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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,  
THE PROCEDURAL RULES FOR THE GENERAL MEETING AND  
THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS**

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A letter from the Board of Datang International Power Generation Co., Ltd. is set out on pages 2 to 29 of this circular.

The Company will convene the 2021 Second EGM at 1616 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC on 27 August 2021 (Friday) at 9:30 a.m. The Notice of the 2021 Second EGM and the proxy form have been published by the Company on the same date as the date of this circular.

12 July 2021

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## DEFINITIONS

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*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 12 July 2021
“PRC”	the People’s Republic of China
“Procedural Rules for the Board of Directors”	the Procedural Rules for the Board of Directors of the Company
“Procedural Rules for the General Meeting”	the Procedural Rules for the General Meeting of the Company
“Second EGM”	the 2021 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 27 August 2021 (Friday) at 9:30 a.m. to consider and approve, amongst others, the proposed amendments to the Articles of Association, the Procedural Rules for the General Meeting and the Procedural Rules for the Board of Directors
“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 Director:*

Mr. Liang Yongpan (*Chairman*)

*Non-executive Directors:*

Mr. Chen Feihu

Mr. Qu Bo

Mr. Ying Xuejun

Mr. Zhu Shaowen

Mr. Cao Xin

Mr. Zhao Xianguo

Mr. Jin Shengxiang

Mr. Sun Yongxing

*Office address:*

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Xicheng District

Beijing, 100033

the PRC

*Principal place of business in Hong Kong:*

40/F, Dah Sing Financial Centre

24 Queen's Road East

Wan Chai

Hong Kong

*Independent non-executive Directors:*

Mr. Liu Jizhen

Mr. Luo Zhongwei

Mr. Liu Huangsong

Mr. Jiang Fuxiu

Mr. Niu Dongxiao

12 July 2021

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE PROCEDURAL RULES FOR THE GENERAL MEETING AND THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS**

#### **INTRODUCTION**

References are made to (i) the Company's Notice of the Second EGM dated 12 July 2021, 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; and (ii) the announcement of the Company dated 6 July 2021 in relation to the proposed amendments to the Articles of Association, the Procedural Rules for the General Meeting and the Procedural Rules for the Board of Directors.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, detailed information regarding the proposed amendments to the Articles of Association, the Procedural Rules for the General Meeting and the Procedural Rules for the Board of Directors.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are as follows:

No.	Original Article	Amended Article
1	<p><b>Article 2:</b> The Company is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”) and the “Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stock by Joint Stock Limited” (the “Special Provisions”) and other relevant laws and administrative regulations of the State.</p> <p>The Company was approved by the Commission for Restructuring Economic System of the People’s Republic of China (with the approval letter of Ti Gai Sheng (1994) No. 106) to be incorporate by way of promotion on 10 September 1994. The Company was registered with the State Administration for Industry and Commerce and obtained the business license on 13 December 1994. The number of the Company’s business license is 000789.</p> <p>The promoters of the Company are: North China Power Group (“Group Company”), Beijing International Power Development Company (“Beijing Investment Company”) and Hebei Construction Investment Company (“Hebei Investment Company”).</p>	<p><b>Article 2:</b> The Company is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”) and the “Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stock by Joint Stock Limited” (the “Special Provisions”) and other relevant laws and administrative regulations of the State.</p> <p>The Company was approved by the Commission for Restructuring Economic System of the People’s Republic of China (with the approval letter of Ti Gai Sheng (1994) No. 106) to be incorporate by way of promotion on 10 September 1994. The Company was registered with the State Administration for Industry and Commerce and obtained the business license on 13 December 1994. The number of the Company’s <del>business license</del> <b><u>unified social credit code</u></b> is <del>000789</del><b><u>91110000100017336T</u></b>.</p> <p>The promoters of the Company are: North China Power Group (“Group Company”), Beijing International Power Development Company (“Beijing Investment Company”) and Hebei Construction Investment Company (“Hebei Investment Company”).</p>
2	<p><b>Article 29:</b> The Company must produce its balance sheet and assets list in the event of reduction of its registered capital.</p> <p>The Company shall notify its creditors within 10 days upon the date of adoption of the resolution on reducing of its registered capital, and make relevant announcement for at least three times within 30 days in any one of the nationwide economic or securities related newspapers. Creditors of the Company shall, within 30 days after their respective receipt of such notice or within 90 days upon the date of the first announcement in the event of their failure to receive such notice, be entitled to require the Company to discharge its debts or provide relevant securities for the discharge of such debts.</p> <p>Registered capital of the Company after reduction shall not be less than the minimum amount required by laws.</p>	<p><b>Article 29:</b> The Company must produce its balance sheet and assets list in the event of reduction of its registered capital.</p> <p>The Company shall notify its creditors within 10 days upon the date of adoption of the resolution on reducing of its registered capital, and make relevant announcement for at least three times within 30 days in any one of the nationwide economic or securities related newspapers. Creditors of the Company shall, within 30 days after their respective receipt of such notice or within <del>90</del><b><u>45</u></b> days upon the date of the first announcement in the event of their failure to receive such notice, be entitled to require the Company to discharge its debts or provide relevant securities for the discharge of such debts.</p> <p>Registered capital of the Company after reduction shall not be less than the minimum amount required by laws.</p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
3	<p><b>Article 30:</b> In accordance with procedures specified by the Articles of Association and subject to the approvals of relevant governing authorities of the State, shares of the Company may be repurchased under the following circumstances:</p> <ol style="list-style-type: none"> <li>1. cancellation of shares for the purpose of reducing the Company's capital;</li> <li>2. merging with other companies holding shares of the Company;</li> <li>3. awarding shares to the Company's employees;</li> <li>4. where a shareholder raises objection to the resolution of the shareholders' general meeting concerning the merger or division of the Company and demands the Company to purchase his shares;</li> <li>5. other circumstances as permitted under laws and administrative regulations.</li> </ol>	<p><b>Article 30:</b> In accordance with procedures specified by the Articles of Association and subject to the approvals of relevant governing authorities of the State, shares of the Company may be repurchased under the following circumstances:</p> <ol style="list-style-type: none"> <li>1. cancellation of shares for the purpose of reducing the Company's capital;</li> <li>2. merging with other companies holding shares of the Company;</li> <li>3. <u>using the shares for the purpose of employee stock ownership plans or as equity incentives</u><del>awarding shares to the Company's employees;</del></li> <li>4. where a shareholder raises objection to the resolution of the shareholders' general meeting concerning the merger or division of the Company and demands the Company to purchase his shares;</li> <li>5. <u>using the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</u></li> <li>6. <u>where it is necessary to safeguard the value of the Company and the rights and interests of its shareholders;</u></li> <li>7. other circumstances as permitted under laws and administrative regulations.</li> </ol> <p><u>Repurchase of shares of the Company under the circumstance set forth in item 1 or 2 of the preceding paragraph shall be resolved by the shareholders' general meeting. Repurchase of shares of the Company under the circumstance set forth in item 3, 5 or 6 of the preceding paragraph shall be resolved at the shareholders' general meeting or as authorized by the shareholders' general meeting, may be resolved by the board meeting with over two-thirds of directors present.</u></p> <p><u>Where the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions in respect of the repurchase of shares, such provisions shall prevail.</u></p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
4	<p><b>Article 33:</b> After the Company has repurchased its own shares in accordance with laws, it shall, within the time required by relevant laws and administrative regulations, transfer or cancel that portion of shares. If registration is required, the Company shall apply for a change in its registered capital at the original company registration authority.</p> <p>The Company's registered capital shall be reduced by the total amount of par value of the shares cancelled.</p> <p>The shares repurchased by the Company in line with "awarding shares to the Company's employees" of Article 30 shall not exceed 5% of the total issued shares of the Company. The funds for such repurchase shall come from its after-tax profit, and the shares repurchased shall be transferred to its employees within one year.</p>	<p><b>Article 33:</b> After the Company has repurchased its own shares in accordance with laws, it shall, within the time required by relevant laws and administrative regulations, transfer or cancel that portion of shares. If registration is required, the Company shall apply for a change in its registered capital at the original company registration authority.</p> <p>The Company's registered capital shall be reduced by the total amount of par value of the shares cancelled.</p> <p><u>For the shares repurchased by the Company in accordance with "awarding shares to the Company's employees" the first paragraph of the Article 30, where is in line with the circumstance set forth in item 1, the shares shall be cancelled within ten days after the date of repurchase; where is in line with the circumstance set forth in item 2 or 4, the shares shall be transferred or cancelled within six months; where is in line with the circumstance set forth in item 3, 5 or 6, the aggregated number of shares of the Company held by itself shall be not more than 10% of the total issued shares of the Company and shall be transferred or cancelled within three years, shall not exceed 5% of the shares transferred to the employees by the Company. The funds for such repurchase shall come from its after-tax profit, and the shares repurchased shall be transferred to its employees within one year.</u></p> <p><u>Where the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions in respect of the repurchase of shares, such provisions shall prevail.</u></p>
5	<p><b>Article 44:</b> Transfer of shares may not be entered in the register of shareholders within 30 days prior to the date of a shareholders' general meeting or within five days before the record date set by the Company for the purpose of distribution of dividends.</p>	<p><b>Article 44:</b> <u>Transfer of shares may not be entered in the register of shareholders within 30 days prior to the date of a shareholders' general meeting or within five days before the record date set by the Company for the purpose of distribution of dividends. Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any provisions in respect of the period of closure of the register of members prior to a shareholders' general meeting or the benchmark date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</u></p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
6	<p><b>Article 54:</b> Where the Company incurs losses as a result of a director or senior management having violated any provision of laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, shareholders alone or in aggregate holding no less than 1% of the Company's shares for no less than 180 consecutive days shall be entitled to request in writing the board of supervisors to initiate proceedings in a people's court. Where the Company incurs losses as a result of the board of supervisors having violated any provision of laws, administrative regulations or these Articles in the course of performing its duties with the Company, shareholders may request in writing the board of directors to initiate proceedings in a people's court.</p> <p>.....</p>	<p><b>Article 54:</b> Where the Company incurs losses as a result of a director or senior management having violated any provision of laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, shareholders alone or in aggregate holding no less than 1% of the Company's shares for no less than 180 consecutive days shall be entitled to request in writing the <del>board of</del> supervisors to initiate proceedings in a people's court. Where the Company incurs losses as a result of the board of supervisors having violated any provision of laws, administrative regulations or these Articles in the course of performing its duties with the Company, <u>the above</u> shareholders may request in writing the board of directors to initiate proceedings in a people's court.</p> <p>.....</p>
7	<p><b>Article 61:</b> The shareholders' general meeting shall exercise the following functions and powers:</p> <p>1. to determine the business policies and investment plans of the Company;</p> <p>.....</p> <p>16. to consider and to approve the share incentive plan;</p> <p>17. to consider proposals submitted by the shareholders holding no less than 5% of the voting shares of the Company;</p> <p>18. to resolve on any other matters required by laws, administrative regulations and the Articles of Association of the Company to be resolved by the shareholders' general meeting.</p>	<p><b>Article 61:</b> The shareholders' general meeting shall exercise the following functions and powers:</p> <p>1. to determine the business policies and investment plans of the Company;</p> <p>.....</p> <p>16. to consider and to approve the share incentive plan;</p> <p>17. to consider proposals submitted by the shareholders holding no less than <u>35</u>% of the voting shares of the Company;</p> <p>18. to resolve on any other matters required by laws, administrative regulations and the Articles of Association of the Company to be resolved by the shareholders' general meeting.</p>
8	<p><b>Article 65:</b> The place to convene a shareholders' general meeting shall be the domicile of the Company or other venue expressly specified in the notice of such shareholders' general meeting.</p> <p>Venue shall be arranged for the shareholders' general meetings to be convened in the form of on-site meetings.</p>	<p><b>Article 65:</b> The place to convene a shareholders' general meeting shall be the domicile of the Company or other venue expressly specified in the notice of such shareholders' general meeting.</p> <p>Venue shall be arranged for the shareholders' general meetings to be convened in the form of on-site meetings <u>and online voting</u>.</p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
9	<p><b>Article 69:</b> Shareholders requisitioning an extraordinary shareholders' general meeting or a class shareholders' general meeting shall abide by the following procedures:</p> <ol style="list-style-type: none"> <li>1. no less than two shareholders collectively holding no less than 10% of the voting shares in the said shareholders' general meeting so requested, may execute one or more written request(s) in the same form to request the board of directors to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting, and to set forth the agenda of such meeting. The board of directors shall promptly convene the extraordinary shareholders' general meeting or class shareholders' general meeting after its receipt of such written request(s). The number of the aforesaid shares shall be calculated on the basis of the shares held by such shareholders as of the date when they submit their written request(s).</li> <li>2. if the board of directors fails to issue a notice to convene a meeting within 30 days after its receipt of the aforesaid written request(s), the shareholders making such request may, within four months after the board of directors receives their request(s), convene and preside over the meeting independently, provided however, that the procedure for such shareholders to convene the meeting shall be similar as far as possible to that for the board of directors to convene the shareholders' general meeting.</li> </ol> <p>Where the shareholders independently convene and hold a meeting due to the failure of the board of directors to hold a meeting as prescribed above, the costs that are reasonably accrued therefrom shall be borne by the Company, and be deducted from the payments owed by the Company to the directors who fail to perform their duties.</p>	<p><b>Article 69:</b> Shareholders requisitioning an extraordinary shareholders' general meeting or a class shareholders' general meeting shall abide by the following procedures:</p> <ol style="list-style-type: none"> <li><del>1.</del> <del>no less than two shareholders collectively holding no less than 10% of the voting shares in the said shareholders' general meeting so requested, may execute one or more written request(s) in the same form to request the board of directors to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting, and to set forth the agenda of such meeting. The board of directors shall promptly convene the extraordinary shareholders' general meeting or class shareholders' general meeting after its receipt of such written request(s). The number of the aforesaid shares shall be calculated on the basis of the shares held by such shareholders as of the date when they submit their written request(s).</del></li> <li><del>2.</del> <del>if the board of directors fails to issue a notice to convene a meeting within 30 days after its receipt of the aforesaid written request(s), the shareholders making such request may, within four months after the board of directors receives their request(s), convene and preside over the meeting independently, provided however, that the procedure for such shareholders to convene the meeting shall be similar as far as possible to that for the board of directors to convene the shareholders' general meeting.</del></li> </ol> <ol style="list-style-type: none"> <li><u>1. Shareholders individually or jointly holding no less than 10% of the Company's shares shall have the right to make a request to the board of directors in writing to convene an extraordinary general meeting or a class shareholders' general meeting. The board of directors shall, in accordance with laws, administrative regulations and these Articles, give a written response on whether or not it agrees to convene an extraordinary general meeting or a class shareholders' general meeting within 10 days after receipt of the request.</u></li> <li><u>2. If the board of directors agrees to convene an extraordinary general meeting or a class shareholders' general meeting, it shall issue a notice</u></li> </ol>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
		<p><u>of convening an extraordinary general meeting or a class shareholders' general meeting within 5 days after the resolution of the board of directors is made. If there is any change to the original request in the notice, approval of the shareholder(s) proposing the request shall be sought.</u></p> <p><u>3. If the board of directors does not agree to convene an extraordinary general meeting or a class shareholders' general meeting, or fails to give a response within 10 days after receipt of the request, the shareholders individually or jointly holding no less than 10% of the Company's shares shall have the right to propose to the board of supervisors in writing to convene an extraordinary general meeting or a class shareholders' general meeting.</u></p> <p><u>4. If the board of supervisors agrees to convene an extraordinary general meeting or a class shareholders' general meeting, it shall issue a notice of convening an extraordinary general meeting or a class shareholders' general meeting within 5 days after receipt of the request. If there is any change to the original request in the notice, approval of the shareholder(s) proposing the request shall be sought.</u></p> <p><u>5. If the board of supervisors fails to issue a notice of convening an extraordinary general meeting or a class shareholders' general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over an extraordinary general meeting or a class shareholders' general meeting, and shareholders individually or jointly holding no less than 10% of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.</u></p> <p><u>6. Where the shareholders independently convene and hold a meeting due to the failure of the board of directors to hold a meeting as prescribed above, the costs that are reasonably accrued therefrom shall be borne by the Company, and be deducted from the payments owed by the Company to the directors who fail to perform their duties.</u></p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
10	<p><b>Article 73:</b> Where a shareholders' general meeting is convened independently by the board of supervisors or the shareholders in accordance with these Articles, the content of the proposals to be discussed shall fall within the scope of authority of the shareholders' general meeting, and shall be clear and include specific matters to be resolved and be in compliance with relevant laws, administrative regulations and these Articles.</p>	<p><b>Article 73:</b> <del>Where a shareholders' general meeting is convened independently by the board of supervisors or the shareholders in accordance with these Articles,</del> <u>The content of the proposals to be discussed at a shareholders' general meeting</u> shall fall within the scope of authority of the shareholders' general meeting, and shall be clear and include specific matters to be resolved and be in compliance with relevant laws, administrative regulations and these Articles.</p>
11	<p><b>Article 74:</b> Where a shareholders' general meeting is held, a written notice shall be given by the Company 45 days prior to the date of the meeting to notify all the registered shareholders of the matters to be considered and approved at, and the date and place of, the meeting. A shareholder who intends to attend the meeting shall serve a written reply on the Company confirming his attendance at the shareholders' general meeting 20 days prior to the date of the meeting.</p>	<p><b>Article 74:</b> Where a shareholders' general meeting is held, <u>the Company shall 45 days prior to the date of the meeting to notify all the registered shareholders by way of announcement</u> of the matters to be considered and approved at, and the date and place of, the meeting <u>20 working days prior to an annual general meeting, or 10 working days or 15 days (whichever is longer) prior to an extraordinary general meeting.</u> <del>A shareholder who intends to attend the meeting shall serve a written reply on the Company confirming his attendance at the shareholders' general meeting 20 days prior to the date of the meeting.</del></p> <p><u>Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions, such provisions shall prevail.</u></p>
12	<p><b>Article 75:</b> Where an annual shareholders' general meeting is held, shareholders holding no less than 5% of all voting shares in the Company shall have the right to put forward new proposals in writing to the Company. Where the matters specified in such new proposals are within the scope of functions and duties of the shareholders' general meeting, the Company shall put such matters on the agenda of such meeting.</p>	<p><b>Article 75:</b> Where an annual shareholders' general meeting is held, <u>the board of directors, the board of supervisors and shareholders that, either individually or jointly, hold more than 3% of shares of the Company</u> <del>shareholders holding no less than 5% of all voting shares in the Company</del> shall have the right to put forward new proposals in writing to the Company. Where the matters specified in such new proposals are within the scope of functions and duties of the shareholders' general meeting, the Company shall put such matters on the agenda of such meeting.</p> <p><u>Any of the shareholders individually or jointly holding no less than 3% of the shares of the Company may submit an interim proposal in writing to the convener 10 days prior to the convening of the shareholders' general meeting. The convener shall then send a supplemental notice to the shareholders to announce the content of the interim proposal within 2 days upon receipt of such proposal.</u></p> <p><u>Other than the circumstances specified in the preceding paragraph, the convener shall not make any change to the existing proposals in the notice of the shareholders' general</u></p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
		<p><u>meeting or add any new proposal after the publication of the notice.</u></p> <p><u>Such matters which are not specified in Article 74 and the notice of the preceding paragraph and proposals which do not comply with Article 73 of these Articles shall not be resolved at the shareholders' general meeting.</u></p>
13	<p><b>Article 76:</b> The Company shall calculate the number of voting shares represented by shareholders who intent to attend a shareholders' general meeting on the basis of the written replies it has received 20 days before the date of a shareholders' general meeting. In the event that the number of voting shares represented by shareholders who intend to attend the meeting is no less than one half of the total number of the voting shares of the Company, the Company may hold the shareholders' general meeting; if this cannot be attained, the Company shall, within five days, notify its shareholders again of the matters to be considered and approved at, and the date and place of, the meeting by a public announcement. The Company may hold the shareholders' general meeting after such announcement has been made.</p> <p>An extraordinary shareholders' general meeting shall not determine matters not specified in the notice.</p>	<p><del>Article 76: The Company shall calculate the number of voting shares represented by shareholders who intent to attend a shareholders' general meeting on the basis of the written replies it has received 20 days before the date of a shareholders' general meeting. In the event that the number of voting shares represented by shareholders who intend to attend the meeting is no less than one half of the total number of the voting shares of the Company, the Company may hold the shareholders' general meeting; if this cannot be attained, the Company shall, within five days, notify its shareholders again of the matters to be considered and approved at, and the date and place of, the meeting by a public announcement. The Company may hold the shareholders' general meeting after such announcement has been made.</del></p> <p>An extraordinary shareholders' general meeting shall not determine matters not specified in the notice.</p>
14	<p><b>Article 78:</b> Where elections of directors and/or supervisors are scheduled to be discussed at a shareholders' general meeting, the notice of such shareholders' general meeting shall contain details of the director candidates and supervisor candidates, including at least the following information:</p> <ol style="list-style-type: none"> <li>1. such personal information as education background, working experience and part-time job experience and etc.;</li> <li>2. whether he has connected relationship with the Company or its controlling shareholders or actual controllers;</li> <li>3. number of shares he holds in the Company;</li> <li>4. whether any punishment has been imposed on him by China Securities Regulatory Commission, other relevant authorities or securities exchange(s).</li> </ol>	<p><b>Article 78:</b> Where elections of directors and/or supervisors are scheduled to be discussed at a shareholders' general meeting, the notice of such shareholders' general meeting shall contain details of the director candidates and supervisor candidates, including at least the following information:</p> <ol style="list-style-type: none"> <li>1. such personal information as education background, working experience and part-time job experience and etc.;</li> <li>2. whether he has connected relationship with the Company or its controlling shareholders or actual controllers;</li> <li>3. number of shares he holds in the Company;</li> <li>4. whether any punishment has been imposed on him by China Securities Regulatory Commission, other relevant authorities or securities exchange(s).</li> </ol>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
	<p>Appointment of each director candidate and supervisor candidate shall be proposed separately.</p>	<p><u>The cumulative voting system shall be implemented for the election of directors and non-employee supervisors at the shareholders' general meeting, that is, when more than two directors or non-employee supervisors are elected at the shareholders' general meeting, the number of votes rights entitled for each share held by the shareholders who participate in the voting shall be equal to the number of directors or non-employee supervisors to be elected, and the voting rights possessed by the shareholders may be exercised uniformly. Details of the implementation of the cumulative voting system shall refer to "the Procedural Rules for the General Meeting of Datang International Power Generation Co., Ltd."</u> <del>Appointment of each director candidate and supervisor candidate shall be proposed separately.</del></p>
15	<p><b>Article 80:</b> Notices of the shareholders' general meetings shall be served on the shareholders (whether or not they are entitled to vote at the meetings) by hand or prepaid mail at their addresses registered in the register of shareholders. Notices of shareholders' general meetings to shareholders of the Domestic-Invested Shares may be served by way of public announcements.</p> <p>Public announcements of notices of the shareholder's general meetings specified in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council during 45 days to 50 days prior to the date of the meeting. Upon the publication of such announcements, all shareholders of the Domestic-Invested Shares shall be deemed to have received notices of relevant shareholders' general meetings.</p>	<p><b>Article 80:</b> Notices of the shareholders' general meetings shall be served on the shareholders (whether or not they are entitled to vote at the meetings) by hand or prepaid mail at their addresses registered in the register of shareholders. Notices of shareholders' general meetings to shareholders of the Domestic-Invested Shares may be served by way of public announcements.</p> <p>Public announcements of notices of the shareholder's general meetings specified in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council <del>during 45 days to 50 days prior to the date of the meeting.</del> Upon the publication of such announcements, all shareholders of the Domestic-Invested Shares shall be deemed to have received notices of relevant shareholders' general meetings.</p>
16	<p><b>Article 94:</b> The board of directors and the board of supervisors shall report to the shareholders' general meeting of their work in previous year in every annual shareholders' general meeting.</p>	<p><b>Article 94:</b> The board of directors and the board of supervisors shall report to the shareholders' general meeting of their work in previous year in every annual shareholders' general meeting. <u>Independent directors shall also give a report on the performance of his or her duties.</u></p>
17	<p><b>Article 101:</b> A shareholder (including proxies) shall exercise the voting rights at a shareholders' meeting on the basis of the voting shares he holds. Each share shall carry one vote.</p> <p>The Company's shares held by itself shall not be entitled to exercise voting rights and shall not be calculated in the total voting shares held by the shareholders present at the shareholders' general meeting.</p>	<p><b>Article 101:</b> A shareholder (including proxies) shall exercise the voting rights at a shareholders' meeting on the basis of the voting shares he holds. Each share shall carry one vote <u>except for the election of directors and supervisors that shall adopt the cumulative voting system as prescribed by Article 78 of these Articles. When major matters affecting the interests of small and medium investors are considered at the shareholders' general meeting, votes shall be counted separately for small and medium investors. The results of separate counting of votes shall be publicly disclosed in a timely manner.</u></p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
		<p>The Company's shares held by itself shall not be entitled to exercise voting rights and shall not be calculated in the total voting shares held by the shareholders present at the shareholders' general meeting.</p>
18	<p><b>Article 130:</b> Written notice of a class shareholders' general meeting of the Company shall be issued 45 days prior to the date of the meeting to all registered shareholders of such class, specifying the matters to be considered at, the place and the date of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days prior to the date of the meeting.</p> <p>If the number of voting shares at such meeting held by shareholders who intend to attend such meeting has reached no less than one half of the total number of voting shares of that class at such meeting, the Company may hold such class shareholders' general meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and approved at, and the date and place of the meeting. The Company may hold the class shareholders' general meeting after such announcement has been made.</p>	<p><del>Article 130: Written notice of a class shareholders' general meeting of the Company shall be issued 45 days prior to the date of the meeting to all registered shareholders of such class, specifying the matters to be considered at, the place and the date of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days prior to the date of the meeting.</del></p> <p><del>If the number of voting shares at such meeting held by shareholders who intend to attend such meeting has reached no less than one half of the total number of voting shares of that class at such meeting, the Company may hold such class shareholders' general meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and approved at, and the date and place of the meeting. The Company may hold the class shareholders' general meeting after such announcement has been made.</del> <b><u>Provisions otherwise provided by the listing rules of the place(s) in which the shares of the Company are listed shall prevail.</u></b></p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
19	<p><b>Article 140:</b> The board of directors shall be accountable to the shareholders' general meeting, and exercise the following functions and powers:</p> <p>1. to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>.....</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>The opinions of the Party Committee shall be heard before the board of directors decides on material issues of the Company.</p> <p>Where the matters to be considered by the board of directors involve legal issues, the general counsel shall be present at the meeting and provide legal advice.</p>	<p><b>Article 140:</b> The board of directors shall be accountable to the shareholders' general meeting, and exercise the following functions and powers:</p> <p>1. to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>.....</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><del>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.</del> <u><b>The board of directors of the Company shall establish the audit committee, strategic development and risk control committee, nomination committee and remuneration and appraisal committee. The special committees shall be responsible to the board of directors, and perform their duties in accordance with these Articles and the authorization of the board of directors, and their proposals shall be submitted to the board of directors for consideration and decision. All member of the special committees shall be directors, among which, the majority of the members of the audit committee, the nomination committee and the remuneration and appraisal committee shall be independent directors who also convene the meeting of such committees. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for formulating working rules, to standardize the operation of the special committees.</b></u></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>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
		Where the matters to be considered by the board of directors involve legal issues, the general counsel shall be present at the meeting and provide legal advice.
20	<p><b>Article 147:</b> Meetings of the board of directors shall be held at least twice per annum. Meetings of the board of directors shall be convened by the Chairman who shall notify all the directors 10 days before the date of such meetings. Shareholders representing no less than one tenth of the voting shares or no less than one third of all directors, or the board of the supervisors may propose to convene an extraordinary meeting of the board of directors. In the case of emergency, such extraordinary meeting of the board of directors may be convened on the basis of a proposal from no less than four directors or the manager of the Company. The Chairman shall, within 10 days after his receipt of the proposal, convene and preside over such meeting.</p>	<p><b>Article 147:</b> Meetings of the board of directors shall be held at least twice per annum. Meetings of the board of directors shall be convened by the Chairman who shall notify all the directors <b>and supervisors</b> 10 days before the date of such meetings. Shareholders representing no less than one tenth of the voting shares or no less than one third of all directors, or the board of the supervisors may propose to convene an extraordinary meeting of the board of directors. In the case of emergency, such extraordinary meeting of the board of directors may be convened on the basis of a proposal from no less than four directors or the manager of the Company. The Chairman shall, within 10 days after his receipt of the proposal, convene and preside over such meeting.</p>
21	<p><b>Article 148:</b> The notification method and notice period for meetings of the board of directors and extraordinary meetings of the board of directors shall satisfy the following requirements:</p> <ol style="list-style-type: none"> <li>1. if the time and location of a regular meeting of the board of directors have been determined by the board of directors in advance, no notice for such meeting shall be required;</li> <li>2. if the time and location of a regular meeting of the board of directors have not been determined by the board of directors in advance, the Chairman shall notify all directors of the time and location of such meeting via teletype, telegraph, facsimile, courier, registered mail or by hand no less than 10 days (but no more than 30 days) prior to such meeting;</li> <li>3. the notice which shall include the agenda of the meeting of the board of directors and matters to be discussed, shall be in Chinese and may attach an English version (if necessary);</li> </ol> <p>.....</p>	<p><b>Article 148:</b> The notification method and notice period for meetings of the board of directors and extraordinary meetings of the board of directors shall satisfy the following requirements:</p> <ol style="list-style-type: none"> <li>1. if the time and location of a regular meeting of the board of directors have been determined by the board of directors in advance, no notice for such meeting shall be required;</li> <li>2. if the time and location of a regular meeting of the board of directors have not been determined by the board of directors in advance, the Chairman shall notify all directors <b>and supervisors</b> of the time and location of such meeting via teletype, telegraph, facsimile, courier, registered mail or by hand no less than 10 days (but no more than 30 days) prior to such meeting;</li> <li>3. the notice which shall include the agenda of the meeting of the board of directors and matters to be discussed, shall be in Chinese and may attach an English version (if necessary);</li> </ol> <p>.....</p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
22	<b>Article 171:</b> Directors, the manager and the financial officer of the Company shall not concurrently hold the office of supervisors.	<b>Article 171:</b> Directors, the manager and <u>other senior management</u> <del>the financial officer</del> of the Company shall not concurrently hold the office of supervisors.
23	<b>Article 172:</b> The board of supervisors shall meet at least twice every year. The chairman of the board of supervisors shall be responsible to convene such meetings.	<b>Article 172:</b> The board of supervisors shall meet <u>at least once every six months</u> <del>at least twice every year</del> . The chairman of the board of supervisors shall be responsible to convene such meetings.
24	<p><b>Article 180:</b> The following persons shall not hold the office of directors, supervisors, manager or other senior management of the Company:</p> <p>1. persons without civil capacity or with restricted civil capacity;</p> <p>.....</p> <p>10. persons who have been convicted by relevant regulatory authorities of offences of violating relevant securities regulations and of involving in fraudulent acts or dishonest acts, where less than five years have lapsed since the date of conviction;</p> <p>11. persons holding any office other than that of directors in the Company's controlling shareholders or actual controllers shall not concurrently act as senior management of the Company.</p> <p>.....</p>	<p><b>Article 180:</b> The following persons shall not hold the office of directors, supervisors, manager or other senior management of the Company:</p> <p>1. persons without civil capacity or with restricted civil capacity;</p> <p>.....</p> <p>10. persons who have been convicted by relevant regulatory authorities of offences of violating relevant securities regulations and of involving in fraudulent acts or dishonest acts, where less than five years have lapsed since the date of conviction;</p> <p>11. persons holding any office other than that of directors <u>or supervisors</u> in the Company's controlling shareholders <del>or actual controllers</del> shall not concurrently act as senior management of the Company.</p> <p>.....</p>
25	<b>Article 188:</b> Liabilities of directors, supervisors, manager or other senior management of the Company due to their violation of a specified duty may be released by informed shareholders in shareholders' general meetings, except in circumstances referred to in Article 56 of these Articles.	<b>Article 188:</b> Liabilities of directors, supervisors, manager or other senior management of the Company due to their violation of a specified duty may be released by informed shareholders in shareholders' general meetings, except in circumstances referred to in Article <del>57</del> <u>56</u> of these Articles.

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
26	<p><b>Article 210:</b></p> <p>1. The profits of the Company after paying relevant taxes shall be applied in the following order:</p> <p style="padding-left: 40px;">(1) making up of losses;</p> <p style="padding-left: 40px;">(2) allocation to statutory common reserve fund;</p> <p style="padding-left: 40px;">(3) allocation to statutory provident fund;</p> <p style="padding-left: 40px;">(4) allocation to discretionary common reserve fund;</p> <p style="padding-left: 40px;">(5) payment of dividends in respect of the ordinary shares.</p> <p>The detailed distribution proportions in respect of items 4 to 5 above for any particular year shall be formulated by the board of directors in accordance with the operational conditions and development requirements of the Company and shall be submitted to the shareholders' general meeting for approval.</p> <p>2. No dividend shall be distributed before the Company has made up its losses and has made allocation to the statutory common reserve fund and statutory provident fund. No dividend, unless the same is not paid by the Company when due and payable, shall bear interest as against the Company.</p> <p>3. The Company shall allocate 10% of its after-tax profits to the statutory common reserve fund; provided however, that no allocation is required if the statutory common</p>	<p><b>Article 210:</b></p> <p>1. The profits of the Company after paying relevant taxes shall be applied in the following order:</p> <p style="padding-left: 40px;">(1) making up of losses;</p> <p style="padding-left: 40px;">(2) allocation to statutory common reserve fund;</p> <p style="padding-left: 40px;"><del>(3) allocation to statutory provident fund;</del></p> <p style="padding-left: 40px;">(4<del>3</del>) allocation to discretionary common reserve fund;</p> <p style="padding-left: 40px;">(4<del>5</del>) payment of dividends in respect of the ordinary shares.</p> <p>The detailed distribution proportions in respect of items <del>34</del> to <del>45</del> above for any particular year shall be formulated by the board of directors in accordance with the operational conditions and development requirements of the Company and shall be submitted to the shareholders' general meeting for approval.</p> <p>2. No dividend shall be distributed before the Company has made up its losses and has made allocation to the statutory common reserve fund <del>and statutory provident fund</del>. No dividend, unless the same is not paid by the Company when due and payable, shall bear interest as against the Company.</p> <p>3. The Company shall allocate 10% of its after-tax profits to the statutory common reserve fund; provided however, that no allocation is required if the statutory common</p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
	reserve fund has reached 50% of the registered capital of the Company.	reserve fund has reached 50% of the registered capital of the Company.
4.	The Company shall allocate 10% of its after-tax profits to the statutory provident fund.	<del>4.</del> <del>The Company shall allocate 10% of its after tax profits to the statutory provident fund.</del>
5.	The discretionary common reserve fund shall be allocated separately out of the profits of the Company in accordance with the resolutions of the shareholders' general meeting.	<del>45.</del> The discretionary common reserve fund shall be allocated separately out of the profits of the Company in accordance with the resolutions of the shareholders' general meeting.
6.	The capital common reserve fund includes the following: <ul style="list-style-type: none"> <li>(1) the amount of share premium resulting from the issue of shares at a premium;</li> <li>(2) other income required by the authority in charge of finance of the State Council to be appropriated to the capital common reserve fund.</li> </ul>	<del>56.</del> The capital common reserve fund includes the following: <ul style="list-style-type: none"> <li>(1) the amount of share premium resulting from the issue of shares at a premium;</li> <li>(2) other income required by the authority in charge of finance of the State Council to be appropriated to the capital common reserve fund.</li> </ul>
7.	The common reserve fund of the Company includes the statutory common reserve fund, discretionary common reserve fund and the capital common reserve fund. The common reserve fund may be used for the following purposes: <ul style="list-style-type: none"> <li>(1) to make up losses, provided however, that the capital common reserve fund should not be used to make up loss;</li> <li>(2) to expand the Company's production and operations; and</li> <li>(3) for the conversion into share capital. The Company may, upon approval by a resolution of the shareholders' general meeting, convert its common reserve fund into share capital and issue bonus shares to existing shareholders in proportion to their original shareholdings or increase the nominal value of each share. When converting the Company's statutory common reserve fund into capital, the amount of such common reserve fund remaining</li> </ul>	<del>67.</del> The common reserve fund of the Company includes the statutory common reserve fund, discretionary common reserve fund and the capital common reserve fund. The common reserve fund may be used for the following purposes: <ul style="list-style-type: none"> <li>(1) to make up losses, provided however, that the capital common reserve fund should not be used to make up loss;</li> <li>(2) to expand the Company's production and operations; and</li> <li>(3) for the conversion into share capital. The Company may, upon approval by a resolution of the shareholders' general meeting, convert its common reserve fund into share capital and issue bonus shares to existing shareholders in proportion to their original shareholdings or increase the nominal value of each share. When converting the Company's statutory common reserve fund into capital, the amount of such common reserve fund remaining</li> </ul>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
	unconverted must not be less than 25% of the registered capital.	unconverted must not be less than 25% of the registered capital.
8.	The Company shall allocate monies to its statutory provident fund and use such statutory provident fund for the collective welfare of its employees.	<del>8.</del> <del>The Company shall allocate monies to its statutory provident fund and use such statutory provident fund for the collective welfare of its employees.</del>
9.	Subject to the restrictions imposed by the above provisions, annual dividends shall be paid in proportion to the shareholding of each shareholder within six months after the end of each financial year. The annual dividends shall be approved by the shareholders' general meeting, provided however, that the amount of dividends payable shall not exceed the amount recommended by the board of directors.	<del>9.</del> Subject to the restrictions imposed by the above provisions, annual dividends shall be paid in proportion to the shareholding of each shareholder within six months after the end of each financial year. The annual dividends shall be approved by the shareholders' general meeting, provided however, that the amount of dividends payable shall not exceed the amount recommended by the board of directors.
	Where the shareholders' general meeting violates the preceding paragraph to distribute profit to the shareholders prior to the make up of losses and allocation to statutory common reserve fund, shareholders shall refund the profit hereof to the Company.	Where the shareholders' general meeting violates the preceding paragraph to distribute profit to the shareholders prior to the make up of losses and allocation to statutory common reserve fund, shareholders shall refund the profit hereof to the Company.
	The Company's shares held by itself are not entitled to the distribution of profits.	The Company's shares held by itself are not entitled to the distribution of profits.

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

For the avoidance of doubt, the provisions of Article 30 and Article 33 of the amended Articles of Association in respect of repurchase of shares are applicable to the repurchase of A shares only. Any repurchase of H shares by the Company shall be conducted in accordance with the relevant requirements and restrictions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including but not limited to Chapter 10 and Chapter 19A.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE GENERAL MEETING

Details of the proposed amendments to the Procedural Rules for the General Meeting are as follows:

No.	Original Article	Amended Article
1	<p><b>Article 4:</b> The shareholders' general meeting shall exercise the following functions and powers:</p> <p>1. to determine the business policies and investment plans of the Company;</p> <p>.....</p> <p>16. to consider and to approve the share incentive plan;</p> <p>17. to consider proposals submitted by the shareholders holding no less than 5% of the voting shares of the Company;</p>	<p><b>Article 4:</b> The shareholders' general meeting shall exercise the following functions and powers:</p> <p>1. to determine the business policies and investment plans of the Company;</p> <p>.....</p> <p>16. to consider and to approve the share incentive plan;</p> <p>17. to consider proposals submitted by the shareholders holding no less than <del>5%</del> <u>3%</u> of the voting shares of the Company;</p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
2	<p><b>Article 13:</b> Shareholders requisitioning an extraordinary shareholders' general meeting or a class shareholders' general meeting shall abide by the following procedures:</p> <ol style="list-style-type: none"> <li>1. no less than two shareholders collectively holding no less than 10% of the voting shares in the said shareholders' general meeting so requested, may execute one or more written request(s) in the same form to request the board of directors to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting, and to set forth the agenda of such meeting. The board of directors shall promptly convene the extraordinary shareholders' general meeting or class shareholders' general meeting after its receipt of such written request(s). The number of the aforesaid shares shall be calculated on the basis of the shares held by such shareholders as of the date when they submit their written request(s).</li> <li>2. if the board of directors fails to issue a notice to convene a meeting within 30 days after its receipt of the aforesaid written request(s), the shareholders making such request may, within four months after the board of directors receives their request(s), convene and preside over the meeting independently, provided however, that the procedure for such shareholders to convene the meeting shall be similar as far as possible to that for the board of directors to convene the shareholders' general meeting.</li> </ol> <p>Where the shareholders independently convene and hold a meeting due to the failure of the board of directors to hold a meeting as prescribed above, the costs that are reasonably accrued therefrom shall be borne by the Company, and be deducted from the payments owed by the Company to the directors who fail to perform their duties.</p>	<p><b>Article 13:</b> Shareholders requisitioning an extraordinary shareholders' general meeting or a class shareholders' general meeting shall abide by the following procedures:</p> <ol style="list-style-type: none"> <li><del>1.</del> no less than two shareholders collectively holding no less than 10% of the voting shares in the said shareholders' general meeting so requested, may execute one or more written request(s) in the same form to request the board of directors to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting, and to set forth the agenda of such meeting. The board of directors shall promptly convene the extraordinary shareholders' general meeting or class shareholders' general meeting after its receipt of such written request(s). The number of the aforesaid shares shall be calculated on the basis of the shares held by such shareholders as of the date when they submit their written request(s).</li> <li><del>2.</del> if the board of directors fails to issue a notice to convene a meeting within 30 days after its receipt of the aforesaid written request(s), the shareholders making such request may, within four months after the board of directors receives their request(s), convene and preside over the meeting independently, provided however, that the procedure for such shareholders to convene the meeting shall be similar as far as possible to that for the board of directors to convene the shareholders' general meeting.</li> </ol> <ol style="list-style-type: none"> <li><u>1. Shareholders individually or jointly holding no less than 10% of the Company's shares shall have the right to make a request to the board of directors in writing to convene an extraordinary general meeting or a class shareholders' general meeting. The board of directors shall, in accordance with laws, administrative regulations and these Articles, give a written response on whether or not it agrees to convene an extraordinary general meeting or a class shareholders' general meeting within 10 days after receipt of the request.</u></li> <li><u>2. If the board of directors agrees to convene an extraordinary general meeting or a class shareholders' general meeting, it shall issue a notice</u></li> </ol>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
		<p data-bbox="967 300 1390 512"><u>of convening an extraordinary general meeting or a class shareholders' general meeting within 5 days after the resolution of the board of directors is made. If there is any change to the original request in the notice, approval of the shareholder(s) proposing the request shall be sought.</u></p> <p data-bbox="890 566 1390 885"><u>3. If the board of directors does not agree to convene an extraordinary general meeting or a class shareholders' general meeting, or fails to give a response within 10 days after receipt of the request, the shareholders individually or jointly holding at least 10% of the Company's shares shall have the right to propose to the board of supervisors in writing to convene an extraordinary general meeting or a class shareholders' general meeting.</u></p> <p data-bbox="890 938 1390 1225"><u>4. If the board of supervisors agrees to convene an extraordinary general meeting or a class shareholders' general meeting, it shall issue a notice of convening an extraordinary general meeting or a class shareholders' general meeting within 5 days after receipt of the request. If there is any change to the original request in the notice, approval of the shareholder(s) proposing the request shall be sought.</u></p> <p data-bbox="890 1278 1390 1640"><u>5. If the board of supervisors fails to issue a notice of convening an extraordinary general meeting or a class shareholders' general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over an extraordinary general meeting or a class shareholders' general meeting, and shareholders individually or jointly holding no less than 10% of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.</u></p> <p data-bbox="890 1693 1390 1864"><u>6. Where the shareholders independently convene and hold a meeting due to the failure of the board of directors to hold a meeting as prescribed above, the costs that are reasonably accrued therefrom shall be borne by the Company, and be deducted from the payments owed by</u></p>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
		the Company to the directors who fail to perform their duties.
3	<b>Article 20:</b> The board of directors and the board of supervisors shall report to the shareholders' general meeting of their work in previous year in every annual shareholders' general meeting.	<b>Article 20:</b> The board of directors and the board of supervisors shall report to the shareholders' general meeting of their work in previous year in every annual shareholders' general meeting. <b><u>Independent directors shall also give a report on the performance of his or her duties.</u></b>
4	<b>Article 25:</b> Where an annual shareholders' general meeting is held, shareholders holding no less than 5% of all voting shares in the Company shall have the right to put forward new proposals in writing to the Company. Where the matters specified in such new proposals are within the scope of functions and duties of the shareholders' general meeting, the Company shall put such matters on the agenda of such meeting.	<p><b>Article 25:</b> Where an annual shareholders' general meeting is held, <b><u>the board of directors, the board of supervisors and shareholders that, either individually or jointly, hold more than 3% of shares of the Company</u></b> <del>shareholders holding no less than 5% of all voting shares in the Company</del> shall have the right to put forward new proposals in writing to the Company. Where the matters specified in such new proposals are within the scope of functions and duties of the shareholders' general meeting, the Company shall put such matters on the agenda of such meeting.</p> <p><b><u>Any of the shareholders individually or jointly holding no less than 3% of the shares of the Company may submit an interim proposal in writing to the convener at least 10 days prior to the convening of the shareholders' general meeting. The convener shall then send a supplemental notice to the shareholders to announce the content of the interim proposal, within 2 days upon receipt of such proposal.</u></b></p> <p><b><u>Other than the above circumstances, the convener shall not make any change in the notice of the shareholders' general meeting to the existing proposals or add any new proposal after the publication of the notice.</u></b></p> <p><b><u>Such matters which are not specified in Article 27 and the above notice of the Article and motions which do not comply with Article 26 of the Articles shall not be resolved at the shareholders' general meeting.</u></b></p>
5	<b>Article 27:</b> Where a shareholders' general meeting is held, a written notice shall be given by the Company 45 days prior to the date of the meeting to notify all the registered shareholders of the matters to be considered and approved at, and the date and place of, the meeting. A shareholder who intends to attend the meeting shall serve a written reply on the Company confirming his attendance at the shareholders' general meeting 20 days prior to the date of the meeting.	<b>Article 27:</b> Where a shareholders' general meeting is held, <b><u>the Company shall 45 days prior to the date of the meeting to notify all the registered shareholders by way of announcement of the matters to be considered and approved at, and the date and place of, the meeting 20 working days prior to an annual general meeting, or 10 working days or 15 days (whichever is longer) prior to an extraordinary general meeting.</u></b> <del>A shareholder who intends to attend the meeting shall serve a written reply on the Company</del>

## LETTER FROM THE BOARD

No.	Original Article	Amended Article
		<p><del>confirming his attendance at the shareholders' general meeting 20 days prior to the date of the meeting.</del></p> <p><b><u>Where there are provisions in applicable laws, regulations and relevant regulations of the securities regulatory organization or stock exchange in the place where the shares of the Company are listed, such provisions shall prevail.</u></b></p>
6	<p><b>Article 28:</b> The Company shall calculate the number of voting shares represented by shareholders who intent to attend a shareholders' general meeting on the basis of the written replies it has received 20 days before the date of a shareholders' general meeting. In the event that the number of voting shares represented by shareholders who intend to attend the meeting is no less than one half of the total number of the voting shares of the Company, the Company may hold the shareholders' general meeting; if this cannot be attained, the Company shall, within five days, notify its shareholders again of the matters to be considered and approved at, and the date and place of, the meeting by a public announcement. The Company may hold the shareholders' general meeting after such announcement has been made.</p> <p>An extraordinary shareholders' general meeting shall not determine matters not specified in the notice.</p>	<p><del><b>Article 28:</b> The Company shall calculate the number of voting shares represented by shareholders who intent to attend a shareholders' general meeting on the basis of the written replies it has received 20 days before the date of a shareholders' general meeting. In the event that the number of voting shares represented by shareholders who intend to attend the meeting is no less than one half of the total number of the voting shares of the Company, the Company may hold the shareholders' general meeting; if this cannot be attained, the Company shall, within five days, notify its shareholders again of the matters to be considered and approved at, and the date and place of, the meeting by a public announcement. The Company may hold the shareholders' general meeting after such announcement has been made.</del></p> <p>An extraordinary shareholders' general meeting shall not determine matters not specified in the notice.</p>
7	<p><b>Article 30:</b> Where elections of directors and/or supervisors are scheduled to be discussed at a shareholders' general meeting, the notice of such shareholders' general meeting shall contain details of the director candidates and supervisor candidates, including at least the following information:</p> <ol style="list-style-type: none"> <li>1. such personal information as education background, working experience and part-time job experience and etc.;</li> <li>2. whether he has connected relationship with the Company or its controlling shareholders or actual controllers;</li> <li>3. number of shares he holds in the Company;</li> <li>4. whether any punishment has been imposed on him by China Securities Regulatory Commission, other relevant authorities or securities exchange(s).</li> </ol>	<p><b>Article 30:</b> Where elections of directors and/or supervisors are scheduled to be discussed at a shareholders' general meeting, the notice of such shareholders' general meeting shall contain details of the director candidates and supervisor candidates, including at least the following information:</p> <ol style="list-style-type: none"> <li>1. such personal information as education background, working experience and part-time job experience and etc.;</li> <li>2. whether he has connected relationship with the Company or its controlling shareholders or actual controllers;</li> <li>3. number of shares he holds in the Company;</li> <li>4. whether any punishment has been imposed on him by China Securities Regulatory Commission, other relevant authorities or securities exchange(s).</li> </ol>

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No.	Original Article	Amended Article
	<p>Appointment of each director candidate and supervisor candidate shall be proposed separately.</p>	<p><u>The specific voting methods of implementing the cumulative voting system for electing directors or supervisors (the supervisors therein exclude the employee representative supervisors) are as follows:</u></p> <ol style="list-style-type: none"> <li data-bbox="890 485 1402 591">1. <u>When the number of directors or non-employee supervisors to be elected is above two, the cumulative voting system shall be implemented;</u></li> <li data-bbox="890 634 1402 783">2. <u>When the cumulative voting system is implemented, each share held by shareholders shall represent the same number of voting rights identical to the number of directors or non-employee supervisors to be elected;</u></li> <li data-bbox="890 825 1402 1229">3. <u>The notice of the general meeting of shareholders shall inform the shareholders of the cumulative voting system for the directors and the supervisors' election proposal. The convener of the meeting shall prepare ballot paper suitable for the cumulative voting system. Written instructions and explanations for the cumulative voting system, the method of filling in the ballots, and the method of counting votes shall be provided;</u></li> <li data-bbox="890 1272 1402 1676">4. <u>When the general meeting of shareholders votes on election of directors and supervisors, the shareholder may vote for each director or supervisor candidate with the same voting rights as the shareholding; or cast all of their votes for one director or supervisor candidate which are the same as the number of directors or supervisors to be elected, or vote for a certain number of director or supervisor candidates respectively with the voting rights which are the same as the number of directors or supervisors to be elected;</u></li> </ol>

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No.	Original Article	Amended Article
		<p>5. <u>Shareholders who have exercised all of their votes for one or several director or supervisor candidates which are the same as the number of directors or supervisors to be elected shall no longer own the voting rights for other director and supervisor candidates;</u></p> <p>6. <u>At the end of the voting at the general meeting of shareholders, if the total number of voting rights exercised by a shareholder for certain or several director and supervisor candidates is more than the voting rights of all the shares held by the shareholders, the shareholders' votes are invalid and deemed to be a waiver of the voting rights; if the total number of voting rights exercised by a shareholder for certain or several director and supervisor candidates is less than the voting rights of all the shares held by the shareholders, the shareholders' votes are valid and the difference shall be deemed to be a waiver of the voting rights;</u></p> <p>7. <u>The director or supervisor candidates who have received the agreed votes, the number of which exceeds one-half of the total number of shares with voting rights at the general meeting of shareholders (subject to the number of unaccumulated shares), shall be the elected director or supervisor candidates. If the number of candidates for directors and supervisors elected at the general meeting of shareholders exceeds the number of directors and supervisors supposed to be elected, the candidates with the majority of the votes will be elected as directors and supervisors (but if the number of votes for the elected candidates with fewer votes is equal, and the fact that the candidates are elected will give rise to the result that the number of elected candidates will exceed the number of directors and supervisors supposed to be elected, then these candidates and those who ranked behind shall be considered as not elected). If the number of the directors and supervisors elected at the general meeting of shareholders could not reach the number of the directors and supervisors supposed to be elected, a separate general meeting shall be held to elect the</u></p>

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No.	Original Article	Amended Article
		<p><u>vacant directors and supervisors. Where a general meeting of shareholders elects directors or supervisors by means of cumulative voting system, the voting of directors and supervisors shall be conducted separately, the voting of independent directors and non-independent directors shall be conducted separately.</u></p> <p><del>Appointment of each director candidate and supervisor candidate shall be proposed separately.</del></p>
8	<p><b>Article 32:</b> Notices of the shareholders' general meetings shall be served on the shareholders (whether or not they are entitled to vote at the meetings) by hand or prepaid mail at their addresses registered in the register of shareholders. Notices of shareholders' general meetings to shareholders of the Domestic-Invested Shares may be served by way of public announcements.</p> <p>Public announcements of notices of the shareholder's general meetings specified in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council during 45 days to 50 days prior to the date of the meeting. Upon the publication of such announcements, all shareholders of the Domestic-Invested Shares shall be deemed to have received notices of relevant shareholders' general meetings.</p>	<p><b>Article 32:</b> Notices of the shareholders' general meetings shall be served on the shareholders (whether or not they are entitled to vote at the meetings) by hand or prepaid mail at their addresses registered in the register of shareholders. Notices of shareholders' general meetings to shareholders of the Domestic-Invested Shares may be served by way of public announcements.</p> <p>Public announcements of notices of the shareholder's general meetings specified in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council <del>during 45 days to 50 days prior to the date of the meeting.</del> Upon the publication of such announcements, all shareholders of the Domestic-Invested Shares shall be deemed to have received notices of relevant shareholders' general meetings.</p>

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No.	Original Article	Amended Article
9	<p><b>Article 44:</b> A shareholder (including proxies) shall exercise the voting rights at a shareholders' meeting on the basis of the voting shares he holds. Each share shall carry one vote.</p> <p>The Company's shares held by itself shall not be entitled to exercise voting rights and shall not be calculated in the total voting shares held by the shareholders present at the shareholders' general meeting.</p>	<p><b>Article 44:</b> A shareholder (including proxies) shall exercise the voting rights at a shareholders' meeting on the basis of the voting shares he holds. Each share shall carry one vote <u>except for the election of directors and supervisors that shall adopt the cumulative voting system as prescribed by Article 78 of the Articles of Association. When major matters affecting the interests of small and medium investors are considered at the shareholders' general meeting, votes shall be counted separately for small and medium investors. The results of separate counting of votes shall be publicly disclosed in a timely manner.</u></p> <p>The Company's shares held by itself shall not be entitled to exercise voting rights and shall not be calculated in the total voting shares held by the shareholders present at the shareholders' general meeting.</p>
10	<p><b>Article 70:</b> Written notice of a class shareholders' general meeting of the Company shall be issued 45 days prior to the date of the meeting to all registered shareholders of such class, specifying the matters to be considered at, the place and the date of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days prior to the date of the meeting.</p> <p>If the number of voting shares at such meeting held by shareholders who intend to attend such meeting has reached no less than one half of the total number of voting shares of that class at such meeting, the Company may hold such class shareholders' general meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and approved at, and the date and place of the meeting. The Company may hold the class shareholders' general meeting after such announcement has been made.</p>	<p><del>Article 70: Written notice of a class shareholders' general meeting of the Company shall be issued 45 days prior to the date of the meeting to all registered shareholders of such class, specifying the matters to be considered at, the place and the date of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days prior to the date of the meeting.</del></p> <p><u>Article 70: Written notice period of a class shareholders' general meeting convened by the Company shall be the same as the written notice period of a non-class shareholders' general meeting proposed to be convened on the same date of the class shareholders' general meeting. Written notice shall specify</u>specifying the matters to be considered at, the place and the date of the meeting. <del>Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days prior to the date of the meeting.</del></p> <p><u>If the number of voting shares at such meeting held by shareholders who intend to attend such meeting has reached no less than one half of the total number of voting shares of that class at such meeting, the Company may hold such class shareholders' general meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and approved at, and the date and place of the meeting. The Company may hold the class shareholders' general meeting after such announcement has been made. Provisions otherwise provided by the listing rules of the place(s) in which the shares of the Company are listed shall prevail.</u></p>

Save for the above proposed amendments to the Procedural Rules for the General Meeting, other articles of the Procedural Rules for the General Meeting remain unchanged.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS

Details of the proposed amendments to the Procedural Rules for the Board of Directors are as follows:

No.	Original Article	Amended Article
1	<p><b>Article 9:</b> The notification method and notice period for meetings of the board of directors and extraordinary meetings of the board of directors shall satisfy the following requirements:</p> <ol style="list-style-type: none"> <li>1. if the time and location of a regular meeting of the board of directors have been determined by the board of directors in advance, no notice for such meeting shall be required;</li> <li>2. if the time and location of a regular meeting of the board of directors have not been determined by the board of directors in advance, the Chairman shall notify all directors of the time and location of such meeting via teletype, telegraph, facsimile, courier, registered mail or by hand no less than 10 days (but no more than 30 days) prior to such meeting;</li> <li>3. the notice which shall include the agenda of the meeting of the board of directors and matters to be discussed, shall be in Chinese and may attach an English version (if necessary);</li> </ol> <p style="text-align: center;">.....</p>	<p><b>Article 9:</b> The notification method and notice period for meetings of the board of directors and extraordinary meetings of the board of directors shall satisfy the following requirements:</p> <ol style="list-style-type: none"> <li>1. if the time and location of a regular meeting of the board of directors have been determined by the board of directors in advance, no notice for such meeting shall be required;</li> <li>2. if the time and location of a regular meeting of the board of directors have not been determined by the board of directors in advance, the Chairman shall notify all directors <b><u>and supervisors</u></b> of the time and location of such meeting via teletype, telegraph, facsimile, courier, registered mail or by hand no less than 10 days (but no more than 30 days) prior to such meeting;</li> <li>3. the notice which shall include the agenda of the meeting of the board of directors and matters to be discussed, shall be in Chinese and may attach an English version (if necessary);</li> </ol> <p style="text-align: center;">.....</p>

Save for the above proposed amendments to the Procedural Rules for the Board of Directors, other articles of the Procedural Rules for the Board of Directors remain unchanged.

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## LETTER FROM THE BOARD

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### 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, Wan Chai, 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*