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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

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 2020 Second EGM at 1616 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC on 18 December 2020 (Friday) at 9:30 a.m. The Notice of the 2020 Second EGM and the proxy form have been published by the Company on the same date as the date of this circular.

2 November 2020

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DEFINITIONS

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 Second EGM”	the notice of the Second EGM issued by the Company to the Shareholders on 2 November 2020
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in this circular
“Second EGM”	the 2020 second 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 18 December 2020 (Friday) at 9:30 a.m. to consider and approve, amongst others, the proposed amendments to the Articles of Association
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *For identification purposes only*

LETTER FROM THE BOARD



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 Directors:

Mr. Liang Yongpan

Non-executive Directors:

Mr. Chen Feihu (*Chairman*)

Mr. Qu Bo

Mr. Ying Xuejun

Mr. Zhu Shaowen

Mr. Cao Xin

Mr. Zhao Xianguo

Mr. Zhang Ping

Mr. Jin Shengxiang

Office address:

No. 9 Guangningbo Street

Xicheng District

Beijing, 100033

the PRC

Principal place of business in Hong Kong:

40/F, Sunlight Tower

24 Queen's Road East

Wanchai

Hong Kong

Independent non-executive Directors:

Mr. Liu Jizhen

Mr. Luo Zhongwei

Mr. Liu Huangsong

Mr. Jiang Fuxiu

Mr. Niu Dongxiao

2 November 2020

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

INTRODUCTION

References are made to (i) the Company's Notice of the Second EGM dated 2 November 2020, which sets out the time and venue of the Second EGM and contains the resolutions to be put forward at the Second EGM for Shareholders' consideration and approval; (ii) the announcement of the Company dated 30 October 2020 in relation to the Proposed Amendments to the Articles of Association.

The purpose of this circular is to provide you with, among other things, detailed information regarding the Proposed Amendments to the Articles of Association.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments are as follows:

Article number	Existing article	Amended article
Article 140	<p>The board of directors shall be accountable to the shareholders' general meeting, and exercise the following functions and powers:</p> <ol style="list-style-type: none"><li data-bbox="459 583 906 689">1. to convene shareholders' general meetings and report its work to the shareholders' general meeting;<li data-bbox="459 732 906 795">2. to implement resolutions of the shareholders' general meeting;<li data-bbox="459 838 906 902">3. to decide on the Company's business plans and investment plans;<li data-bbox="459 944 906 1008">4. to formulate the Company's plans for annual financial budgets and final accounts;<li data-bbox="459 1051 906 1115">5. to formulate the Company's plans for profit distribution and making up losses;	<p>The board of directors shall be accountable to the shareholders' general meeting, and exercise the following functions and powers:</p> <ol style="list-style-type: none"><li data-bbox="938 583 1385 689">1. to convene shareholders' general meetings and report its work to the shareholders' general meeting;<li data-bbox="938 732 1385 795">2. to implement resolutions of the shareholders' general meeting;<li data-bbox="938 838 1385 902">3. to decide on the Company's business plans and investment plans;<li data-bbox="938 944 1385 1008">4. to formulate the Company's plans for annual financial budgets and final accounts;<li data-bbox="938 1051 1385 1115">5. to formulate the Company's plans for profit distribution and making up losses;

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Article number	Existing article	Amended article
	6. to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of the Company's bonds or other securities, and the listing project;	6. to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of the Company's bonds or other securities, and the listing project;
	7. to prepare plans for major acquisition, repurchase of the Company's shares, merger, division or dissolution of the Company, or the change of the Company's nature of incorporation;	7. to prepare plans for major acquisition, repurchase of the Company's shares, merger, division or dissolution of the Company, or the change of the Company's nature of incorporation;
	8. without prejudice to the requirements under Article 62 of these Articles, considering and approving the external guarantees to be provided the Company;	8. without prejudice to the requirements under Article 62 of these Articles, considering and approving the external guarantees to be provided the Company;
	9. to consider and approve the relevant transactions in accordance with rules of the relevant securities exchange(s) on which the Company's shares are listed;	9. to consider and approve the relevant transactions in accordance with rules of the relevant securities exchange(s) on which the Company's shares are listed;
	10. to decide on the Company's internal management structure;	10. to decide on the Company's internal management structure;
	11. to appoint or remove the Company's manager and Secretary of the board of directors, and pursuant to the manager's nominations to appoint or remove the deputy manager, financial officer or other senior management of the Company and to decide on their remuneration, punishment and bonus;	11. to appoint or remove the Company's manager and Secretary of the board of directors, and pursuant to the manager's nominations to appoint or remove the deputy manager, financial officer, <u>general counsel</u> or other senior management of the Company and to decide on their remuneration, punishment and bonus;
	12. to formulate the Company's basic management system;	12. to formulate the Company's basic management system;
	13. to prepare plans for amending these Articles;	13. to prepare plans for amending these Articles;
	14. to handle matters in relation to the disclosure of the Company's information;	14. to handle matters in relation to the disclosure of the Company's information;

LETTER FROM THE BOARD

Article number	Existing article	Amended article
	<p>15. to propose to the shareholders' general meeting as to the appointment or change of the Company's audit firm;</p> <p>16. to consider the work reports of the manager and to examine his work;</p> <p>17. to decide on the salary structure and the welfare and bonus plan of the Company;</p> <p>18. to decide on the establishment of special committees and the appointment and removal of the relevant members of such committees;</p> <p>19. to decide on other important affairs and administrative matters which are not required by these Articles to be decided by the shareholders' general meeting;</p> <p>20. to exercise other functions and powers granted by the shareholders' general meeting and these Articles.</p> <p>The special committees specified in item 18 above shall be composed of one or more director(s). The special committees shall assist the board of directors in exercising its functions and powers under the authority granted by the board of directors.</p> <p>Resolutions relating to the above, save for items 6, 7, 8 and 13 above which require to be approved through voting by no less than two-thirds of all directors, shall be approved through voting by no less than one half of all directors.</p>	<p>15. to propose to the shareholders' general meeting as to the appointment or change of the Company's audit firm;</p> <p>16. to consider the work reports of the manager and to examine his work;</p> <p>17. to decide on the salary structure and the welfare and bonus plan of the Company;</p> <p>18. to decide on the establishment of special committees and the appointment and removal of the relevant members of such committees;</p> <p>19. to decide on other important affairs and administrative matters which are not required by these Articles to be decided by the shareholders' general meeting;</p> <p>20. to exercise other functions and powers granted by the shareholders' general meeting and these Articles.</p> <p>The special committees specified in item 18 above shall be composed of one or more director(s). The special committees shall assist the board of directors in exercising its functions and powers under the authority granted by the board of directors.</p> <p>Resolutions relating to the above, save for items 6, 7, 8 and 13 above which require to be approved through voting by no less than two-thirds of all directors, shall be approved through voting by no less than one half of all directors.</p>

LETTER FROM THE BOARD

Article number	Existing article	Amended article
	The opinions of the Party Committee shall be heard before the board of directors decides on material issues of the Company.	The opinions of the Party Committee shall be heard before the board of directors decides on material issues of the Company. <u>Where the matters considered by the board of directors relate to legal issues, the general counsel shall be present at the meeting and give legal advices.</u>
Article 158	<p>The manager of the Company is accountable to the board of directors and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> 1. to take charge of the production, operation and management of the Company and to arrange the implementation of the resolutions of the board of directors, and report to the board of directors; 2. to arrange the implementation of the Company's annual business plans and investment plans; 3. to prepare the plan for setting up the Company's internal management organisation; 4. to prepare the Company's basic management system; 5. to formulate the basic rules and regulations of the Company; 6. to propose the appointment or removal of the Company's deputy manager and financial officer; 7. to appoint or remove management staff other than those who should be appointed or removed by the board of directors; 	<p>The manager of the Company is accountable to the board of directors and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> 1. to take charge of the production, operation and management of the Company and to arrange the implementation of the resolutions of the board of directors, and report to the board of directors; 2. to arrange the implementation of the Company's annual business plans and investment plans; 3. to prepare the plan for setting up the Company's internal management organisation; 4. to prepare the Company's basic management system; 5. to formulate the basic rules and regulations of the Company; 6. to propose the appointment or removal of the Company's deputy manager and financial officer and <u>general counsel</u>; 7. to appoint or remove management staff other than those who should be appointed or removed by the board of directors;

LETTER FROM THE BOARD

Article number	Existing article	Amended article
	8. without prejudice to the provisions of Article 140, to exercise investment, borrowing and lending powers in respect of fixed assets of the Company representing no more than 1% of the share capital and to decide on the disposal of fixed assets representing no more than 1% of the share capital;	8. without prejudice to the provisions of Article 140, to exercise investment, borrowing and lending powers in respect of fixed assets of the Company representing no more than 1% of the share capital and to decide on the disposal of fixed assets representing no more than 1% of the share capital;
	9. other functions and powers granted by the board of directors and the Company's Articles.	9. other functions and powers granted by the board of directors and the Company's Articles.

Save for the above proposed amendments to the Articles of Association, other articles of the Articles of Association remain unchanged.

THE SECOND EGM

The Notice of the Second EGM is published by the Company on the same date as the date of this circular. A proxy form for use at the Second 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, Wanchai, Hong Kong, in not less than 24 hours before the time scheduled for holding the Second EGM.

RECOMMENDATION

The Directors consider that each of the proposed resolutions set out in the Notice of the Second 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