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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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 ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EGM**

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A letter from the Board of Datang International Power Generation Co., Ltd. is set out on pages 1 to 9 of this circular.

The Company will convene the 2017 second extraordinary general meeting at 1608 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC on 15 August 2017 (Tuesday) at 9:30 a.m.. The notice convening the 2017 second extraordinary general meeting is set out on pages 10 to 11 of this circular and the relevant notice of attendance and proxy form are enclosed with this circular. Shareholders who wish to attend the 2017 second extraordinary general meeting are required to return the notice of attendance in accordance with the instructions printed thereon as soon as possible and in any event not later than 25 July 2017.

Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you so wish.

30 June 2017

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## DEFINITIONS

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

“Announcement”	the announcement relating to the proposed amendments to the Articles of Association dated 29 June 2017
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors
“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
“EGM”	the 2017 second extraordinary general meeting of the Company to be held at 1608 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC on 15 August 2017 (Tuesday) at 9:30 a.m. to consider and approve, amongst others, the proposed amendments to the Articles of Association
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in this circular
“SASAC”	State-owned Assets Supervision and Administration Commission
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* *For identification purposes only*

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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 Directors:*

Wang Xin  
Ying Xuejun

*Office address:*

No. 9 Guangningbo Street  
Xicheng District  
Beijing, 100033  
the PRC

*Non-executive Directors:*

Chen Jinhang (*Chairman*)  
Liu Chuandong  
Liang Yongpan  
Zhu Shaowen  
Cao Xin  
Zhao Xianguo  
Liu Haixia  
Guan Tiangang

*Principal place of business in Hong Kong:*

c/o Eversheds  
21/F, Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

*Independent non-executive Directors:*

Liu Jizhen  
Feng Genfu  
Luo Zhongwei  
Liu Huangsong  
Jiang Fuxiu

30 June 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EGM**

**INTRODUCTION**

Reference is made to the Announcement in relation to the Proposed Amendments.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with all the information regarding, among others, the aforesaid matters together with a notice convening the EGM, so as to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company proposed 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 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 Proposed Amendments are subject to the approval by the Shareholders by way of special resolution at the EGM.

The Proposed Amendments are 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.”

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## LETTER FROM THE BOARD

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

Article number	Existing article	Amended article
Adding a paragraph in the former Article 139	The board of directors shall be accountable to the shareholders' general meeting, and exercise the following functions and powers:  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;  4. to formulate the Company's plans for annual financial budgets and final accounts;  5. to formulate the Company's plans for profit distribution and making up losses;  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;	The board of directors shall be accountable to the shareholders' general meeting, and exercise the following functions and powers:  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;  4. to formulate the Company's plans for annual financial budgets and final accounts;  5. to formulate the Company's plans for profit distribution and making up losses;  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;

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	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 61 of the Articles of Association, considering and approving the external guarantees to be provided the Company;	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;
	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 or other senior management of the Company and to decide on their remuneration, punishment and bonus;

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## LETTER FROM THE BOARD

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Article number	Existing article	Amended article
	12. to formulate the Company's basic management system;	12. to formulate the Company's basic management system;
	13. to prepare plans for amending the Articles of Association;	13. to prepare plans for amending the Articles of Association;
	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;
	15. to propose to the shareholders' general meeting as to the appointment or change of the Company's audit firm;	15. to propose to the shareholders' general meeting as to the appointment or change of the Company's audit firm;
	16. to consider the work reports of the manager and to examine his work;	16. to consider the work reports of the manager and to examine his work;
	17. to decide on the salary structure and the welfare and bonus plan of the Company;	17. to decide on the salary structure and the welfare and bonus plan of the Company;
	18. to decide on the establishment of special committees and the appointment and removal of the relevant members of such committees;	18. to decide on the establishment of special committees and the appointment and removal of the relevant members of such committees;
	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;	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;

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## LETTER FROM THE BOARD

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<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
	20. to exercise other functions and powers granted by the shareholders' general meeting and these Articles.	20. to exercise other functions and powers granted by the shareholders' general meeting and these Articles.
	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.	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.
	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.	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.
		The opinions of the Party Committee shall be heard before the board of directors decides on material issues of the Company.

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## LETTER FROM THE BOARD

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### 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.

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## LETTER FROM THE BOARD

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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.

The Company has received a confirmation from its Hong Kong legal adviser, Eversheds, confirming that the Proposed Amendments are in compliance with the applicable provisions under the Listing Rules. The Company has also received a confirmation from its PRC legal adviser, Beijing Hylands Law Firm, confirming that the Proposed Amendments are in compliance with the applicable laws and regulations in the PRC.

### **EGM**

A notice of the EGM is set out on pages 10 to 11 of this circular. A form of proxy for use at the EGM is enclosed with this circular. To be valid, Holders of H-shares must 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 EGM.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

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

Yours faithfully,

By Order of the Board of

**Datang International Power Generation Co., Ltd.**

**Ying Xuejun**

*Company Secretary*

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## NOTICE OF EGM

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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)**

### NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2017 second extraordinary general meeting (the “**EGM**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) will be held at 1608 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on 15 August 2017 (Tuesday) to consider and, if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTION

1. To consider and approve the “Resolution on Appointment of Auditors for 2017” (*Note 1*)

#### SPECIAL RESOLUTION

2. To consider and approve the “Resolution on Amendments to the Articles of Association of Datang International Power Generation Co., Ltd.” (*Note 2*)

#### CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

Holders of H-shares of the Company (“**Holders of H-shares**”) should note that, in accordance with the Articles of Association of the Company (the “**Articles of Association**”), the register of members of the Company will be closed from 17 July 2017 (Monday) to 15 August 2017 (Tuesday) (both dates inclusive), during which period no transfer of any H-shares of the Company will be registered. Holders of H-shares whose names appear on the register of members of the Company on 17 July 2017 (Monday) are entitled to attend and vote at the EGM. In order to be entitled to the attendance of the EGM, Holders of H-shares are required to deposit the transfer document together with the relevant share certificates at the H-share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 14 July 2017 (Friday).

By Order of the Board

**Ying Xuejun**

*Company Secretary*

Beijing, the PRC

30 June 2017

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## NOTICE OF EGM

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*Notes:*

1. The Company intends to re-appoint Ruihua Certified Public Accountants (Special General Partnership) and RSM Hong Kong for carrying out auditing of the domestic and overseas financial statements of the Company, respectively, for the year of 2017 to the conclusion of the annual general meeting of the Company for the year 2017 with audit fees of approximately RMB13.98 million.
2. For details in relation to the amendments to the Articles of Association, please refer to the relevant announcement of the Company dated 29 June 2017 and circular to shareholders published on the same date.
3. Other Matters
  - (1) Each of the Holders of H-shares entitled to attend and vote at the EGM, is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
  - (2) If Holders of H-shares have appointed more than one proxy to attend the EGM, the proxies can only exercise their voting rights by way of poll.
  - (3) To be valid, Holders of H-shares must 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 EGM.
  - (4) Holders of H-shares who wish to attend the EGM are required to return the notice of attendance by hand, post, cable or fax to the Company's office address on or before 25 July 2017. Completion and return of the notice of attendance will not preclude a shareholder of the Company from attending and voting at the EGM in person.
  - (5) The EGM (onsite meeting) is expected to last for one hour. Shareholders and their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

The Company's office address:  
No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC  
Postcode: 100033  
Telephone: (8610) 8800 8669 or (8610) 8800 8682  
Fax: (8610) 8800 8672