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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**

The 15th 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 that in order to comply with the requirement on the inclusion of the general requirements for party building work of state-owned enterprises into their respective articles of association as promulgated by the Organisation Department of the Communist Party of China and the Party Committee of the State-owned Assets Supervision and Administration Commission (the “**SASAC**”) of the State Council, the Company proposed to amend certain articles in the Articles of Association for the purpose of further improving corporate governance.

The relevant proposed amendments are set out as follows:

I. ADDING AN ARTICLE AFTER THE FORMER ARTICLE 9 OF THE ARTICLES OF ASSOCIATION:

“Article 10 In accordance with the requirements of the Constitution of the Communist Party of China, an organisation of the Communist Party of China shall be established and play the core leadership role, functioning as the political core of the Company, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, and to be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organisation.”

II. ADDING A PARAGRAPH IN THE FORMER ARTICLE 139 OF THE ARTICLES OF ASSOCIATION:

Article number	Existing article	Amended article
Adding an additional paragraph in the last paragraph former Article 139	<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"> 1. to convene shareholders’ general meetings and report its work to the shareholders’ general meeting; 2. to implement resolutions of the shareholders’ general meeting; 3. to decide on the Company’s business plans and investment plans; 	<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"> 1. to convene shareholders’ general meetings and report its work to the shareholders’ general meeting; 2. to implement resolutions of the shareholders’ general meeting; 3. to decide on the Company’s business plans and investment plans;

Article number	Existing article	Amended article
	<p>4. to formulate the Company's plans for annual financial budgets and final accounts;</p> <p>5. to formulate the Company's plans for profit distribution and making up losses;</p> <p>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;</p> <p>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;</p> <p>8. without prejudice to the requirements under Article 61 of the Articles of Association, considering and approving the external guarantees to be provided the Company;</p>	<p>4. to formulate the Company's plans for annual financial budgets and final accounts;</p> <p>5. to formulate the Company's plans for profit distribution and making up losses;</p> <p>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;</p> <p>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;</p> <p>8. without prejudice to the requirements under Article 62 of the Articles of Association, considering and approving the external guarantees to be provided the Company;</p>

Article number	Existing article	Amended article
	<p>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;</p> <p>10. to decide on the Company's internal management structure;</p> <p>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;</p> <p>12. to formulate the Company's basic management system;</p> <p>13. to prepare plans for amending the Articles of Association;</p> <p>14. to handle matters in relation to the disclosure of the Company's information;</p>	<p>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;</p> <p>10. to decide on the Company's internal management structure;</p> <p>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;</p> <p>12. to formulate the Company's basic management system;</p> <p>13. to prepare plans for amending the Articles of Association;</p> <p>14. to handle matters in relation to the disclosure of the Company's information;</p>

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>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>

Article number	Existing article	Amended article
	<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>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>The opinions of the Party Committee shall be heard before the board of directors decides on material issues of the Company.</p>

III. ADDING A CHAPTER “PARTY COMMITTEE” AFTER THE FORMER CHAPTER 14 OF THE ARTICLES OF ASSOCIATION:

Proposed two articles under the newly-added Chapter 15:

“Chapter 15 Party Committee

Article 199 The Company shall establish the Party Committee consisting of a secretary and several other members. Eligible members of the Party Committee may be considered and appointed as members of the Board, the board of Supervisors and the management through legal procedures. Eligible members in the Board, the board of Supervisors and the management who are members of the Communist Party of China may be considered and appointed as members of the Party Committee in accordance with relevant requirements and procedures. Meanwhile, the discipline inspection committee shall be established as required.

Article 200 The Party Committee shall perform its duties in accordance with the Constitution of the Communist Party of China and other internal regulations of the Party.

1. To ensure and supervise the Company's implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Communist Party of China Central Committee and the State Council, as well as important work arrangements of the Party Committee of the SASAC and the superior Party Committee.
2. To uphold the integration of the principle of management of cadres by the Party with the function of the board of directors in the lawful selection of the operation management and with the lawful exercise of authority of employment of personnel by the operation management. The Party Committee shall consider and comment on the candidates nominated by the board of directors or the general manager, or recommend candidates to the board of directors or the general manager. The Party Committee, together with the board of directors, shall evaluate the proposed candidates and put forth comments and suggestions collectively.
3. To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon.
4. To undertake the main responsibility to overall and strictly administer the party, lead the Company's ideological and political work, united front work, spiritual civilization construction, enterprise cultural construction and the work of organisations such as the labor union and the communist youth league, and lead the construction of the party conduct and of an honest and clean administration and support the fulfillment of the supervision responsibility of the discipline inspection committee.”

The subsequent chapters and articles are renumbered in order accordingly.

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

Announcement is hereby given.

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 29 June 2017

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, Liu Jizhen, Feng Genfu*, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu**

** Independent non-executive directors*