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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**

Datang International Power Generation Co., Ltd. (the “**Company**”) completed the non-public issuance of A shares and H shares in March 2018, leading the total share capital of the Company increased by 5,196,672,926 shares from 13,310,037,578 shares to 18,506,710,504 shares. To comply with the requirements of the national laws, regulations and regulatory authorities, the Company proposed to revise the relevant terms in the Articles of Association (the “**Proposed Amendments**”) to reflect the changes in total number of A shares, H shares and the registered capital of the Company.

The Proposed Amendments are subject to the approval by the Shareholders by way of special resolution at the 2017 annual general meeting of the Company.

The Proposed Amendments are as follows:

**I. AMENDING ARTICLE 19 OF THE ARTICLES OF ASSOCIATION:**

<b>Article number</b>	<b>Existing article</b>	<b>Amended article</b>
Article 19	After being approved by the company approval authorities authorised by the State Council, the Company may issue a total number of 5,162,849,000 ordinary shares. At the time of the establishment of the Company, 3,732,180,000 Domestic-Invested Shares were issued to the promoters, accounting for 72.29% of the total number of issuable ordinary shares of the Company. After the establishment of the Company, it issued to foreign investors a number of 1,430,669,000 Overseas-Listed Foreign-Invested Shares which were listed on the Hong Kong Stock Exchange and London Stock Exchange, accounting for 27.71% of the total number of issuable ordinary shares of the Company.	After being approved by the company approval authorities authorised by the State Council, the Company may issue a total number of 5,162,849,000 ordinary shares. At the time of the establishment of the Company, 3,732,180,000 Domestic-Invested Shares were issued to the promoters, accounting for 72.29% of the total number of issuable ordinary shares of the Company. After the establishment of the Company, it issued to foreign investors a number of 1,430,669,000 Overseas-Listed Foreign-Invested Shares which were listed on the Hong Kong Stock Exchange and London Stock Exchange, accounting for 27.71% of the total number of issuable ordinary shares of the Company.

Article number	Existing article	Amended article
	<p>The Group Company, one of the promoters of the Company, transferred 1,775,331,800 of its shares in the Company to Beijing Investment Company (575,732,400 shares), Hebei Investment Company (639,772,400 shares) and Tianjin Jinneng Investment Company (“Tianjin Jinneng”) (559,827,000 shares), respectively. Upon completion of the transfer, the shareholding structure of the Company was as follows: the number of shares owned by the Group Company, Beijing Investment Company, Hebei Investment Company and Tianjin Jinneng was 1,828,768,200 shares, 671,792,400 shares, 671,792,400 shares and 559,827,000 shares, respectively, accounting for 35.43%, 13.01%, 13.01% and 10.84% of the total number of issued shares of the Company, respectively. The shareholders of the Overseas-Listed Foreign-Invested Shares held 1,430,669,000 shares, accounting for 27.71% of the total number of issued shares of the Company.</p>	<p>The Group Company, one of the promoters of the Company, transferred 1,775,331,800 of its shares in the Company to Beijing Investment Company (575,732,400 shares), Hebei Investment Company (639,772,400 shares) and Tianjin Jinneng Investment Company (“Tianjin Jinneng”) (559,827,000 shares), respectively. Upon completion of the transfer, the shareholding structure of the Company was as follows: the number of shares owned by the Group Company, Beijing Investment Company, Hebei Investment Company and Tianjin Jinneng was 1,828,768,200 shares, 671,792,400 shares, 671,792,400 shares and 559,827,000 shares, respectively, accounting for 35.43%, 13.01%, 13.01% and 10.84% of the total number of issued shares of the Company, respectively. The shareholders of the Overseas-Listed Foreign-Invested Shares held 1,430,669,000 shares, accounting for 27.71% of the total number of issued shares of the Company.</p>

Article number	Existing article	Amended article
	<p>According to the “Approval Reply of the State Council on Issues in Relation to the Establishment of China Datang Group Corporation” (Guo Han [2003] No. 16) of the State Council, all the shares in the Company held by the Group Company has been allocated to China Datang Group Corporation (“CDC”). CDC thus held 1,828,768,200 shares in the Company in place of the Group Company, accounting for 35.43% of the total number of issued shares of the Company.</p> <p>As approved by the State-owned Assets Supervision and Administration Commission of Beijing Municipal People’s Government, 13.01% of the Company’s shares held by Beijing Investment Company was transferred to and held by Beijing Energy Investment (Group) Company Limited (“BEIG”) which was established upon the restructuring of Beijing Investment Company.</p>	<p>According to the “Approval Reply of the State Council on Issues in Relation to the Establishment of China Datang Group Corporation” (Guo Han [2003] No. 16) of the State Council, all the shares in the Company held by the Group Company has been allocated to China Datang Group Corporation (“CDC”). CDC thus held 1,828,768,200 shares in the Company in place of the Group Company, accounting for 35.43% of the total number of issued shares of the Company.</p> <p>As approved by the State-owned Assets Supervision and Administration Commission of Beijing Municipal People’s Government, 13.01% of the Company’s shares held by Beijing Investment Company was transferred to and held by Beijing Energy Investment (Group) Company Limited (“BEIG”) which was established upon the restructuring of Beijing Investment Company.</p>

Article number	Existing article	Article number
	<p>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the Company issued 500,000,000 Domestic-Invested Shares in 2006 (including the shares placed to CDC and Tianjin Jinneng) and were listed on the Shanghai Stock Exchange. Upon this offering, the shareholding structure of the Company was as follows: the total number of issued shares (all ordinary shares) was 5,662,849,000 shares, among which, CDC held 1,979,620,580 shares, accounting for 34.96% of the total number of issued shares of the Company; BEIG held 671,792,400 shares, accounting for 11.86% of the total number of issued shares of the Company; Hebei Investment Company held 671,792,400 shares, accounting for 11.86% of the total number of issued shares of the Company; Tianjin Jinneng held 606,006,300 shares, accounting for 10.70% of the total number of issued shares of the Company; other shareholders of the Domestic-Invested Shares held 302,968,320 shares, accounting for 5.35% of the total number of issued shares of the Company; shareholders of the Overseas-Listed Foreign-Invested Shares held 1,430,669,000 shares, accounting for 25.26% of the total number of issued shares of the Company.</p>	<p>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the Company issued 500,000,000 Domestic-Invested Shares in 2006 (including the shares placed to CDC and Tianjin Jinneng) and were listed on the Shanghai Stock Exchange. Upon this offering, the shareholding structure of the Company was as follows: the total number of issued shares (all ordinary shares) was 5,662,849,000 shares, among which, CDC held 1,979,620,580 shares, accounting for 34.96% of the total number of issued shares of the Company; BEIG held 671,792,400 shares, accounting for 11.86% of the total number of issued shares of the Company; Hebei Investment Company held 671,792,400 shares, accounting for 11.86% of the total number of issued shares of the Company; Tianjin Jinneng held 606,006,300 shares, accounting for 10.70% of the total number of issued shares of the Company; other shareholders of the Domestic-Invested Shares held 302,968,320 shares, accounting for 5.35% of the total number of issued shares of the Company; shareholders of the Overseas-Listed Foreign-Invested Shares held 1,430,669,000 shares, accounting for 25.26% of the total number of issued shares of the Company.</p>

Article number	Existing article	Amended article
	<p>After being approved by special resolutions of the shareholders' general meeting of the Company, on the basis that the total number of issued shares of the Company as at 18 July 2007 was 5,844,880,580 shares (including 182,031,580 Overseas-Listed Foreign-Invested Shares of the Company converted from the convertible bonds of the Company), the Company implemented the plan of converting its capital reserve funds into share capital at an additional ten shares for every ten shares, resulting in a total increase of 5,844,880,580 shares. Upon completion of the above-mentioned share capital conversion and increase plan, the shareholding structure of the Company was as follows: the total number of issued shares was 11,689,761,160 shares (all ordinary shares), among which, the number of the Domestic-Invested Shares was 8,464,360,000 shares, accounting for 72.40% of the total number of issued shares of the Company; the number of the Overseas-Listed Foreign-Invested Shares was 3,225,401,160 shares, accounting for 27.60% of the total number of issued shares of the Company.</p>	<p>After being approved by special resolutions of the shareholders' general meeting of the Company, on the basis that the total number of issued shares of the Company as at 18 July 2007 was 5,844,880,580 shares (including 182,031,580 Overseas-Listed Foreign-Invested Shares of the Company converted from the convertible bonds of the Company), the Company implemented the plan of converting its capital reserve funds into share capital at an additional ten shares for every ten shares, resulting in a total increase of 5,844,880,580 shares. Upon completion of the above-mentioned share capital conversion and increase plan, the shareholding structure of the Company was as follows: the total number of issued shares was 11,689,761,160 shares (all ordinary shares), among which, the number of the Domestic-Invested Shares was 8,464,360,000 shares, accounting for 72.40% of the total number of issued shares of the Company; the number of the Overseas-Listed Foreign-Invested Shares was 3,225,401,160 shares, accounting for 27.60% of the total number of issued shares of the Company.</p>

Article number	Existing article	Amended article
	<p>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the bonds in a total principal amount of USD153,800,000 issued by the Company in 2003 which were convertible into the Overseas-Listed Foreign-Invested Shares of the Company were entirely converted into the Overseas-Listed Foreign-Invested Shares of the Company at the maturity date in 2008, thereby increasing the Overseas-Listed Foreign – Invested Shares by 272,307,998 shares in total. Upon completion of the above-mentioned conversion from bonds to shares, the shareholding structure was as follows: the total number of issued shares was 11,780,037,578 shares (all ordinary shares), among which, the number of the Domestic-Invested Shares was 8,464,360,000 shares, accounting for approximately 71.85% of the total number of issued shares of the Company; the number of the Overseas-Listed Foreign-Invested Shares was 3,315,677,578 shares, accounting for approximately 28.15% of the total number of issued shares of the Company.</p>	<p>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the bonds in a total principal amount of USD153,800,000 issued by the Company in 2003 which were convertible into the Overseas-Listed Foreign-Invested Shares of the Company were entirely converted into the Overseas-Listed Foreign-Invested Shares of the Company at the maturity date in 2008, thereby increasing the Overseas-Listed Foreign – Invested Shares by 272,307,998 shares in total. Upon completion of the above-mentioned conversion from bonds to shares, the shareholding structure was as follows: the total number of issued shares was 11,780,037,578 shares (all ordinary shares), among which, the number of the Domestic-Invested Shares was 8,464,360,000 shares, accounting for approximately 71.85% of the total number of issued shares of the Company; the number of the Overseas-Listed Foreign-Invested Shares was 3,315,677,578 shares, accounting for approximately 28.15% of the total number of issued shares of the Company.</p>

Article number	Existing article	Amended article
	<p>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the Company completed a non-public issuance of 530,000,000 Domestic-Invested Shares in 2010.</p> <p>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the Company completed a non-public issuance of 1,000,000,000 Domestic-Invested Shares in 2011.</p> <p>The current shareholding structure of the Company is as follows: the total number of issued shares is 13,310,037,578 shares (all ordinary shares), among which, the number of the Domestic-Invested Shares is 9,994,360,000 shares, accounting for approximately 75.09% of the total number of issued shares of the Company; the number of the Overseas-Listed Foreign-Invested Shares is 3,315,677,578 shares, accounting for 24.91% of the total number of issued shares of the Company.</p>	<p>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the Company completed a non-public issuance of 530,000,000 Domestic-Invested Shares in 2010.</p> <p>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the Company completed a non-public issuance of 1,000,000,000 Domestic-Invested Shares in 2011.</p> <p><u>After being approved by special resolutions of the shareholders' general meeting of the Company and approved by the approval authority authorised by the State Council, the Company completed a non-public issuance of 2,401,729,106 Domestic-Invested Shares and 2,794,943,820 Overseas-Listed Foreign-Invested Shares in 2018.</u></p>

Article number	Existing article	Amended article
	<p>In accordance with the authorisation of the shareholders' general meeting, the board of directors shall, within the scope of authorization, amend the aforesaid number of shares accordingly upon the decision as to the number of the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares to be separately or simultaneously placed or issued by the Company and after being approved by the company approval authority authorised by the State Council.</p>	<p>The current shareholding structure of the Company is as follows: the total number of issued shares is <u>18,506,710,504</u> shares (all ordinary shares), among which, the number of the Domestic-Invested Shares is <u>12,396,089,106</u> shares, accounting for approximately <u>66.98%</u> of the total number of issued shares of the Company; the number of the Overseas-Listed Foreign-Invested Shares is <u>6,110,621,398</u> shares, accounting for 33.02% of the total number of issued shares of the Company.</p> <p>In accordance with the authorisation of the shareholders' general meeting, the board of directors shall, within the scope of authorization, amend the aforesaid number of shares accordingly upon the decision as to the number of the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares to be separately or simultaneously placed or issued by the Company and after being approved by the company approval authority authorised by the State Council.</p>

## II. AMENDING ARTICLE 22 OF THE ARTICLES OF ASSOCIATION:

Article number	Existing article	Amended article
Article 22	The Company's registered capital is RMB13,310,037,578.	The Company's registered capital is RMB <u>18,506,710,504</u> .

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

The Company has received a confirmation from its Hong Kong legal adviser, Eversheds Sutherland, 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.

By Order of the Board  
**Ying Xuejun**  
Company Secretary

Beijing, the PRC, 6 June 2018

*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, Zhang Ping, Jin Shengxiang, Liu Jizhen\*, Feng Genfu\*, Luo Zhongwei\*, Liu Huangsong\*, Jiang Fuxiu\**

\* *Independent non-executive Directors*