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**If you have sold or transferred** all your shares in **DATANG INTERNATIONAL POWER GENERATION CO., LTD.**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

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

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A letter from the Board of Datang International Power Generation Co., Ltd. is set out on pages 2 to 7 of this circular.

The Company will convene the 2021 Third EGM at 1616 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC on 17 November 2021 (Wednesday) at 9:30 a.m. The Notice of the 2021 Third EGM and the proxy form have been published by the Company on the same date as the date of this circular.

28 October 2021

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Datang International Power Generation Co., Ltd., a sino-foreign joint stock limited company incorporated in the PRC on 13 December 1994, whose H Shares are listed on the Stock Exchange and the London Stock Exchange and whose A Shares are listed on the Shanghai Stock Exchange
“Director(s)”	the director(s) of the Company
“Notice of the Third EGM”	the notice of the Third EGM issued by the Company to the Shareholders on 28 October 2021
“PRC”	the People’s Republic of China
“Procedural Rules for the Board of Directors”	the Procedural Rules for the Board of Directors of the Company
“Third EGM”	the 2021 third extraordinary general meeting of the Company to be held at 1616 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC on 17 November 2021 (Wednesday) at 9:30 a.m. to consider and approve, amongst others, the proposed amendments to the Articles of Association and the Procedural Rules for the Board of Directors
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)

*Executive Director:*

Mr. Liang Yongpan (*Chairman, general manager*)

*Non-executive Directors:*

Mr. Qu Bo

Mr. Ying Xuejun

Mr. Zhu Shaowen

Mr. Cao Xin

Mr. Zhao Xianguo

Mr. Jin Shengxiang

Mr. Sun Yongxing

*Office address:*

No. 9 Guangningbo Street

Xicheng District

Beijing, 100033

the PRC

*Principal place of business in Hong Kong:*

40/F, Dah Sing Financial Centre

24 Queen's Road East

Wan Chai

Hong Kong

*Independent non-executive Directors:*

Mr. Liu Jizhen

Mr. Luo Zhongwei

Mr. Liu Huangsong

Mr. Jiang Fuxiu

Mr. Niu Dongxiao

28 October 2021

*To the Shareholders*

Dear Sir or Madam,

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

#### **INTRODUCTION**

References are made to (i) the Company's Notice of the Third EGM dated 28 October 2021, which sets out the time and venue of the Third EGM and contains the resolutions to be put forward at the Third EGM for Shareholders' consideration and approval; and (ii) the announcement of the Company dated 28 October 2021 in relation to the proposed amendments to the Articles of Association and the Procedural Rules for the Board of Directors.

The purpose of this circular is to provide you with, among other things, detailed information regarding the proposed amendments to the Articles of Association and the Procedural Rules for the Board of Directors.

## LETTER FROM THE BOARD

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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>

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## LETTER FROM THE BOARD

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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>

## LETTER FROM THE BOARD

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>

## LETTER FROM THE BOARD

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><b>Article 146:</b> <del>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.



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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS

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.

### THE THIRD EGM

The Notice of the Third EGM is published by the Company on the same date as the date of this circular. A proxy form for use at the Third EGM is enclosed with the notice. To be valid, the holders of H shares shall deliver the proxy form, and if such proxy form is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority, to the Company's H-share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in not less than 24 hours before the time scheduled for holding the Third EGM.

### RECOMMENDATION

The Directors consider that each of the proposed resolutions set out in the Notice of the Third EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such proposed resolutions.

Yours faithfully,  
By order of the Board of  
**Datang International Power Generation Co., Ltd.**  
**Jiang Jinming**  
*Company Secretary*