of RMB537,833,100. The capital will be RMB161,349,900, accounting for 30% of the total investment of the project.

VI. THE “RESOLUTION ON THE FORMATION OF THE WHOLLY FUNDED DATANG CHONGQING ENERGY MARKETING CO., LTD.” WAS CONSIDERED AND APPROVED

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

It was approved that Datang International would invest RMB201 million to wholly fund the formation of Datang Chongqing Energy Marketing Co., Ltd. (a temporary name which is subject to the approval by the industrial and commercial administration authorisation).

VII. THE “RESOLUTION ON THE PROVISIONS FOR ASSET IMPAIRMENT OF DATANG INTERNATIONAL AS THE PARENT COMPANY AND RENEWABLE RESOURCE COMPANY AS THE SUBSIDIARY” WAS CONSIDERED AND APPROVED

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

It was approved that provision would be made for the impairment of long-term equity investment of Datang International as the parent company in the amount of approximately RMB750 million, and that provision would be made for the impairment of fixed assets with Inner Mongolia Datang International Renewable Resource Development Company Limited, a wholly-owned subsidiary of the Company in the amount of approximately RMB1,258 million. The actual amounts of such impairment provisions are subject to final impairment test and audit results.

Please refer to the relevant announcement of the Company published on the same date for details on such provisions for asset impairment.

VIII. THE “RESOLUTION ON FINANCING PROPOSAL OF DATANG INTERNATIONAL AS THE PARENT COMPANY FOR THE YEAR OF 2020” WAS CONSIDERED AND APPROVED

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

1. The financing proposal of Datang International as the parent company for the year of 2020 was approved. The aggregate amount to be raised by way of equity financing and debt financing in 2020 will be no more than RMB80 billion, among which the equity financing instruments would include without limitation to perpetual medium-term notes, perpetual non-public placement debts, perpetual corporate bonds, perpetual private bonds, perpetual insurance fund debt investment plans, asset securitisation financing products, market-oriented debt conversion, non-recourse factoring facilities, quasi-perpetual loans, etc., while debt financing instruments would include without limitation to borrowings from financial

institutions, corporate overdraft borrowings, financing leases, bank acceptance, letters of credit from banks, entrusted loans, factoring, medium-term notes, short-term financing bills, super short-term financing bills, asset-backed notes, corporate bonds, private bonds, etc.

2. The management of the Company was authorised to arrange various financing activities and execute relevant contracts and documents in accordance with the annual financial budget approved by the Board.
3. It was approved that this resolution will be proposed at the general meeting of the Company for consideration and approval.

IX. THE “RESOLUTION ON THE ENTERING INTO OF THE COAL PURCHASE AND SALE SERVICES AGREEMENT WITH DATANG POWER FUEL CO., LTD.” WAS CONSIDERED AND APPROVED

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

1. It was approved that the Company would enter into the 2020 Coal Purchase and Sale Services Agreement with Datang Power Fuel Co., Ltd. (“**Datang Fuel Company**”) for a term commencing from the effective date of the agreement to 31 December 2020.
2. It was approved that, during the term of the Coal Purchase and Sale Services Agreement, Datang Fuel Company shall provide coal supply services of no more than 40 million tonnes for certain subsidiaries of Datang International, and the service fees to be charged in aggregate would not exceed RMB140 million.
3. The Directors of the Company (including the independent non-executive Directors) were of the view that the Coal Purchase and Sale Services Agreement was entered into with Datang Fuel Company on normal commercial terms and in the ordinary course of business of the Company, and that the relevant transactions were fair and reasonable and in the interests of the Company and the shareholders as a whole.
4. Pursuant to the requirements of the listing rules in the places where the Company is listed, Datang Fuel Company is a connected person of the Company, and the entering into of the Coal Purchase and Sale Services Agreement would therefore constitute continuing connected transactions of the Company. The connected Directors, namely Mr. Chen Feihu and Mr. Wang Sen, have abstained from voting in respect of this resolution.

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

X. THE “RESOLUTION ON THE INTRODUCTION OF GAS COMPANIES FOR THE JOINT DEVELOPMENT OF GUANGDONG FOSHAN GAS-THERMAL POWER PROJECT” WAS CONSIDERED AND APPROVED

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

It was approved that the Company would cooperate with PetroChina Kunlun Gas Co., Ltd. and Foshan Gas Group Co., Ltd. in the development of the Guangdong Foshan Gas-thermal Power Project, which will be held as to 51% by Datang International. In accordance with the capital requirements of the project, Datang International would contribute approximately RMB513 million in proportion to its shareholding.

By Order of the Board
Jiang Jinming
Company Secretary

Beijing, the PRC, 20 December 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*

APPENDIX: BIOGRAPHICAL DETAILS OF MR. CHANG ZHENG

Mr. Chang Zheng, born in July 1965, is a senior engineer with university qualifications. Since 1997, he has served as the head of the production and technology department, deputy chief engineer and deputy dean of Heilongjiang Electricity Science Research Institute, the chief of the production safety department, deputy chief engineer, Party Committee member and deputy general manager of Datang Heilongjiang Power Generation Co., Ltd., the Party Committee secretary and deputy dean, dean and deputy Party Committee secretary of China Datang Corporation Science and Technology Research Institute Co., Ltd., as well as the chief of the information technology department and chief of the technology innovation department of China Datang Corporation Ltd.

Mr. Chang Zheng has long been engaged in the management of power generation enterprises and has extensive experience in this field.