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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)**

## **ANNOUNCEMENT**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS**

The twenty-third meeting of the tenth session of the board of directors (the “**Board**” or “**Board of Directors**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) approved the proposed amendments to the articles of association (the “**Articles of Association**”) and the procedural rules for the Board of Directors (the “**Procedural Rules for the Board of Directors**”) of the Company, and agreed to submit them to the shareholders’ general meeting of the Company for shareholders’ consideration and approval.

Details of the proposed amendments to the Articles of Association are as follows:

No.	Before Amendment	After Amendment
1	<p><b>Article 121:</b> The shareholders’ general meetings shall be presided over by the Chairman. Where the Chairman is unable or fails to perform his duty, the shareholders’ general meetings shall be presided over by the vice chairman; where the vice chairman is unable or fails to perform his duty, the shareholders’ general meetings shall be presided over by a director jointly elected by no less than one half of the members of the board of directors.</p> <p>Where the board of directors is unable or fails to perform its duty in convening a shareholders’ general meeting, the board of supervisors shall timely convene and preside over such meeting. Where the board of supervisors fails to convene and preside over such meeting, shareholders who, individually or jointly, holding no less than 10% of the Company’s total shares for no less than 90 consecutive days may independently convene and preside over the shareholders’ general meeting.</p> <p>A shareholders’ general meeting independently convened by the board of supervisors shall be presided over by the chairman of the board of supervisors. Where the chairman of the board of supervisors is unable or fails to perform his duty, the shareholders’ general meeting shall be presided over by the vice chairman hereof; where the vice chairman is unable or fails to perform his duty, the meeting shall be presided over by a supervisor jointly elected by no less than one half of the members of the board of supervisors.</p> <p>A shareholders’ general meeting independently convened by the shareholders shall be presided over by the representative elected by the conveners.</p> <p>Where the presiding person violates the rules of procedures in the course of the shareholders’ general meeting so that the meeting is unable to continue, another presiding person may, subject to the approval of more than one half of the shareholders with voting rights, be elected by the shareholders’ general meeting to continue the meeting.</p>	<p><b>Article 121:</b> The shareholders’ general meetings shall be presided over by the Chairman. Where the Chairman is unable or fails to perform his duty, <del>the shareholders’ general meetings shall be presided over by the vice chairman; where the vice chairman is unable or fails to perform his duty,</del> the shareholders’ general meetings shall be presided over by a director jointly elected by no less than one half of the members of the board of directors.</p> <p>Where the board of directors is unable or fails to perform its duty in convening a shareholders’ general meeting, the board of supervisors shall timely convene and preside over such meeting. Where the board of supervisors fails to convene and preside over such meeting, shareholders who, individually or jointly, holding no less than 10% of the Company’s total shares for no less than 90 consecutive days may independently convene and preside over the shareholders’ general meeting.</p> <p>A shareholders’ general meeting independently convened by the board of supervisors shall be presided over by the chairman of the board of supervisors. Where the chairman of the board of supervisors is unable or fails to perform his duty, the shareholders’ general meeting shall be presided over by the vice chairman hereof; where the vice chairman is unable or fails to perform his duty, the meeting shall be presided over by a supervisor jointly elected by no less than one half of the members of the board of supervisors.</p> <p>A shareholders’ general meeting independently convened by the shareholders shall be presided over by the representative elected by the conveners.</p> <p>Where the presiding person violates the rules of procedures in the course of the shareholders’ general meeting so that the meeting is unable to continue, another presiding person may, subject to the approval of more than one half of the shareholders with voting rights, be elected by the shareholders’ general meeting to continue the meeting.</p>

No.	Before Amendment	After Amendment
2	<p><b>Article 133:</b> The Company shall have a board of directors which is accountable to the shareholders' general meeting. Directors are natural persons.</p> <p>The board of directors is composed of 15 members, including a Chairman and a vice chairman. The members of the board of directors, the number of independent directors and the composition of the board of directors and independent directors shall be in accordance with laws, administrative regulations, rules and regulatory documents.</p> <p>Directors may concurrently hold the office of the manager or other senior management, provided however, that the aggregate number of directors concurrently holding the office of the manager or other senior management and directors acted by representatives of employees shall not be more than one half of the total number of directors.</p> <p>A director is not required to hold any shares in the Company.</p>	<p><b>Article 133:</b> The Company shall have a board of directors which is accountable to the shareholders' general meeting. Directors are natural persons.</p> <p>The board of directors is composed of 15 members, including a Chairman <del>and a vice chairman</del>. The members of the board of directors, the number of independent directors and the composition of the board of directors and independent directors shall be in accordance with laws, administrative regulations, rules and regulatory documents.</p> <p>Directors may concurrently hold the office of the manager or other senior management, provided however, that the aggregate number of directors concurrently holding the office of the manager or other senior management and directors acted by representatives of employees shall not be more than one half of the total number of directors.</p> <p>A director is not required to hold any shares in the Company.</p>

No.	Before Amendment	After Amendment
3	<p><b>Article 134:</b> The directors shall be elected by the shareholders' general meeting. The term of office of a director shall not be more than three years. Upon expiry, the term of office of a director is renewable upon re-election.</p> <p>Except for the election of a director whose term of office has expired or of a director who is nominated by the board of directors, the intention to nominate candidates for directorships and written notices from such candidates expressing their acceptance of such nomination shall be submitted to the Company at least seven days prior to the date of the shareholders' general meeting.</p> <p>The Chairman and vice chairman of the board of directors shall be elected or removed by more than one half of all directors. The term of office of the Chairman and vice chairman respectively shall be three years, which is renewable upon reelection.</p> <p>Subject to the provisions of relevant laws and administrative regulations, the shareholders' general meeting may by way of an ordinary resolution remove a director whose term of office has not expired (provided however, that claims which may arise on the basis of any contract shall not be affected).</p> <p>The term of office of a director shall commence from his accession till the expiry of the term of the current session of the board of directors. Where election of directors fails to be timely conducted upon expiry of the term of office of the former directors, the former directors shall, prior to the accession of the newly elected directors, perform their duties as directors in accordance with laws, administrative regulations, regulations of regulatory authorities and provisions of these Articles of Association.</p>	<p><b>Article 134:</b> The directors shall be elected by the shareholders' general meeting. The term of office of a director shall not be more than three years. Upon expiry, the term of office of a director is renewable upon re-election.</p> <p>Except for the election of a director whose term of office has expired or of a director who is nominated by the board of directors, the intention to nominate candidates for directorships and written notices from such candidates expressing their acceptance of such nomination shall be submitted to the Company at least seven days prior to the date of the shareholders' general meeting.</p> <p>The Chairman <del>and vice chairman</del> of the board of directors shall be elected or removed by more than one half of all directors. The term of office of the Chairman <del>and vice chairman respectively</del> shall be three years, which is renewable upon reelection.</p> <p>Subject to the provisions of relevant laws and administrative regulations, the shareholders' general meeting may by way of an ordinary resolution remove a director whose term of office has not expired (provided however, that claims which may arise on the basis of any contract shall not be affected).</p> <p>The term of office of a director shall commence from his accession till the expiry of the term of the current session of the board of directors. Where election of directors fails to be timely conducted upon expiry of the term of office of the former directors, the former directors shall, prior to the accession of the newly elected directors, perform their duties as directors in accordance with laws, administrative regulations, regulations of regulatory authorities and provisions of these Articles of Association.</p>

No.	Before Amendment	After Amendment
4	<p><b>Article 145:</b> The Chairman shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>1. to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors;</li> <li>2. to monitor on the implementation of resolutions of the board of directors;</li> <li>3. to execute securities issued by the Company;</li> <li>4. to exercise other functions and powers granted by the board of directors.</li> </ol> <p>Where the Chairman is unable to exercise his functions and powers, he may appoint the vice chairman of the board of directors to exercise such functions and powers on his behalf.</p>	<p><b>Article 145:</b> The Chairman shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>1. to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors;</li> <li>2. to monitor on the implementation of resolutions of the board of directors;</li> <li>3. to execute securities issued by the Company;</li> <li>4. to exercise other functions and powers granted by the board of directors.</li> </ol> <p><del>Where the Chairman is unable to exercise his functions and powers, he may appoint the vice chairman of the board of directors to exercise such functions and powers on his behalf.</del></p>
5	<p><b>Article 146:</b> Vice chairman of the board of directors shall assist the Chairman hereof. Where the Chairman is unable or fails to perform his duties, the vice chairman of board shall perform the duties hereof; where the vice chairman of board of directors is unable to or fails to fulfil his duties, a director elected jointly by no less than one half of directors shall perform the duties hereof.</p>	<p><del><b>Article 146:</b> Vice chairman of the board of directors shall assist the Chairman hereof.</del> Where the Chairman <u>of the Company</u> is unable or fails to perform his duties, <del>the vice chairman of board shall perform the duties hereof;</del> <del>where the vice chairman of board of directors is unable to or fails to fulfil his duties,</del> a director elected jointly by no less than one half of directors shall perform the duties hereof.</p>

Save for the above proposed amendments to the Articles of Association and corrections to certain textual expressions in the provisions of the Articles of Association, other provisions of the Articles of Association remain unchanged.

Details of the proposed amendments to the Procedural Rules for the Board of Directors are as follows:

No.	Before Amendment	After Amendment
1	<b>Article 8</b> The meetings shall be convened and presided over by the Chairman. Where the Chairman is unable or fails to perform his duty, the meetings shall be convened and presided over by the vice chairman; where the vice chairman is unable or fails to perform his duty, the meetings shall be convened and presided over by a director jointly elected by no less than one half of the members of the board of directors.	<b>Article 8</b> The meetings shall be convened and presided over by the Chairman. Where the Chairman is unable or fails to perform his duty, <del>the meetings shall be convened and presided over by the vice chairman; where the vice chairman is unable or fails to perform his duty,</del> the meetings shall be convened and presided over by a director jointly elected by no less than one half of the members of the board of directors.

Save for the above proposed amendments to the Procedural Rules for the Board of Directors, other provisions of the Procedural Rules for the Board of Directors remain unchanged.

By order of the Board  
**Jiang Jinming**  
Company Secretary

Beijing, the PRC, 28 October 2021

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

*Liang Yongpan, Qu Bo, Ying Xuejun, Zhu Shaowen, Cao Xin, Zhao Xianguo, Jin Shengxiang, Sun Yongxing, Liu Jizhen\*, Luo Zhongwei\*, Liu Huangsong\*, Jiang Fuxiu\*, Niu Dongxiao\**

\* *Independent non-executive Directors*