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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  
CHANGE IN THE CHAIRMAN OF THE BOARD  
AND  
CHANGE IN MEMBERS OF SPECIALISED COMMITTEES UNDER THE  
BOARD**

**SPECIAL NOTICE:**

The board of directors (the “**Board**”) and all directors (the “**Director(s)**”) 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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

The twenty-second meeting of the eleventh session of the Board of Datang International Power Generation Co., Ltd. (“**Datang International**” or the “**Company**”) was convened at the head office of the Company on Thursday, 21 December 2023. The written notice convening the meeting was issued on 7 December 2023. There were 15 Directors eligible for attending the meeting and 12 of them attended the meeting. Cao Xin (Director), Jin Shengxiang (Director) and Zong Wenlong (Director) were unable to attend the meeting in person due to business engagements and have authorized Zhao Xianguo (Director), Sun Yongxing (Director) and Zhao Yi (Director) to attend and vote on the meeting on their behalf, respectively. 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 Datang International Power Generation Co., Ltd. (the “**Articles of Association**”), and was lawful and valid. 4 supervisors of the Company attended the meeting. In accordance with the Articles of Association, the meeting was presided by Mr. Wang Shunqi (Director) as unanimously elected by the Directors of the Company. The following resolutions were considered and unanimously approved by the attending Directors or their authorised proxies through voting at the meeting:

**I. THE “RESOLUTION ON ELECTION OF THE CHAIRMAN OF THE ELEVENTH SESSION OF THE BOARD OF THE COMPANY” WAS CONSIDERED AND APPROVED**

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

It was approved to elect Mr. Wang Shunqi as the chairman of the eleventh session of the Board of the Company, with the term of office commencing from the date of approval at the Board meeting until the date of conclusion of the term of office of the eleventh session of the Board (i.e. 28 June 2025). Mr. Liang Yongpan ceases to serve as the chairman of the eleventh session of the Board of the Company.

**II. THE “RESOLUTION ON THE ADJUSTMENTS TO THE MEMBERS OF SPECIALISED COMMITTEES OF THE ELEVENTH SESSION OF THE BOARD OF THE COMPANY” WAS CONSIDERED AND APPROVED**

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

Adjustments to the members of the Strategic Development and Risk Control Committee, the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee were approved. The constitution of each specialised committee of the Board after the adjustments are as follows:

**(1) Strategic Development and Risk Control Committee**

Convenor: Wang Shunqi

Members: Zhu Dahong (independent non-executive Director), Ma Jixian, Tian Dan, Zhu Shaowen, Cao Xin, Sun Yongxing

**(2) Audit Committee**

Convenor: Zong Wenlong (independent non-executive Director)

Members: Niu Dongxiao (independent non-executive Director), You Yong (independent non-executive Director), Ying Xuejun, Jin Shengxiang

**(3) Remuneration and Appraisal Committee**

Convenor: Niu Dongxiao (independent non-executive Director)

Members: Zong Wenlong (independent non-executive Director), Zhao Yi (independent non-executive Director), Xu Guang, Zhao Xianguo

#### (4) Nomination Committee

Convenor: Niu Dongxiao (independent non-executive Director)

Members: You Yong (independent non-executive Director), Zhao Yi (independent non-executive Director), Ma Jixian, Tian Dan

### III. THE “RESOLUTION ON INVESTMENT IN CONSTRUCTION OF FIVE NEW ENERGY PROJECTS INCLUDING DATANG XIAHUAYUAN XINZHUANGZI 90MW PHOTOVOLTAIC POWER GENERATION PROJECT” WAS CONSIDERED AND APPROVED

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

It was approved that the Company would invest in the construction of five new energy projects, including Datang Xiahuayuan Xinzhuangzi 90MW Photovoltaic Power Generation Project, Datang Yongfeng County Enjiang 71.7MW Photovoltaic Power Generation Project, Zhejiang Deqing Dongfang Industrial and Trade, Daizong Industrial and Trade 0.76MW Rooftop Distributed Photovoltaic Power Generation Project, Datang Qitaihe Luoquan 200MW Wind Power Generation Project and Datang Yilan Dalianhe 100MW Wind Power Generation Project. The total investment of the projects is approximately RMB2.737 billion.

### IV. THE “RESOLUTION ON INVESTMENT IN CONSTRUCTION OF DATANG CHAOZHOU POWER PLANT UNITS 5-6 PROJECT” WAS CONSIDERED AND APPROVED

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

1. It was approved that the Company would invest in the construction of units 5-6 of Guangdong Datang International Chaozhou Power Generation Company Limited (“**Datang Chaozhou Power Plant**”). Datang International will make contribution of approximately RMB890 million.
2. The Directors (including independent non-executive Directors) are of the view that the investment in the construction of Datang Chaozhou Power Plant units 5-6 project is in line with the national industrial policy and the development strategy of the Company and is in the interests of the Company and the shareholders as a whole.
3. In accordance with the requirements of the listing rules of the places where the Company is listed, this investment constitutes a connected transaction of the Company, and Mr. Ying Xuejun, Mr. Ma Jixian and Mr. Tian Dan, all being connected Directors, have abstained from voting on such resolution.

**V. THE “RESOLUTION ON INVESTMENT IN SMALL-SIZED INFRASTRUCTURE PROJECTS OF CERTAIN SUBSIDIARIES” WAS CONSIDERED AND APPROVED**

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

It was approved to invest approximately RMB25 million in small-sized infrastructure projects of certain subsidiaries of the Company.

**VI. THE “RESOLUTION ON THE CAPITAL REDUCTION PLAN OF NORTH CHINA ELECTRIC POWER RESEARCH INSTITUTE” WAS CONSIDERED AND APPROVED**

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

The capital reduction plan of North China Electric Power Research Institute Company Limited was approved.

For details, please refer to the overseas regulatory announcement published by the Company on the same day.

**VII. THE “RESOLUTION ON THE TRANSFER PLAN OF SHERATON HOTEL, DATANG JINZUO OFFICE BUILDING AND RELATED PHYSICAL ASSETS” WAS CONSIDERED AND APPROVED**

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

It was agreed that Inner Mongolia Datang International Tuoketuo Power Generation Company Limited would list and transfer its Sheraton Hohhot Hotel, Datang Jinzuo Office Building and related physical assets with an initial listing price of not less than RMB1,067 million.

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

**VIII. THE “RESOLUTION ON THE MATURITY REPLACEMENT OF ENTRUSTED LOANS AND ‘LENDING AND REPAYMENT’ LOANS OF ANHUI ELECTRIC POWER CO., LTD.” WAS CONSIDERED AND APPROVED**

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

The maturity replacement of entrusted loans and “lending and repayment” loans of Anhui Electric Power Co., Ltd. was approved.

For details, please refer to the overseas regulatory announcement published by the Company on the same day.

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

**IX. THE “RESOLUTION ON RETIREMENT OF FIXED ASSETS OF SHANXI ZUOYUN COMPANY OF DATANG INTERNATIONAL” WAS CONSIDERED AND APPROVED**

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

The retirement of relevant fixed assets of Shanxi Zuoyun Wind Power Company Limited was approved.

**X. THE “RESOLUTION ON AMENDMENTS TO THE MEASURES FOR MANAGEMENT OF REMUNERATION OF MANAGEMENT MEMBERS OF DATANG INTERNATIONAL POWER GENERATION CO., LTD.” WAS CONSIDERED AND APPROVED**

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

The amendments to the Measures for Management of Remuneration of Management Members of Datang International Power Generation Co., Ltd. by the Company was approved.

**XI. THE “RESOLUTION ON AMENDMENTS TO THE WORKING SYSTEM OF INDEPENDENT DIRECTORS, THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS AND THE TERMS OF REFERENCE OF THREE SPECIALISED COMMITTEES OF THE BOARD OF DIRECTORS” WAS CONSIDERED AND APPROVED**

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

The amendments to the Working System of Independent Directors, the Rules of Procedure of the Board of Directors and the terms of reference of three specialised committees of the Board of Directors, namely the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee, by the Company was approved.

For details of the Working System of Independent Directors, please refer to the overseas regulatory announcement published by the Company on the same day.

For details of the proposed amendments to the Rules of Procedure of the Board of Directors, please refer to the appendix to this announcement.

For details of the terms of reference of relevant specialised committees of the Board of Directors, please refer to the full text of the terms of reference of the specialised committees of the Board of Directors issued by the Company on the same day.

According to the requirements of the relevant laws and regulations and the Articles of Association, the above-mentioned resolution numbered VIII and the Rules of Procedure of the Board of Directors in the above-mentioned resolution numbered XI are required to be proposed at the general meeting of the Company for consideration and approval.

By order of the Board  
**Sun Yanwen**  
*Joint Company Secretary*

Beijing, the PRC, 21 December 2023

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

*Wang Shunqi, Ying Xuejun, Xu Guang, Ma Jixian, Tian Dan, Zhu Shaowen, Cao Xin, Zhao Xianguo, Jin Shengxiang, Sun Yongxing, Niu Dongxiao\*, Zong Wenlong\*, Zhao Yi\*, Zhu Dahong\*, You Yong\**

\* *Independent non-executive Directors*

## Appendix:

### Comparison Table of Amendments to the Rules of Procedure of the Board of Directors

No.	Original Article	Amended Article
1	<p><b>Article 1</b> In order to further regulate the conduct of meetings and decision-making process of the board of directors (the “Board”) of Datang International Power Generation Co., Ltd. (hereinafter referred to as the “Company”), to ensure that the directors of the Company (“Directors”) and the Board can perform their duties effectively, to enhance the orderly operation and the quality of scientific decision-making of the Board, these Rules have been formulated pursuant to the Company Law, the Securities Law, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Code of Corporate Governance of Listed Companies, the stipulations of the relevant State laws and administrative regulations and the Articles of Association of Datang International Power Generation Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>	<p><b>Article 1</b> In order to further regulate the conduct of meetings and decision-making process of the board of directors (the “Board”) of Datang International Power Generation Co., Ltd. (hereinafter referred to as the “Company”), to ensure that the directors of the Company (“Directors”) and the Board can perform their duties effectively, to enhance the orderly operation and the quality of scientific decision-making of the Board, these Rules have been formulated pursuant to <del>the Company Law, the Securities Law, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</del> <b><u>the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China</u></b>, the Code of Corporate Governance of Listed Companies, <b><u>the listing rules of the stock exchanges where the shares of the Company are listed</u></b>, the stipulations of the relevant State laws and <del>administrative</del> <b><u>regulatory documents</u></b> and the Articles of Association of Datang International Power Generation Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>
2	<p><b>Article 31 Duties and authorities of independent Directors</b></p> <p>The appointment qualifications, selection and dismissal of independent Directors are determined in accordance with the stipulations of the laws, administrative regulations, rules of relevant authorities and the Articles of Association. Independent</p>	<p><b>Article 31 Duties and authorities of independent Directors</b></p> <p>The appointment qualifications, selection and dismissal of independent Directors are determined in accordance with the stipulations of the laws, administrative regulations, rules of relevant authorities and the Articles of Association. Independent</p>

No.	Original Article	Amended Article
	<p>Directors shall constitute half or more of the members of the specialised remuneration, audit and nomination committees.</p> <p>In addition to the duties and authorities of the Directors stipulated by the Articles of Association, subject to the consent of more than half of all independent Directors, the independent Directors may also exercise the following duties and authorities:</p> <ol style="list-style-type: none"> <li>1. A material connected transaction (that means a connected transaction with an amount of over RMB3 million that the Company and the connected parties intend to conclude, or a connected transaction with an amount of more than 5% of the latest audited net asset value) shall have the consent of the independent Directors before submitting to the Board meeting for deliberation;</li> </ol> <p>Before the independent Directors make a judgment, they may hire intermediaries to issue independent financial consultancy reports as the basis of their judgment.</p> <ol style="list-style-type: none"> <li>2. To propose to the Board to hire or dismiss the accounting firm;</li> <li>3. To request the Board to convene an extraordinary general meeting;</li> <li>4. To propose to convene a Board meeting;</li> <li>5. To hire external auditing firms and consultancy firms;</li> </ol>	<p>Directors shall constitute half or more of the members of the specialised remuneration, audit and nomination committees.</p> <p>In addition to the duties and authorities of the Directors stipulated by the Articles of Association, <del>subject to the consent of more than half of all independent Directors,</del> the independent Directors may also exercise the following <b>special</b> duties and authorities:</p> <ol style="list-style-type: none"> <li><del>1.</del> <del>A material connected transaction (that means a connected transaction with an amount of over RMB3 million that the Company and the connected parties intend to conclude, or a connected transaction with an amount of more than 5% of the latest audited net asset value) shall have the consent of the independent Directors before submitting to the Board meeting for deliberation;</del></li> </ol> <p><del>Before the independent Directors make a judgment, they may hire intermediaries to issue independent financial consultancy reports as the basis of their judgment.</del></p> <ol style="list-style-type: none"> <li><b><u>1. To hire external auditing firms and consultancy firms independently;</u></b></li> <li><del>2. To propose to the Board to hire or dismiss the accounting firm;</del></li> <li><del>3.</del> To request the Board to convene an extraordinary general meeting;</li> <li><del>4.</del> To propose to convene a Board meeting;</li> <li><del>5. To hire external auditing firms and consultancy firms;</del></li> </ol>

No.	Original Article	Amended Article
	<p>6. To collect the rights of vote from shareholders in an open manner before the convention of the general meeting.</p> <p>If the above-mentioned proposals are not adopted or the above-mentioned authorities cannot be exercised in a normal way, the listed company shall make disclosure of such situation.</p> <p>The expenses needed for hiring intermediaries and the exercise of other authorities and duties by the independent Directors shall be borne by the Company.</p>	<p><del>64.</del> <del>To collect the rights of vote from shareholders in an open manner before the convention of the general meeting</del>  <u>To publicly soliciting shareholder rights from shareholders in accordance with the law;</u></p> <p><u>5. To express independent opinions on matters that may prejudice the rights and interests of the Company or minority shareholders;</u></p> <p><u>6. Other duties and authorities stipulated by laws, administrative regulations, the China Securities Regulatory Commission, stock exchanges and the Articles of Association.</u></p> <p><u>An independent Director who exercises the duties and authorities set forth in items 1 to 3 of the preceding paragraph shall obtain the approval of more than half of all independent Directors.</u></p> <p><u>If an independent Director exercises the duties and authorities listed in the first paragraph, the Company shall make disclosure timely. If the above duties and authorities cannot be exercised in a normal way, the Company shall disclose the specific circumstances and reasons thereof.</u> <del>If the above-mentioned proposals are not adopted or the above-mentioned authorities cannot be exercised in a normal way, the listed company shall make disclosure of such situation.</del></p> <p>The expenses needed for hiring intermediaries and the exercise of other authorities and duties by the independent directors shall be borne by the Company.</p>

No.	Original Article	Amended Article
3	<p data-bbox="209 193 820 268"><b>Article 32 Independent opinions of independent Directors</b></p> <p data-bbox="209 314 820 561">The independent Directors shall express their opinions on the following matters in the form of: Agree; Reserved with the underlying reasons; Object with the underlying reasons; Inability to express an opinion with the underlying obstacles:</p> <ol data-bbox="209 608 820 1732" style="list-style-type: none"> <li data-bbox="209 608 820 683">1. The nomination and dismissal of Directors;</li> <li data-bbox="209 729 820 804">2. The hiring and dismissal of senior management staff;</li> <li data-bbox="209 851 820 925">3. The remuneration of the Company's Directors and senior management staff;</li> <li data-bbox="209 972 820 1442">4. The total existing or new borrowings from or other transactions of funds with the Company by the Shareholders of the Company, the actual controller and their connected companies which exceeds RMB3 million or exceed 5% of the latest audited net asset value of the Company; and whether the Company has adopted any effective measures to collect the outstanding payments;</li> <li data-bbox="209 1489 820 1604">5. Matters that the independent Directors consider as being detrimental to the interests of minority shareholders;</li> <li data-bbox="209 1651 820 1732">6. Other matters stipulated by the Articles of Association.</li> </ol> <p data-bbox="209 1779 820 1981">Disclosure shall be made to the opinions expressed by the independent Directors in accordance with the requirements of the laws, administrative regulations and relevant regulatory documents.</p>	<p data-bbox="852 193 1463 268"><b>Article 32 Independent opinions of independent Directors</b></p> <p data-bbox="852 314 1463 561"><del>The independent Directors shall express their opinions on the following matters in the form of: Agree; Reserved with the underlying reasons; Object with the underlying reasons; Inability to express an opinion with the underlying obstacles:</del></p> <ol data-bbox="852 608 1463 1732" style="list-style-type: none"> <li data-bbox="852 608 1463 683"><del>1. The nomination and dismissal of Directors;</del></li> <li data-bbox="852 729 1463 804"><del>2. The hiring and dismissal of senior management staff;</del></li> <li data-bbox="852 851 1463 925"><del>3. The remuneration of the Company's Directors and senior management staff;</del></li> <li data-bbox="852 972 1463 1442"><del>4. The total existing or new borrowings from or other transactions of funds with the Company by the Shareholders of the Company, the actual controller and their connected companies which exceeds RMB3 million or exceed 5% of the latest audited net asset value of the Company; and whether the Company has adopted any effective measures to collect the outstanding payments;</del></li> <li data-bbox="852 1489 1463 1604"><del>5. Matters that the independent Directors consider as being detrimental to the interests of minority shareholders;</del></li> <li data-bbox="852 1651 1463 1732"><del>6. Other matters stipulated by the Articles of Association.</del></li> </ol> <p data-bbox="852 1779 1463 1938"><b><u>The following matters shall be submitted to the Board for consideration after being approved by more than half of all independent Directors:</u></b></p>

No.	Original Article	Amended Article
		<ol style="list-style-type: none"> <li><b><u>1. Related transactions that should be disclosed;</u></b></li> <li><b><u>2. Changes or waivers of commitments made by the Company and related parties;</u></b></li> <li><b><u>3. The decisions made and measures taken by the Board of the Company in relation to the acquisition when the Company is acquired;</u></b></li> <li><b><u>4. Other matters stipulated by relevant provisions of laws and regulations, the China Securities Regulatory Commission, the stock exchanges and the Articles of Association.</u></b></li> </ol> <p>Disclosure shall be made to the opinions expressed by the independent Directors in accordance with the requirements of the laws, administrative regulations and relevant regulatory documents.</p>
4	<p><b>Article 33 Independent Directors’ right to know</b></p> <p>The Company shall provide information to the independent Directors regarding those matters requiring discussion by the Board in accordance with the laws, administrative regulations, other regulatory documents and the requirements of the Articles of Association. If an independent Director is of the opinion that the information is insufficient, he/she may ask for supplementary information. If two or more than two independent Directors are of the opinion that the materials are insufficient or the arguments are not clear, they can jointly propose to the Board to postpone the</p>	<p><b>Article 33 Independent Directors’ right to know</b></p> <p>The Company shall provide information to the independent Directors regarding those matters requiring discussion by the Board in accordance with the laws, administrative regulations, other regulatory documents and the requirements of the Articles of Association. If an independent Director is of the opinion that the information is insufficient, he/she may ask for supplementary information. If two or more than two independent Directors are of the opinion that <del>the materials are insufficient or the arguments are not clear</del> <b><u>the materials are incomplete, the arguments are insufficient or not provided in a timely manner</u></b>, they can jointly propose to the</p>

No.	Original Article	Amended Article
	<p>convening of the Board meeting, or postpone the review of that matter. The Board shall adopt such proposal.</p> <p>The information provided by the Company to the independent Directors shall be retained by the Company and by the independent Directors themselves for at least 5 years.</p>	<p>Board to postpone the convening of the Board meeting, or postpone the review of that matter. The Board shall adopt such proposal.</p> <p>The information provided by the Company to the independent Directors shall be retained by the Company and by the independent Directors themselves for at least <del>5</del><b>10</b> years.</p>

*Note:* Save for the amendments to the above provisions and the correction of certain text in the Rules of Procedure of the Board of Directors, the contents of other provisions remain unchanged.