

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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**

The sixth meeting of the ninth session of the board of directors (the “**Board**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) approved the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), and agreed to submit the same to the general meeting of the Company for shareholders’ consideration and approval.

The Company proposed to make amendments to the relevant articles of the Articles of Association in relation to the profit distribution policy in accordance with the requirements of the “Regulatory Guidance No. 3 of Listed Companies – Cash Dividend Distribution of Listed Companies (《上市公司監管指引第3號－上市公司現金分紅》)” issued by the China Securities Regulatory Commission (the “**CSRC**”), the “Working Memorandum No. 7 for the Regular Report of Listed Companies – Matters to be Noticed in Relation to Annual Report and Cash Dividend (《上市公司定期報告工作備忘錄第七號－關於年報工作中與現金分紅相關的注意事項》)” issued by the Shanghai Stock Exchange and in view of the actual condition of the Company.

Details of the proposed amendments are as follows:

Article No.	Existing Article	Amended Article
<p>One Paragraph as set out in the column headed “Amended Article” to be added following the first paragraph of the existing Article 209</p>		<p>The board of directors shall comprehensively take account of the features of the industry where the Company operates, its stage of development, its own business model, and profitability and the factors such as whether there is significant capital expenditure arrangement in distinguishing the following situations and form different cash dividend distribution policies in accordance with the procedures stipulated in the Articles of Association:</p> <ol style="list-style-type: none"> <li data-bbox="887 797 1433 1003">(1) If the Company is in a mature stage of development and without significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 80%; <li data-bbox="887 1055 1433 1261">(2) If the Company is in a mature stage of development and with significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 40%; <li data-bbox="887 1312 1433 1518">(3) If the Company is in a growing stage of development and with significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 20%. <p>The board of directors of the Company shall determine the Company’s stage of development for the purpose of cash dividend distribution with reference to the actual situation. If the stage of the Company cannot be easily distinguished but is with significant capital expenditure, cash dividend shall be distributed according to the requirement mentioned above.</p>

Article No.	Existing Article	Amended Article
Replacement of the fifth Paragraph of the existing Article 209	In the event that the Company has profit but has not proposed any distribution plan, or the Company proposes to adjust its profit distribution policy, the board of directors shall have specific discussions in this regard and shall fully discuss the reasons for such adjustment and produce a written discussion report. The discussion report, after being considered and approved by the independent directors, shall be submitted to the shareholders' general meeting for approval by way of special resolutions.	In the event that the Company makes changes or adjustments to the cash dividend policy and/or profit distribution policy determined in the Articles of Association pursuant to macroeconomic changes, condition of internal production and operation of the Company, investment plans and long-term development needs or relevant laws, administrative regulations and relevant requirements of the listing of shares, the board of directors shall fully consider the opinions of minority shareholders, pay attention to the protection of the interests of investors, and shall have specific discussions in this regard and shall fully discuss the reasons for such adjustment and produce a written discussion report. The discussion report, after being considered by the independent directors, shall be submitted to the shareholders' general meeting for approval by way of special resolutions.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 28 November 2016

As at the date of this announcement, the directors of the Company are:

Chen Jinhang, Liu Chuandong, Wang Xin, Liang Yongpan, Ying Xuejun, Zhu Shaowen, Cao Xin, Zhao Xianguo, Liu Haixia, Guan Tiangang, Feng Genfu, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu**

* *Independent non-executive director*