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

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

If you have sold or transferred all your shares in **DATANG INTERNATIONAL POWER GENERATION CO., LTD.**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**大唐国际发电股份有限公司**  
**DATANG INTERNATIONAL POWER GENERATION CO., LTD.**

*(a sino-foreign joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 00991)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE  
AND  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE GENERAL MEETINGS AND  
THE RULES OF PROCEDURE 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 3 to 6 of this circular.

The Company will convene the 2024 AGM, the 2025 first A share class meeting and the 2025 first H share class meeting at 1616 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC on 27 June 2025 (Friday) at 9:30 a.m. in sequence. The Notices of the 2024 AGM, the 2025 first A share class meeting and the 2025 first H share class meeting, as well as the relevant proxy forms have been published by the Company on the same date as the date of this circular.

30 May 2025

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## DEFINITIONS

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

“AGM”	the 2024 annual 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 June 2025 (Friday) at 9:30 a.m. to consider and approve, amongst others, the proposed amendments to the Articles of Association and abolishment of the Supervisory Committee, and proposed amendments to the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors
“Articles of Association”	the articles of association of the Company
“A Share Class Meeting”	the 2025 first A share class 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 June 2025 (Friday), immediately following the conclusion of the AGM, to consider and approve, amongst others, the proposed amendments to the Articles of Association and abolishment of the Supervisory Committee, and proposed amendments to the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors
“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

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## DEFINITIONS

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“H Share Class Meeting”	the 2025 first H share class 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 June 2025 (Friday), immediately following the conclusion of the A Share Class Meeting, to consider and approve, amongst others, the proposed amendments to the Articles of Association and abolishment of the Supervisory Committee, and proposed amendments to the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors
“Notice of the AGM”	the Notice of the AGM issued by the Company to the Shareholders on 30 May 2025
“PRC”	the People’s Republic of China
“Rules of Procedure for the Board of Directors”	the rules of procedure for the board of directors of the Company
“Rules of Procedure for the General Meetings”	the rules of procedure for the shareholders’ general meetings of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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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. Li Kai (*Chairman*)

*Non-executive Directors:*

Mr. Jiang Jianhua

Mr. Tian Dan

Mr. Ma Jixian

Ms. Zhu Mei

Mr. Wang Wennan

Mr. Wang Jianfeng

Mr. Zhao Xianguo

Mr. Jin Shengxiang

Mr. Sun Yongxing

*Office address:*

No. 9 Guangningbo Street

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. Niu Dongxiao

Mr. Zong Wenlong

Mr. Zhao Yi

Mr. Zhu Dahong

Mr. You Yong

30 May 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE  
AND  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE GENERAL MEETINGS AND  
THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

**INTRODUCTION**

References are made to (i) the Company's Notices of the 2024 AGM, the 2025 first A share class meeting and the 2025 first H share class meeting dated 30 May 2025, which set out the time and venue of the AGM, the A Share Class Meeting and the H Share Class Meeting, and contain the resolutions to be put forward at the AGM, the A Share Class Meeting and the H Share Class Meeting for Shareholders' consideration and approval; and (ii) the announcement of the Company dated 30 May 2025 in relation to the proposed amendments to the Articles of Association and abolishment of the Supervisory Committee, and proposed amendments to the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors.

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## LETTER FROM THE BOARD

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

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE, AND PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS AND THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

On 17 February 2023, the State Council (the “**State Council**”) of the People’s Republic of China and the China Securities Regulatory Commission issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) respectively, with effect from 31 March 2023. Accordingly, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on 4 August 1994 and the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21)(《到境外上市公司章程必備條款》(證委發[1994]21號文件)) issued by the State Council Securities Commission and the State Commission for Restructuring the Economic Systems on 27 August 1994 were repealed. Pursuant to the new regulations aforesaid, the Stock Exchange has made consequential amendments to the Rules Governing the Listing of Securities on the Stock Exchange, with effect from 1 August 2023.

In light of the aforementioned amendments to the regulations and in accordance with the provisions of relevant laws, regulations and normative documents, such as the Company Law of the People’s Republic of China (《中華人民共和國公司法》) effective from 1 July 2024, the “Guidelines for Articles of Association of Listed Companies (Revised in March 2025) (《上市公司章程指引(2025年3月修訂)》), the Rules for Shareholders’ General Meetings of Listed Companies (Revised in March 2025) (《上市公司股東會規則(2025年3月修訂)》) and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (Revised in April 2025) (《上海證券交易所股票上市規則(2025年4月修訂)》) as well as regulatory requirements, while taking into account the Company’s actual circumstances, the Company proposes to make certain amendments to the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors. Subject to obtaining shareholders’ approval for the proposed amendments to the Articles of Association, the Company will abolish the Supervisory Committee, with its relevant functions and powers to be exercised by the Audit Committee (審核委員會) of the Board (which will be renamed as the “Audit Committee (審計委員會)” upon completion of the proposed amendments to the Articles of Association). Accordingly, the Rules of Procedure for the Supervisory Committee of the Company and other regulations related to the Supervisory Committee shall be repealed.

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## LETTER FROM THE BOARD

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The proposed amendments to the Articles of Association and abolishment of the Supervisory Committee, and proposed amendments to the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors shall only become effective upon approval by the Shareholders by way of a special resolution at the AGM, the A Share Class Meeting and the H Share Class Meeting, respectively.

For details of the proposed amendments to the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors, please refer to Appendix I, Appendix II and Appendix III to this circular, respectively.

The proposed amendments to the Articles of Association will not undermine the protection of the Shareholders and will not have material impact on measures relating to shareholder protection. In particular, as A Shares and H Shares are regarded as the same class of ordinary shares according to the PRC law and holders of A Shares and H shares shall be no longer regarded as different classes of shareholders, the substantive rights attached to the two types of shares (including voting rights, dividends and asset distribution in case of liquidation) shall be identical. Therefore, the removal of the requirement related to class meeting from the Articles of Association will not undermine the protection of the Shareholders. In addition, given that there are sufficient dispute resolution channels (such as court proceedings in Mainland China and Hong Kong) to enable the Shareholders to exercise their rights under the Articles of Association, the removal of the arbitration provision from the Articles of Association and the abolition of arbitration as the sole means of dispute resolution will not affect the protection of the Shareholders.

In summary, the Board is of the view that the proposed amendments to the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors are in the interests of the Company and its Shareholders as a whole.

### **AGM, A SHARE CLASS MEETING AND H SHARE CLASS MEETING**

The Notices of the AGM, A Share Class Meeting and H Share Class Meeting are published by the Company on the same date as the date of this circular. Proxy forms for use at the AGM and H Share Class Meeting are enclosed with the relevant notices. 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 AGM and H Share Class Meeting.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that each of the proposed resolutions set out in the Notices of the AGM, A Share Class Meeting and H Share Class Meeting 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.

By order of the Board of  
**Datang International Power Generation Co., Ltd.**  
**Sun Yanwen**  
*Joint Company Secretary*



**APPENDIX I                      COMPARISON TABLE OF THE AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION OF DATANG  
INTERNATIONAL POWER GENERATION CO., LTD.**

<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
1	<p><b>Article 1:</b> To protect the legal rights interests of the Company, its shareholders and creditors and to regulate its constitution and activities, these Articles of Association are drawn up in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), “Securities Law of the People’s Republic of China” (the “Securities Law”) and other relevant regulations.</p>	<p><b>Article 1:</b> To protect the legal rights interests of the Company, its shareholders, <b>its employees,</b> and creditors and to regulate its constitution and activities, these Articles of Association are drawn up in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), “Securities Law of the People’s Republic of China” (the “Securities Law”) and other relevant <b>laws, regulations, and regulatory documents.</b></p>
2	<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 unified social credit code is 91110000100017336T.</p>	<p><b>Article 2:</b> The Company is a joint stock limited company established in accordance with the “Company Law<del> of the People’s Republic of China</del>” (the <del>“Company Law”</del>) and the <del>“Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stock by Joint Stock Limited”</del> (the <del>“Special Provisions”</del>) 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 unified social credit code is 91110000100017336T.</p>

**APPENDIX I                      COMPARISON TABLE OF THE AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION OF DATANG  
INTERNATIONAL POWER GENERATION CO., LTD.**

<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
	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”).	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”).
3	<b>Article 5:</b> The Chairman will hold the office of the legal representative of the Company.	<p><b>Article 5:</b> The Chairman <b>will be the director representing the Company in the performance of its affairs and</b> will hold the office of the legal representative of the Company. <b>Resignation of the Chairman shall be deemed as a simultaneous resignation from the position of legal representative. In the event that the legal representative resigns, the Company shall determine a new legal representative within thirty days from the date of such resignation.</b></p> <p><b>Civil acts carried out by the legal representative in the name of the Company shall have legal consequences borne by the Company.</b></p> <p><b>Any restriction on the powers of the legal representative imposed by these Articles of Association or by the shareholders’ general meeting shall not be enforceable against any bona fide counterparty.</b></p> <p><b>If the legal representative causes damage to others in the course of performing duties, the Company shall bear civil liability. Upon assuming such liability, the Company may seek compensation from the legal representative at fault in accordance with the law or the provisions of these Articles of Association.</b></p>

**APPENDIX I                      COMPARISON TABLE OF THE AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION OF DATANG  
INTERNATIONAL POWER GENERATION CO., LTD.**

No.	Before amendments	After amendments
4	<p><b>Article 7:</b> The Articles of Association of the Company takes effect from the date of approval by the company approval authority.</p> <p>Upon its effective date, the Articles of Association become a legally binding document which regulates the constitution and activities of the Company, the rights and obligations between the Company and its shareholders, and the rights and obligations among its shareholders.</p>	<p><b>Article 7:</b> The Articles of Association of the Company takes effect from the date <del>of on which approval by the company approval authority</del> <b>the special resolution is passed at the shareholders’ general meeting of the Company.</b></p> <p>Upon its effective date, the Articles of Association become a legally binding document which regulates the constitution and activities of the Company, the rights and obligations between the Company and its shareholders, and the rights and obligations among its shareholders.</p>
5	<p><b>Article 8:</b> The Articles of Association are binding upon the Company and its shareholders, directors, supervisors, manager and other senior management. Any of the aforesaid persons may bring a claim concerning the affairs of the Company in accordance of these Articles.</p> <p>In accordance with the Articles of Association, shareholders may bring actions against the Company and vice versa, and shareholders may bring actions against each other or against the directors, supervisors, manager and other senior management of the Company.</p> <p>The “actions” in the preceding paragraph include court proceedings and arbitration proceedings.</p>	<p><b>Article 8:</b> The Articles of Association are <b>legally</b> binding upon the Company and its shareholders, directors, <del>supervisors, manager and other</del> senior management. <del>Any of the aforesaid persons may bring a claim concerning the affairs of the Company in accordance of these Articles.</del></p> <p><del>In accordance with the Articles of Association, shareholders may bring actions against the Company and vice versa, and shareholders may bring actions against each other or against the directors, supervisors, manager and other senior management of the Company.</del></p> <p><b>Pursuant to these Articles of Association, a shareholder may bring actions against another shareholder; a shareholder may bring actions against the directors or senior management of the Company; a shareholder may bring actions against the Company; and the Company may bring actions against its shareholders, directors or senior management.</b></p> <p><del>The “actions” in the preceding paragraph include court proceedings and arbitration proceedings.</del></p>

APPENDIX I	COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF DATANG INTERNATIONAL POWER GENERATION CO., LTD.
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No.	Before amendments	After amendments
6	<p><b>Article 9:</b> The total assets of the Company are divided into equal shares. Shareholders shall be liable towards the Company to the extent of the shares they respectively subscribed. The Company shall be liable for its debts to the extent of all of its assets.</p> <p>The Company may invest in other limited liability companies or joint stock limited companies. The Company shall be liable towards the companies which it invests in to the extent of its respective amount of investment.</p>	<p><del>Article 9:</del> <del>The total assets of the Company are divided into equal shares.</del> Shareholders shall be liable towards the Company to the extent of the shares they respectively subscribed. The Company shall be liable for its debts to the extent of all of its <del>assets</del><b>property</b>.</p> <p>The Company may invest in other <del>limited liability companies or joint stock limited companies.</del> <del>The Company shall be liable towards the companies which it invests in to the extent of its respective amount of investment.</del> <b>Where the laws prohibit the Company from becoming as a capital contributor that assumes joint and several liability for the debts of the companies in which it invests, such provisions shall prevail.</b></p>
7	<p><b>Article 13:</b> The Company will have ordinary shares at all times. Subject to the approval by the company approval authority authorized by the State Council, the Company may have other classes of shares depending on its needs.</p>	<p><del>Article 13:</del> The Company will have ordinary shares<del> at all times.</del> Subject to the <del>approval by the company approval authority</del> <del>authorized by the State Council,</del> <b>authorized by laws, administrative regulations, and the relevant provisions of the securities regulatory authority of the State Council and other regulatory authorities,</b> the Company may <del>have</del> <b>issue</b> other classes of shares depending on its needs.</p>
8	<p><b>Article 14:</b> The issue of shares of the Company shall be transparent, equal and fair. Every share of the same class shall have the same rights.</p>	<p><b>Article 14:</b> The issue of shares of the Company shall be transparent, equal and fair. Every share of the same class shall have the same rights. <b>Shares of the same class issued in the same offering shall be issued on identical terms and at the same price per share; each subscriber shall pay the same amount per share for the shares subscribed.</b></p>

**APPENDIX I                      COMPARISON TABLE OF THE AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION OF DATANG  
INTERNATIONAL POWER GENERATION CO., LTD.**

No.	Before amendments	After amendments
9	<p><b>Article 16:</b> Subject to the approval by the securities regulatory authority of the State Council, the Company may issue shares to both domestic and overseas investors.</p> <p>Overseas investors specified in the preceding paragraph shall refer to investors from foreign counties, Hong Kong, Macau or Taiwan who subscribe issued shares of the Company; while domestic investors shall refer to investors subscribing the issued shares of the Company, who are from the PRC (excluding those from Hong Kong, Macau or Taiwan).</p>	<p><del>Article 16: Subject to the approval by the securities regulatory authority of the State Council,</del> The Company may issue shares to both domestic and overseas investors <b>in accordance with laws, but shall register or file such issuance with the securities regulatory authority of the State Council or the authority authorised by the State Council in accordance with the regulations.</b></p> <p>Overseas investors specified in the preceding paragraph shall refer to investors from foreign counties, Hong Kong, Macau or Taiwan who subscribe issued shares of the Company; while domestic investors shall refer to investors subscribing the issued shares of the Company, who are from the PRC (excluding those from Hong Kong, Macau or Taiwan).</p>
10	<p><b>Article 17:</b> Shares which are issued by the Company to domestic investors and subscribed in Renminbi shall be called as the Domestic-Invested Shares. Shares which are issued by the Company to overseas investors and subscribed in foreign currency(ies) shall be called as the Foreign-Invested Shares. The Foreign-Invested Shares which are listed overseas shall be called as the Overseas-Listed Foreign-Invested Shares.</p>	<p><b>Article 17:</b> Shares which are issued by the Company to domestic investors and subscribed in Renminbi shall be called as the Domestic-Invested Shares. Shares which are issued by the Company to overseas investors and subscribed in foreign currency(ies) <b>or RMB</b> shall be called as the Foreign-Invested Shares. The Foreign-Invested Shares which are listed overseas shall be called as the Overseas-Listed Foreign-Invested Shares.</p> <p><b>Unless otherwise provided by applicable laws, regulations and/or the listing rules of the place(s) where the Company's shares are listed, Domestic-Invested Shares and Foreign-Invested Shares shall not be deemed to be different classes of shares.</b></p>

**APPENDIX I                      COMPARISON TABLE OF THE AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION OF DATANG  
INTERNATIONAL POWER GENERATION CO., LTD.**

No.	Before amendments	After amendments
11	<p><b>Article 19:</b></p> <p>...</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>	<p><b>Article 19:</b></p> <p>...</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 <b>being registered or filed with the being</b> <del>approved by the company approval authority</del> <b>securities regulatory authority of the State Council or departments</b> authorised by the State Council.</p>
12	<p><b>Article 20:</b> Upon the plan for the issue of the Overseas-Listed Foreign-Invested Shares and the Domestic-Invested Shares by the Company being approved by the securities regulatory authority of the State Council, the board of directors of the Company may implement relevant arrangement for the respective issue thereof.</p> <p>The Company may implement its proposal to issue the Overseas-Listed Foreign-Invested Shares and the Domestic-Invested Shares respectively pursuant to the preceding paragraph within 15 months from the date of approval by the securities regulatory authority of the State Council.</p> <p><b>Article 21:</b> Where the Company respectively issues the Overseas-Listed Foreign-Invested Shares and the Domestic-Invested Shares within the total amount of shares fixed by its plan for the issue of shares, the Company shall issue the Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares in full in one issue respectively. Under special circumstances where it is not possible for the Company to issue such shares in full in one issue respectively, subject to the approval by the securities regulatory authority of the State Council, such Overseas-Listed Foreign Invested Shares and Domestic-Invested shares may be issued respectively for subscription in several issues.</p>	<p><b>Delete Articles 20 and 21.</b></p>

**APPENDIX I                      COMPARISON TABLE OF THE AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION OF DATANG  
INTERNATIONAL POWER GENERATION CO., LTD.**

No.	Before amendments	After amendments
13	<p><b>Article 23:</b> The Company may, depending on the needs of its operation and development and in accordance with relevant provisions contained in the Articles of the Company, increase its capital, and shall conduct relevant formalities in accordance with the procedures specified by the relevant laws and administrative regulations of the State.</p> <p>The Company may increase its capital in any of the following manners:</p> <ol style="list-style-type: none"> <li>1. issuing new shares for subscription to non-specified investors;</li> <li>2. issuing rights to existing shareholders to subscribe for new shares;</li> <li>3. issuing bonus shares to existing shareholders;</li> <li>4. converting its common reserve fund to share capital;</li> <li>5. converting its registered external debts to share capital;</li> <li>6. other manners permitted under laws, administrative regulations and approved by China Securities Regulatory Commission.</li> </ol>	<p><b>Article 21:</b> The Company may, depending on the needs of its operation and development and in accordance with <del>relevant provisions contained in the Articles of the Company</del> <b>the provisions under the laws and regulations, adopt any of the following manners to increase its capital, and shall conduct relevant formalities in accordance with the procedures specified by the relevant laws and administrative regulations of the State. by way of resolution at the shareholders' general meeting:</b></p> <p><del>The Company may increase its capital in any of the following manners:</del></p> <ol style="list-style-type: none"> <li>1. <del>issuing new shares for subscription to non-specified investors</del> <b>issuing shares to non-specified subscribers;</b></li> <li>2. <del>issuing rights to existing shareholders to subscribe for new shares</del> <b>issuing shares to specific subscribers;</b></li> <li>3. issuing bonus shares to existing shareholders;</li> <li>4. converting its common reserve fund to share capital;</li> <li>5. converting its registered external debts to share capital;</li> <li>6. other manners permitted under laws, administrative regulations and <del>approved</del> <b>stipulated</b> by China Securities Regulatory Commission (<b>hereinafter referred to as the CSRC</b>).</li> </ol> <p><b>When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive subscription rights, unless otherwise provided in these Articles of Association or determined by resolution of the shareholders' general meeting that shareholders shall be entitled to such pre-emptive subscription rights.</b></p> <p><b>When increasing its registered capital, the Company shall, in accordance with the law, file for registration of change with the company registration authority.</b></p>



**APPENDIX I                      COMPARISON TABLE OF THE AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION OF DATANG  
INTERNATIONAL POWER GENERATION CO., LTD.**

No.	Before amendments	After amendments
14	<b>Article 24:</b> Unless it is otherwise provided in laws and administrative regulations, shares of the Company may be freely transferred without any lien.	<del>Article 22: Unless it is otherwise provided in laws and administrative regulations, shares of the Company may be freely transferred without any lien.</del> <b>The shares of the Company shall be transferred in accordance with the law.</b>
15	<b>Article 25:</b> The Company shall not accept any pledge with its own shares as the subject.	<b>Article 23:</b> The Company shall not accept <del>any pledge with</del> its own shares as the subject <b>of a pledge.</b>
16	<b>Article 26:</b> Directors, supervisors and senior management of the Company shall report to the Company their shareholding in the Company and any change thereof. The number of shares which a director, supervisor or senior management may transfer every year during his term of office shall not exceed 25% of the total number of the Company's shares he holds; and the shares of the Company he holds are not transferable within one year commencing from the date on which the shares of the Company are listed and traded on a securities exchange. The aforesaid persons shall not transfer their shares in the Company within half year after they leave office.	<b>Article 24: Shares issued by the Company prior to its public offering shall not be transferred within one year from the date on which the Company's shares are listed and traded on a stock exchange. Where laws, administrative regulations or the securities regulatory authority of the State Council provide otherwise in respect of the transfer of the Company's shares held by the shareholders or actual controller of the Company, such provisions shall prevail.</b>  Directors, <del>—supervisors</del> and senior management of the Company shall report to the Company their shareholding in the Company and any change thereof. The number of shares which a director, supervisor or senior management may transfer every year during his term of office <b>as determined at the time of taking office</b> shall not exceed 25% of the total number of the Company's shares <b>of the same class</b> he holds; and the shares of the Company he holds are not transferable within one year commencing from the date on which the shares of the Company are listed and traded on a securities exchange. The aforesaid persons shall not transfer their shares in the Company within half year after they leave office.  <b>Where shares are pledged during the period of restriction on transfer as stipulated by laws or administrative regulations, the pledgee shall not exercise the pledge right during such period of restriction on transfer.</b>



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No.	Before amendments	After amendments
17	<p><b>Article 27:</b> Where the Company's shares held by the directors, supervisors, senior management and any shareholder holding no less than 5% of the total shares of the Company are sold by such persons within six months after its buying-in by the same or purchased within six months after its sale by such persons, the yield thereupon shall belong to the Company and the board of directors shall forfeit all such yield. Where a securities company as the underwriter purchases all the unsold shares and therefore exceeds the 5% possession limit, it is exempt from the six-months' restriction when it resells the shares.</p> <p>Where the board of directors fails to comply with the provisions of the preceding paragraph, shareholders have the right to request the board of directors to enforce such provisions within 30 days. Where the board of directors fails to enforce such provisions within the aforesaid time limit, shareholders shall be entitled to initiate legal proceedings in their own names in the people's court in the interests of the Company.</p> <p>Where the board of directors fails to comply with the first paragraph of this Article, the responsible directors shall bear joint and several liabilities.</p>	<p><b>Article 25:</b> Where the Company's shares <b>or other equity-based securities</b> held by the directors,<del>—supervisors,</del> senior management and any shareholder holding no less than 5% of the total shares of the Company are sold by such persons within six months after its buying-in by the same or purchased within six months after its sale by such persons, the yield thereupon shall belong to the Company and the board of directors shall forfeit all such yield.<del>—Where, except where</del> a securities company as the underwriter purchases all the unsold shares and therefore exceeds the 5% possession limit, <del>it is exempt from the six-months' restriction when it resells the shares</del><b>or in other circumstances as prescribed by the CSRC.</b></p> <p><b>The shares or other equity-based securities held by the directors, senior management or natural person shareholders referred to in the preceding paragraph shall include such shares or other equity-based securities as held by their spouses, parents, and children, as well as those held through accounts in the names of others.</b></p> <p>Where the board of directors fails to comply with the provisions of the <del>preceeding</del><b>first</b> paragraph, shareholders have the right to request the board of directors to enforce such provisions within 30 days. Where the board of directors fails to enforce such provisions within the aforesaid time limit, shareholders shall be entitled to <b>directly</b> initiate legal proceedings in their own names in the people's court in the interests of the Company.</p> <p>Where the board of directors fails to comply with the first paragraph of this Article, the responsible directors shall bear joint and several liabilities.</p>

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18	<b>Article 28:</b> Subject to relevant laws and administrative regulations of the State, the Company may reduce its registered capital in accordance with its Articles of Association.	<del>Article 26: Subject to relevant laws and administrative regulations of the State,</del> <del>†The Company may reduce its registered capital in accordance with its Articles of Association.</del> <b>Any reduction of the Company's registered capital shall be carried out in accordance with the Company Law, other relevant regulations, and the procedures stipulated in these Articles of Association.</b>
19	<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 45 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 27:</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 <b>at the shareholders' general meeting</b>, and make relevant announcement <del>for at least three times</del> within 30 days in any one of the nationwide economic or securities related newspapers <b>or on the National Enterprise Credit Information Publicity System</b>. Creditors of the Company shall, within 30 days after their respective receipt of such notice or within 45 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><b>The Company shall reduce contributed amounts or shares according to shareholding ratios of shareholders when reducing its registered capital, except as otherwise prescribed by laws or these Articles of Association.</b></p> <p><del>Registered capital of the Company after reduction shall not be less than the minimum amount required by laws.</del></p>

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No.	Before amendments	After amendments
20	–	<p><b>Article 28:</b> Where the Company continues to incur losses after making up for losses in accordance with item (1) of paragraph 6 of Article 163 of these Articles of Association, it may reduce its registered capital to cover such losses. In the case of reduction in its registered capital to cover losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share monies.</p> <p>The provisions of paragraph 2 of Article 27 of these Articles of Association shall not apply to a reduction of registered capital pursuant to the preceding paragraph, except that the Company shall make an announcement in any national economic or securities newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date on which the resolution to reduce registered capital is passed at the shareholders' general meeting.</p> <p>Where the Company reduces its registered capital in accordance with the preceding two paragraphs, it shall not distribute profits until the aggregate amount of the statutory reserve and discretionary reserve reaches 50% of the Company's registered capital.</p> <p><b>Article 29:</b> Where the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return any funds they have received, and any reduction or exemption of capital contributions by shareholders shall be restored to the original state; if losses are incurred by the Company, the shareholders and the responsible directors or senior management shall bear liability for compensation.</p> <p><b>Article 30:</b> The Company shall, when reducing its registered capital, apply for registration of change with the company registration authority in accordance with the law.</p>

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No.	Before amendments	After amendments
21	<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. using the shares for the purpose of employee stock ownership plans or as equity incentive;</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. using the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</li> <li>6. where it is necessary to safeguard the value of the Company and the rights and interests of its shareholders;</li> <li>7. other circumstances as permitted under laws and administrative regulations.</li> </ol>	<p><b>Article 31:</b> <del>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:</del> <b>The Company shall not acquire its own shares, except under any of the following circumstances:</b></p> <ol style="list-style-type: none"> <li>1. <del>cancellation of shares for the purpose of reducing the Company's</del> <b>registered</b> capital;</li> <li>2. merging with other companies holding shares of the Company;</li> <li>3. using the shares for the purpose of employee stock ownership plans or as equity incentive;</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. using the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</li> <li>6. where it is necessary to safeguard the value of the Company and the rights and interests of its shareholders;</li> <li>7. other circumstances as permitted under laws and administrative regulations.</li> </ol>

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	<p>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.</p> <p>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.</p>	<p><b>The circumstance referred to in item 6 of the preceding paragraph shall meet one of the following conditions:</b></p> <p><b>(1) The closing price of the Company's shares is lower than the most recent net asset value per share;</b></p> <p><b>(2) The cumulative decrease in the closing price of the Company's shares reaches 20% over twenty consecutive trading days;</b></p> <p><b>(3) The closing price of the Company's shares is lower than 50% of the highest closing price of the shares in the past year;</b></p> <p><b>(4) Other conditions prescribed by the CSRC.</b></p> <p>Repurchase of shares of the Company under the circumstance set forth in item 1 or 2 of the <del>preceding</del><b>first</b> 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 <del>preceding</del><b>first</b> 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.</p> <p><b>The Company may acquire its own shares through public centralized trading or other means permitted by laws, administrative regulations and as approved by the CSRC. However, if the acquisition of the shares of the Company is made under the circumstances specified in items 3, 5 or 6 of the first paragraph, the Company shall conduct public centralized trading.</b></p> <p>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.</p>

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22	<p><b>Article 31:</b> The Company may, subject to the approval from the relevant governing authorities of the State, repurchase its own shares through any of the following methods:</p> <ol style="list-style-type: none"> <li>1. a general offer to all shareholders to repurchase their shares in the same ratio;</li> <li>2. public trading on a securities exchange;</li> <li>3. an off-market contract outside the securities exchange(s);</li> <li>4. other means approved by China Securities Regulatory Commission.</li> </ol> <p><b>Article 32:</b> Where the Company repurchases its own shares through off-market contracts outside the securities exchange(s), it shall seek prior approval granted by its shareholders' general meeting in accordance with the Articles of Association. The Company may terminate or vary a contract so entered into by the Company or waive its rights thereunder with prior approval granted by its shareholders' general meeting in the same manner as above.</p> <p>The off-market contract as referred to in the preceding paragraph includes, but without limitation, an agreement to become obliged to repurchase and to acquire the right to repurchase shares.</p> <p>The Company shall not assign the contracts for repurchasing its own shares or any of its rights thereunder.</p>	<p><b>Delete Articles 31 and 32.</b></p>

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23	<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>For the shares repurchased by the Company in accordance with 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.</p> <p>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.</p>	<p><del><b>Article 32:</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.</del></p> <p><del>The Company's registered capital shall be reduced by the total amount of par value of the shares cancelled.</del></p> <p>For the shares repurchased by the Company in accordance with the first paragraph of the Article 30<del>31</del>, 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.</p> <p>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.</p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
24	<p><b>Article 34:</b> Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to the repurchase of its own issued and outstanding shares:</p> <p>1. where the Company repurchases its shares at par value, payment shall be made out of the book surplus distributable profits of the Company and out of the proceeds from any issue of new shares made for the purpose of the repurchase;</p> <p>2. where the Company repurchases its shares at a premium to the par value, payment up to their par value may be made out of the book surplus distributable profits of the Company and the proceeds from any issue of new shares made for the purpose of the repurchase. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>(1) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;</p>	<p><b>Delete Article 34.</b></p>



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	<p>(2) if the shares being repurchased were issued at a premium to the par value, payment shall be made out of the book surplus distributable profits of the Company and the proceeds from the issue of new shares made for the purpose of the repurchase, provided however that the amount paid out of such proceeds shall neither exceed the aggregate of the premiums received by the Company on the issue of the shares repurchased nor the current amount of the capital reserve fund account of the Company (including the premiums on the new issues) at the time of the repurchase;</p> <p>3. Payment by the Company in consideration for the following purposes shall be made out of the Company's distributable profits:</p> <p>(1) the acquisition of rights to repurchase shares;</p> <p>(2) the variation of any contract to repurchase shares;</p> <p>(3) the release of any obligations under a contract to repurchase shares;</p> <p>4. after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with relevant regulations, the amount deducted from the distributable profits for paying up the par value portion of the repurchased shares shall be transferred to the Company's capital reserve fund account.</p>	

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25	<p><b>Article 35:</b> The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to a person who acquires or proposes to acquire shares in the Company. This includes any person who directly or indirectly incurs obligations as a result of acquiring shares in the Company.</p> <p>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to the aforesaid obligors for the purposes of reducing or discharging the aforesaid obligations assumed by such obligors.</p> <p>This Article shall not apply to the circumstances specified in Article 37 of this Chapter.</p>	<p><del>Article 33:</del> <del>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to a person who acquires or proposes to acquire shares in the Company. This includes any person who directly or indirectly incurs obligations as a result of acquiring shares in the Company.</del></p> <p><del>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to the aforesaid obligors for the purposes of reducing or discharging the aforesaid obligations assumed by such obligors.</del></p> <p><del>This Article shall not apply to the circumstances specified in Article 37 of this Chapter.</del></p> <p><b>Neither the Company nor any of its subsidiaries (including its affiliated enterprises) shall provide financial assistance in any form, including by way of gift, advance, guarantee, or loan, for others to acquire shares in the Company or its parent company, except for the implementation of an employee share scheme by the Company.</b></p> <p><b>For the benefit of the Company, and subject to a resolution of the shareholders' general meeting or a resolution of the board of directors made pursuant to an authorisation granted by the shareholders' general meeting, the Company may provide financial assistance for others to acquire shares in the Company or its parent company. However, the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital of the Company, and the resolution of the board of directors shall be passed by not less than two-thirds of all directors.</b></p> <p><b>Any director or senior management who is responsible for a breach of the provisions of the foregoing two paragraphs which causes losses to the Company shall be liable for compensation.</b></p>

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26	<p><b>Article 36:</b> “Financial Assistance” referred to in this Chapter includes (but without limitation to) the following:</p> <p>1. assistance given by way of gift;</p> <p>2. assistance given by way of security (including the provision of any undertaking or property to secure the performance of obligations by the obligor) or indemnity (other than an indemnity resulting from the Company’s own default) or by way of release or waiver of rights;</p> <p>3. assistance given by way of a loan; or by way of entering into a contract under which the Company needs to perform its obligations ahead of the other contracting parties; changing the contractual parties of such loan or contract, or assigning the rights under such loan or contract;</p> <p>4. assistance given by the Company in any other manner when the Company is insolvent or has no net assets or where its net assets would thereby be reduced to a material extent.</p> <p>“Incurring obligations” includes incurring an obligation by entering into a contract or arrangement (whether or not such contract or arrangement is enforceable, and whether or not such obligation is borne by itself or jointly with any other person), or by changing one’s financial condition by any other means.</p>	<p><b>Delete Articles 36 and 37.</b></p>

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	<p><b>Article 37:</b> The following activities shall not be deemed to be those prohibited by Article 35 of this Chapter:</p> <p>1. the financial assistance is given by the Company in good faith in the interests of the Company, and the major purpose of giving such financial assistance is not for the acquisition of shares in the Company, or the giving of such financial assistance is incidental to some broader objective of the Company;</p> <p>2. the lawful distribution of the Company's assets by way of dividends;</p> <p>3. the distribution of dividends in the form of shares;</p> <p>4. the reduction of the registered capital, the repurchase of shares or the reorganisation of the share holding structure of the Company effected in accordance with the Company's Articles of Association;</p> <p>5. the provision of loans within its business scope for its normal business activities (provided however, that the net assets of the Company shall not thereby be reduced or that, if the assets are thereby reduced, such financial assistance is made out of the distributable profits of the Company);</p> <p>6. contributions made by the Company to the employee share schemes (provided however, that the net assets of the Company shall not thereby be reduced or that, if the assets are thereby reduced, such financial assistance is made out of the distributable profits of the Company).</p>	

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27	<p><b>Article 38:</b> The Company's share certificates shall be in registered form.</p> <p>Matters that shall be specified in the Company's share certificates shall include those needed to be specified as required by the Company Law and the securities exchange(s) where the Company's shares are listed.</p>	<p><b>Article 34:</b> The Company's <b>issued</b> share certificates shall be <del>in</del> registered <del>form</del>shares. <b>Shares may be issued in paper form or in such other form as prescribed by the securities regulatory authority under the State Council. Where shares are issued in paper form, the share certificate shall specify the following principal particulars:</b></p> <ol style="list-style-type: none"> <li><b>1. the name of the Company;</b></li> <li><b>2. the date of incorporation of the Company or the date of issue of the shares;</b></li> <li><b>3. the class of shares, their par value and the number of shares represented; in the case of shares without par value, the number of shares represented by the certificate;</b></li> <li><b>4. the serial number of the share certificate;</b></li> <li><b>5. the signature of the legal representative and the seal of the Company.</b></li> <li><b>6. other</b> <del>M</del>matters that shall be specified <del>in the Company's share certificates shall include those needed to be specified as required by the Company Law and the securities exchange(s) where the Company's shares are listed.</del></li> </ol>
28	<p><b>Article 39:</b> Share certificates shall be signed by the Chairman of the Company. Where the signatures of other senior management of the Company are required by the securities exchange(s) where the Company's shares are listed, the share certificates shall also be signed by such other relevant senior management. The share certificates of the Company shall take effect immediately upon the Company's seal being affixed or printed thereon. The affixture of the Company's seal shall be authorized by the board of directors. The signatures of the Chairman or other relevant senior management appearing on the share certificates may also be printed.</p>	<p><b>Delete Article 39.</b></p>

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29	<p><b>Article 40:</b> The Company shall maintain the register of shareholders and register the following particulars:</p> <ol style="list-style-type: none"> <li>1. the name, address (domicile), occupation or nature of each shareholder;</li> <li>2. the class and number of shares held by each shareholder;</li> <li>3. the amount paid or payable for the shares held by each shareholder;</li> <li>4. the serial number of the shares held by each shareholder;</li> <li>5. the date on which each person obtains the share(s) and the date on which each person is registered as a shareholder;</li> <li>6. the date on which any person ceased to be a shareholder.</li> </ol> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence proving each shareholder's shareholdings in the Company.</p>	<p><b>Article 35: The Company shall establish a register of shareholders based on the records provided by the securities registration institution. The register of shareholders shall constitute conclusive evidence of the shareholders' ownership of the Company's shares.</b> <del>The Company shall maintain the register of shareholders and registers the following particulars:</del></p> <ol style="list-style-type: none"> <li>1. the name, address <del>(or domicile), occupation or nature of</del> each shareholder;</li> <li>2. the class and number of shares held <b>subscribed</b> by each shareholder;</li> <li><del>3. the amount paid or payable for the shares held by each shareholder;</del></li> <li><del>4.</del><b>3.</b> the serial number of the shares <b>certificates</b> held by each shareholder <b>in the case of share certificates issued in paper form;</b></li> <li><del>5.</del><b>4.</b> the date on which each person <b>shareholder</b> obtains the share(s) <del>and the date on which each person is registered as a shareholder;</del></li> <li><del>6. the date on which any person ceased to be a shareholder.</del></li> </ol> <p><del>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence proving each shareholder's shareholdings in the Company.</del></p>

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30	<p><b>Article 41:</b> The Company may, in accordance with the understanding or agreements between the securities regulatory authority of the State Council and the overseas securities regulatory organizations, maintain the register of shareholders of the Overseas- Listed Foreign-Invested Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders of the Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>Duplicate of the register of shareholders of the Overseas-Listed Foreign-Invested Shares shall be maintained at the domicile of the Company. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of such register of shareholders.</p> <p>If there is any inconsistency between the original and the duplicate of the register of shareholders of the Overseas-Listed Foreign-Invested Shares, the original shall prevail.</p> <p><b>Article 42:</b> The Company shall maintain a complete set of register of shareholders.</p> <p>A set of register of shareholders shall include the followings:</p> <ol style="list-style-type: none"> <li>1. the register of shareholders maintained at the Company's domicile (other than those as described in items 2 and 3 of this Article);</li> <li>2. the register of shareholders of the Overseas-Listed Foreign-Invested Shares maintained at the place where the overseas securities exchange(s) on which such shares are listed are located;</li> <li>3. the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of the listing of the Company's shares. Each part of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of a register of shareholder shall, during the existence of that registration, be registered in any other part of the register of shareholders.</li> </ol>	<p><b>Delete Articles 41, 42 and 43.</b></p>

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	<p><b>Article 43:</b> All fully paid Overseas-Listed Foreign-Invested Shares listed in Hong Kong and London may be transferred freely in accordance with these Articles. However, the board of directors may refuse to recognise any instrument of transfer without stating any reasons unless the following conditions are satisfied:</p> <p>1. the instrument of transfer only involves the Overseas-Listed Foreign-Invested Shares listed in Hong Kong and London;</p> <p>2. the stamp duty (if any) required for the instrument of transfer has been paid in full;</p> <p>3. the relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the right to transfer such shares shall be provided;</p> <p>4. if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four;</p> <p>5. the Company does not have any lien on the relevant shares.</p> <p>Revision or correction of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.</p>	



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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
	<p>None of the shares of the Company may be transferred to juveniles, persons who are mentally incompetent, or persons who are not legally eligible.</p> <p>If all or any part of the shares are listed in a jurisdiction or traded in relevant securities exchange(s) of a jurisdiction, the board of directors may, charge fees in respect of the registration of a transfer relating to or affecting the title to any shares, or fees in respect of the registration of any will, administration of estate, power of attorney, death or marriage certificate, letter of authorization, notice or other document relating to or affecting the title to any shares, provided however, that such fees shall not exceed the corresponding maximum amount prescribed or permitted from time to time by any relevant securities exchange(s) or regulatory authorities in that jurisdiction.</p>	
31	<p><b>Article 46:</b> Any person who objects to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for the correction of the register of shareholders.</p>	<p><b>Delete Articles 46, 47, 48 and 49.</b></p>

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No.	Before amendments	After amendments
	<p><b>Article 47:</b> If any shareholder whose name is registered in the register of shareholders or any person who requests to have his name registered in the register of shareholders has lost his share certificates (the “Original Certificates”), he may apply to the Company for issuing new share certificates in respect of such shares (the “Relevant Shares”). A shareholder of the Domestic-Invested Shares who has lost his share certificates may apply for the issue of new share certificates in accordance with the Company Law. A shareholder of the Overseas-Listed Foreign-Invested Shares who has lost his share certificates may apply for the issue of new share certificates in accordance with laws, securities exchange rules and other relevant regulations of the place where the original register of shareholders in relation to such Overseas-Listed Foreign-Invested Shares is maintained. The issue of new share certificates where a shareholder of the Overseas-Listed Foreign-Invested Shares has lost his share certificate and apply for the issue of new ones shall fulfil the following requirements:</p> <p>1. the applicant shall submit an application in standard form prescribed by the Company together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason for submitting the application, the circumstances under which the share certificates are lost and relevant supporting evidence, and a declaration that no other person may register as a shareholder in respect of the Relevant Shares.</p>	

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	<p>2. prior to the determination of the Company to issue new share certificates, no declaration made by any person other than the applicant has been received by the Company for registration as a shareholder of the Relevant Shares.</p> <p>3. if the Company determines to issue new share certificates to the applicant, it shall make an announcement on its issue of new certificates in the newspaper designated by the board of directors. The period for such announcement shall be 90 days and such announcement shall be published at least once in every 30 days.</p> <p>4. prior to publishing the announcement on the issue of new share certificates, the Company shall submit a copy of such announcement to the securities exchange(s) where its shares are listed and which is in the place where the register of shareholders of such shares is maintained. The announcement may be published upon the reply of such securities exchange(s) confirming that the said announcement has been exhibited in such securities exchange(s). The term for exhibiting such announcement in such securities exchange shall be 90 days. If the application for issuing new certificates has not been approved by the shareholder of the Relevant Shares as registered in the register of shareholders, the Company shall deliver by mail to that shareholder a copy of the announcement to be published.</p>	

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	<p>5. upon the expiry of the 90-day period for the publication and exhibition of the announcement as specified in items 3 and 4 above, if no objection has been received by the Company from any person against the issue of new share certificates, new share certificates shall be issued to the applicant based on his application.</p> <p>6. where the Company issues new share certificates pursuant to this Article, it shall forthwith cancel the Original Certificates and make such entry in the register of shareholders in order to record such cancellation and issue.</p> <p>7. all costs relating to the cancellation of the Original Certificates and the issue of new share certificates by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant can provide reasonable securities.</p> <p><b>Article 48:</b> After the Company issues new share certificates as replacement in accordance with the Articles of the Company, the names of the bona fide purchasers who obtain the aforesaid new share certificates or the shareholders who are subsequently registered as the owners of such shares (if they are bona fide purchasers) shall not be deleted from the register of shareholders.</p> <p><b>Article 49:</b> The Company shall assume no obligation to compensate those who suffer losses due to the Company's cancellation of the Original Certificates or the issue of new share certificates as replacement, unless such persons are able to prove fraud on the part of the Company.</p>	

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
32	<p><b>Article 50:</b> A shareholder of the Company is a person who lawfully holds shares of the Company and has its/his name registered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations in accordance with the class and number of shares he holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p>	<p><b>Article 38:</b> A shareholder of the Company is a person who lawfully holds shares of the Company and has its/his name registered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations in accordance with the class <del>and number of</del> shares he holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p>
33	<p><b>Article 51:</b> Each shareholder of the ordinary shares of the Company shall enjoy the following rights:</p> <p>1. the rights to receive share dividends and other distributions in proportion to the number of shares held;</p> <p>2. the rights to require, convene, preside over, attend or appoint proxy(ies) in accordance with laws to attend shareholders' general meetings and exercising relevant voting power;</p> <p>3. the rights to supervise and manage the business operation of the Company and to make suggestions or inquiries;</p>	<p><b>Article 39:</b> Each shareholder of the ordinary shares of the Company shall enjoy the following rights:</p> <p>1. the rights to receive share dividends and other distributions in proportion to the number of shares held;</p> <p>2. the rights to require <b>the holding of</b>, convene, preside over, attend or appoint proxy(ies) in accordance with laws to attend shareholders' general meetings, <b>speak at such shareholders' general meeting</b>, and exercising relevant voting power <b>(except where individual shareholders are required to abstain from voting on specific matters under the listing rules of the place(s) where the Company's shares are listed)</b>;</p> <p>3. the rights to supervise <del>and manage</del> the business operation of the Company and to make suggestions or inquiries;</p>

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	<p>4. the rights to transfer, give by way of gift or pledge shares held in accordance with relevant laws, administrative regulations and provisions in these Articles;</p> <p>5. the rights to receive any relevant information in accordance with the Articles of the Company, including:</p> <p>(1) the right to have a copy of these Articles after payment of costs;</p> <p>(2) the rights to review and copy at reasonable charges:</p> <p>① any register of any class of shareholders;</p> <p>② the personal particulars of each of the Company's directors, supervisors, manager and other senior management as follows:</p> <p>a. his present and former name(s) and alias(es);</p> <p>b. his principal address (domicile);</p> <p>c. his nationality;</p> <p>d. his full-time and all other part-time occupations and titles;</p> <p>e. his identification document and its serial number.</p>	<p>4. the rights to transfer, give by way of gift or pledge shares held in accordance with relevant laws, administrative regulations and provisions in these Articles;</p> <p><b>5. Inspect and make copies of these Articles of Association, the register of shareholders, minutes of shareholders' general meetings, resolutions of the board of directors, and financial and accounting reports. Shareholders who meet the prescribed conditions may also inspect the Company's accounting books and accounting vouchers;</b></p> <p><del>the rights to receive any relevant information in accordance with the Articles of the Company, including:</del></p> <p><del>(1) the right to have a copy of these Articles after payment of costs;</del></p> <p><del>(2) the rights to review and copy at reasonable charges:</del></p> <p><del>① any register of any class of shareholders;</del></p> <p><del>② the personal particulars of each of the Company's directors, supervisors, manager and other senior management as follows:</del></p> <p><del>a. his present and former name(s) and alias(es);</del></p> <p><del>b. his principal address (domicile);</del></p> <p><del>c. his nationality;</del></p> <p><del>d. his full-time and all other part-time occupations and titles;</del></p> <p><del>e. his identification document and its serial number.</del></p>

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	<p>③ status of the Company's share capital;</p> <p>④ reports showing the number and par value of shares repurchased by the Company since the end of the previous financial year, the aggregate amount paid by the Company for the shares repurchased and the maximum and minimum price paid, in respect of each class of shares repurchased;</p> <p>⑤ minutes of shareholders' general meetings.</p> <p>(3) the right to review:</p> <p>① counterfoil of the Company's debentures;</p> <p>② resolutions of the meetings of the board of directors;</p> <p>③ resolutions of the meetings of the board of supervisors;</p> <p>④ financial and accounting reports.</p> <p>6. the right to participate in the distribution of the remaining assets of the Company according to the number of shares held upon the termination or liquidation of the Company;</p> <p>7. for the shareholder who raises an objection to the resolutions of the shareholders' general meeting regarding the merger or division of the Company, the right to require the Company to purchase his shares;</p> <p>8. other rights granted by laws, administrative regulations and these Articles.</p>	<p><del>③ status of the Company's share capital;</del></p> <p><del>④ reports showing the number and par value of shares repurchased by the Company since the end of the previous financial year, the aggregate amount paid by the Company for the shares repurchased and the maximum and minimum price paid, in respect of each class of shares repurchased;</del></p> <p><del>⑤ minutes of shareholders' general meetings.</del></p> <p><del>(3) the right to review:</del></p> <p><del>① counterfoil of the Company's debentures;</del></p> <p><del>② resolutions of the meetings of the board of directors;</del></p> <p><del>③ resolutions of the meetings of the board of supervisors;</del></p> <p><del>④ financial and accounting reports.</del></p> <p>6. the right to participate in the distribution of the remaining assets of the Company according to the number of shares held upon the termination or liquidation of the Company;</p> <p>7. for the shareholder who raises an objection to the resolutions of the shareholders' general meeting regarding the merger or division of the Company, the right to require the Company to purchase his shares;</p> <p>8. other rights granted by laws, administrative regulations and these Articles.</p>

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34	<p><b>Article 52:</b> Where a shareholder requests to review the aforesaid relevant information or asks for relevant documents, he shall provide the Company with documents showing the class and number of shares he holds. The Company shall provide such information as requested by the shareholder after his identification has been verified.</p>	<p><b>Article 40:</b> Shareholders who request to inspect or make photocopies of the Company's relevant materials shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations. <del>Where a shareholder requests to review the aforesaid relevant information or asks for relevant documents, he shall provide the Company with documents showing the class and number of shares he holds. The Company shall provide such information as requested by the shareholder after his identification has been verified.</del></p>
35	<p><b>Article 53:</b> Where the resolutions of a shareholders' general meeting or a meeting of the board of directors violate laws or administrative regulations, shareholders are entitled to make a petition to the people's court to nullify such resolutions.</p> <p>Where the convening or voting procedures of a shareholders' general meeting or a meeting of the board of directors violates laws, administrative regulations or these Articles, or the resolutions of such meeting violate these Articles, shareholders are entitled to make a petition to the people's court to revoke the resolutions adopted in such meeting within 60 days from the date when such resolutions are adopted.</p>	<p><b>Article 41:</b> Where the resolutions of a shareholders' general meeting or a meeting of the board of directors violate laws or administrative regulations, shareholders are entitled to make a petition to the people's court to nullify such resolutions.</p> <p>Where the convening or voting procedures of a shareholders' general meeting or a meeting of the board of directors violates laws, administrative regulations or these Articles, or the resolutions of such meeting violate these Articles, shareholders are entitled to make a petition to the people's court to revoke the resolutions adopted in such meeting within 60 days from the date when such resolutions are adopted. <b>However, this will not apply where there are only minor defects in the procedures for convening or the voting methods of the shareholders' general meeting or the board of directors that do not have a substantive impact on the resolution.</b></p>



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		<p>If the board of directors, shareholders or other relevant parties dispute the validity of a resolution at the shareholders' general meeting, they shall promptly initiate legal proceedings with the People's Court. Prior to the issuance of a judgment or ruling by the People's Court to revoke such resolution or otherwise, the relevant parties shall implement the resolution of the shareholders' general meeting. The Company, its directors and senior management shall practically perform their duties to ensure the normal operation of the Company.</p> <p>Where the People's Court makes a judgment or ruling on the relevant matter, the Company shall, in accordance with the law, administrative regulations, and the requirements of the CSRC and the stock exchange, fulfil its information disclosure obligations, fully explain the impact, and actively cooperate in enforcement after such judgment or ruling becomes effective. If correction of prior matters is involved, the Company should promptly address them and discharge the corresponding information disclosure obligations.</p>

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36	<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 supervisors to initiate proceedings in a people's court. Where the Company incurs losses as a result of the supervisors having violated any provision of laws, administrative regulations or these Articles in the course of performing its duties with the Company, the above shareholders may request in writing the board of directors to initiate proceedings in a people's court.</p> <p>If the board of supervisors or the board of directors refuses to initiate proceedings upon receipt of the written request of the shareholders set forth in the preceding paragraph, or fails to initiate such proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings will immediately result in irreparable damages to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in a people's court in their own names in the interests of the Company.</p>	<p><b>Article 42:</b> Where the Company incurs losses as a result of a director or senior management <b>other than a member of the audit committee</b> 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>supervisors</del><b>audit committee</b> to initiate proceedings in a people's court. Where the Company incurs losses as a result of the <del>supervisors</del><b>audit committee</b> having violated any provision of laws, administrative regulations or these Articles in the course of performing its duties with the Company, the above shareholders may request in writing the board of directors to initiate proceedings in a people's court.</p> <p>If the <del>board of supervisors</del><b>audit committee</b> or the board of directors refuses to initiate proceedings upon receipt of the written request of the shareholders set forth in the preceding paragraph, or fails to initiate such proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings will immediately result in irreparable damages to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in a people's court in their own names in the interests of the Company.</p>

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	Shareholders described in the first paragraph of this Article may also initiate proceedings in a people's court in accordance with the preceding two paragraphs of this Article in the event that the legal interests of the Company is infringed upon by a third party and that the Company suffers from losses accordingly.	<p>Shareholders described in the first paragraph of this Article may also initiate proceedings in a people's court in accordance with the preceding two paragraphs of this Article in the event that the legal interests of the Company is infringed upon by a third party and that the Company suffers from losses accordingly.</p> <p><b>Where any director, member of the audit committee (if any), or senior management of a wholly-owned subsidiary of the Company, in the course of performing their duties, violates laws, administrative regulations or the provisions of these Articles of Association and causes losses to the Company, or where any third party infringes upon the lawful rights and interests of the wholly-owned subsidiary and causes losses, a shareholder or shareholders who individually or jointly hold 1% or more of the Company's shares for 180 consecutive days or more may, in accordance with the first three paragraphs of Article 189 of the Company Law (2023 Revision), submit a written request to the audit committee (if any) or the board of directors (or director(s)) of the wholly-owned subsidiary to initiate proceedings before the People's Court, or initiate proceedings directly in their own name before the People's Court.</b></p>

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37	<p><b>Article 56:</b> Each shareholder of the ordinary shares of the Company shall undertake the following obligations:</p> <ol style="list-style-type: none"> <li>1. to comply with laws, administrative regulations and these Articles;</li> <li>2. to pay for subscription of shares according to the number of shares subscribed and the manner of subscription;</li> <li>3. unless laws or administrative regulations provide otherwise, not to withdraw its/his investment laws and administrative regulations;</li> <li>4. not to abuse the its/his rights as a shareholder to infringe the interests of the Company or other shareholders and not to abuse the independent position of the Company as a legal person or the limited liability status of the shareholders to infringe the interests of creditors of the Company. Where a shareholder's abuse of rights as a shareholder has caused damages to the Company or other shareholders, he/it shall be liable for compensation in accordance with laws. Where a shareholder abuses the independent position of the Company as a legal person, or the limited liability status of shareholders for the evasion of its debts and such acts have caused serious damages to interests of the Company's creditors, he/it shall bear joint and several liabilities in respect of the debts of the Company.</li> <li>5. other obligations imposed by relevant laws, administrative regulations, and these Articles.</li> </ol> <p>Other than the terms and conditions agreed upon by a shareholder at the time when the shares are subscribed, such shareholder shall not be obliged to make any additional capital contributions.</p>	<p><b>Article 44:</b> Each shareholder of the ordinary shares of the Company shall undertake the following obligations:</p> <ol style="list-style-type: none"> <li>1. to comply with laws, administrative regulations and these Articles;</li> <li>2. to pay for subscription of shares according to the number of shares subscribed and the manner of subscription;</li> <li>3. unless laws or administrative regulations provide otherwise, not to withdraw its/his investment laws and administrative regulations<del>share capitals</del>;</li> <li>4. not to abuse the its/his rights as a shareholder to infringe the interests of the Company or other shareholders and not to abuse the independent position of the Company as a legal person or the limited liability status of the shareholders to infringe the interests of creditors of the Company. Where a shareholder's abuse of rights as a shareholder has caused damages to the Company or other shareholders, he/it shall be liable for compensation in accordance with laws. Where a shareholder abuses the independent position of the Company as a legal person, or the limited liability status of shareholders for the evasion of its debts and such acts have caused serious damages to interests of the Company's creditors, he/it shall bear joint and several liabilities in respect of the debts of the Company.</li> <li>5. other obligations imposed by relevant laws, administrative regulations, and these Articles.</li> </ol> <p><del>Other than the terms and conditions agreed upon by a shareholder at the time when the shares are subscribed, such shareholder shall not be obliged to make any additional capital contributions.</del></p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
38	<p><b>Article 57:</b> In addition to the obligations imposed by laws, administrative regulations or relevant listing rules of the securities exchange(s) on which the shares of the Company are listed, a controlling shareholder, when exercising his rights as a shareholder, shall not exercise his voting rights to make a decision which is prejudicial to the interests of the shareholders generally or of some of the shareholders of the Company in respect of the following matters:</p> <p>1. to relieve a director or supervisor of his duty to act in good faith in the best interest of the Company;</p> <p>2. to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person), in any way, of the Company's assets, including (without limitation) opportunities beneficial to the Company;</p> <p>3. to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights and interests of other shareholders, including (without limitation) rights to distributions and voting rights, but not including a reorganization of the Company submitted to and approved by the shareholders' general meeting in accordance with the Company's Articles of Association.</p>	<p><b>Delete this article.</b></p>

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39	<p><b>Article 58:</b> The controlling shareholders and the actual controllers of the Company shall not abuse their connected relationship to impair the Company's interests. They shall be liable for compensation in the event of their breach of the provisions in this Article which has caused damages to the Company.</p> <p>The controlling shareholders and the actual controllers of the Company shall assume obligations of good faith to the Company and its public shareholders. The controlling shareholders shall strictly exercise the rights of investors and shall not impair the legal rights of the Company and its public shareholders by such means as profit distribution, capital reorganisation, external investment, misappropriation of funds, guarantee for a loan or others, or by abusing its controlling position.</p>	<p><b>Article 45:</b> The controlling shareholder and the actual controller of the Company shall exercise their rights and perform their obligations in accordance with the provisions under the law, administrative regulations, the regulations of the CSRC and the rules of the stock exchange, and shall safeguard the interests of the Company.</p> <p><del>The controlling shareholders and the actual controllers of the Company shall not abuse their connected relationship to impair the Company's interests. They shall be liable for compensation in the event of their breach of the provisions in this Article which has caused damages to the Company.</del></p> <p><del>The controlling shareholders and the actual controllers of the Company shall assume obligations of good faith to the Company and its public shareholders. The controlling shareholders shall strictly exercise the rights of investors and shall not impair the legal rights of the Company and its public shareholders by such means as profit distribution, capital reorganisation, external investment, misappropriation of funds, guarantee for a loan or others, or by abusing its controlling position.</del></p>
40	<p><b>Article 59:</b> If shareholders holding no less than 5% of the voting shares of the Company pledge their shares, they shall submit a report in writing to the Company upon the date of occurrence of such pledge.</p>	<p><b>Delete this article.</b></p>

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41	–	<p><b>Article 46: The controlling shareholder and the actual controller of the Company shall comply with the following provisions:</b></p> <p>1. Exercise shareholder rights in accordance with the law, without abusing control rights or exploiting related-party relationships to harm the lawful rights and interests of the Company or other shareholders;</p> <p>2. Strictly perform any public statements and undertakings made, without unauthorized alteration or waiver;</p> <p>3. Fulfil information disclosure obligations in strict accordance with relevant regulations, actively cooperate with the Company in its information disclosure, and promptly inform the Company of any material events that have occurred or are expected to occur;</p> <p>4. Shall not occupy corporate funds in any manner;</p> <p>5. Shall not compel, instruct, or require the Company or its relevant personnel to provide guarantees in violation of laws or regulations.</p>

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		<p>6. Shall not exploit any undisclosed material information of the Company to seek benefits, shall not disclose any undisclosed material information relating to the Company in any manner, and shall not engage in insider trading, short-swing trading, market manipulation or any other unlawful or non-compliant conduct;</p> <p>7. Shall not harm the lawful rights and interests of the Company and other shareholders through any unfair related party transactions, profit distributions, asset restructurings, external investments or any other means;</p> <p>8. Shall ensure the integrity of the Company's assets, independence of its personnel, finance, organisation and business, and shall not interfere with the Company's independence in any manner;</p> <p>9. Comply with other provisions under the laws, administrative regulations, the regulations of the CSRC, the business rules of the stock exchange, and these Articles of Association.</p> <p>Where the controlling shareholder or actual controller of the Company does not serve as a director but actually transacts the business of the Company, the provisions of these Articles of Association concerning the fiduciary duties and duties of diligence of directors shall apply.</p>



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No.	Before amendments	After amendments
		<p>Where the controlling shareholder or actual controller instructs any director or senior management to engage in acts that are detrimental to the interests of the Company or its shareholders, they shall bear joint and several liability with such director or senior management.</p> <p>Article 47: Where the controlling shareholder or actual controller pledges the shares of the Company held or effectively controlled by them, they shall ensure the stability of the Company's control and business operations.</p> <p>Article 48: Where the controlling shareholder or actual controller transfers the shares of the Company held by them, they shall comply with the restrictive provisions on share transfers as stipulated by laws, administrative regulations, the CSRC and the stock exchange, as well as any undertakings made by them in relation to the restriction on share transfers.</p>
42	<b>Article 60:</b> The shareholders' general meeting is the organ of authority of the Company, and shall exercise its functions and powers in accordance with laws.	<b>Article 49:</b> The shareholders' general meeting, <b>which is comprised of all shareholders</b> , is the organ of authority of the Company, and shall exercise its functions and powers in accordance with laws.

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43	<p><b>Article 61:</b> The shareholders' general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>1. to determine the business policies and investment plans of the Company;</li> <li>2. to elect and replace directors who are not representatives of employees, and to decide on matters concerning the remuneration of directors;</li> <li>3. to elect and replace supervisors who are representatives of the shareholders, and to determine matters concerning the remuneration of supervisors;</li> <li>4. to consider and to approve reports of the board of directors;</li> <li>5. to consider and to approve reports of the board of supervisors;</li> <li>6. to consider and to approve the annual financial budgets and final accounts of the Company;</li> <li>7. to consider and to approve the Company's plan for profit distribution and the plan for making up losses;</li> <li>8. to resolve on the increase or reduction of the registered capital of the Company;</li> <li>9. to resolve on the merge, division, dissolution and liquidation of the Company or the change of the nature of incorporation of the Company;</li> <li>10. to resolve on the issue of debentures by the Company;</li> <li>11. to resolve on the appointment, removal or non-renewal of the term of office of the audit firm;</li> <li>12. to amend these Articles;</li> </ol>	<p><b>Article 50:</b> The shareholders' general meeting shall exercise the following functions and powers:</p> <p><del>to determine the business policies and investment plans of the Company;</del></p> <ol style="list-style-type: none"> <li><del>21.</del> to elect and replace directors who are not representatives of employees, and to decide on matters concerning the remuneration of directors;</li> <li><del>3.</del> to elect and replace supervisors who are representatives of the shareholders, and to determine matters concerning the remuneration of supervisors;</li> <li><del>4.2.</del> to consider and to approve reports of the board of directors;</li> <li><del>5.</del> to consider and to approve reports of the board of supervisors;</li> <li><del>6.</del> to consider and to approve the annual financial budgets and final accounts of the Company;</li> <li><del>73.</del> to consider and to approve the Company's plan for profit distribution and the plan for making up losses;</li> <li><del>84.</del> to resolve on the increase or reduction of the registered capital of the Company;</li> <li><del>9.</del> to resolve on the merge, division, dissolution and liquidation of the Company or the change of the nature of incorporation of the Company;</li> <li><del>10.5.</del> to resolve on the issue of debentures by the Company;</li> <li><b>6. To pass resolutions on the merger, division, spin-off, dissolution and liquidation of the Company, or the change of the form of the Company;</b></li> <li><b>7. To amend these Articles of Association;</b></li> <li><del>118.</del> to resolve on the appointment, and removal or non-renewal of the term of office of the audit firm <b>that undertakes the audit engagement;</b></li> <li><del>12.</del> to amend these Articles;</li> </ol>

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	<p>13. to consider and to approve relevant transactions in accordance with the regulations of the securities exchange(s) where the shares of the Company are listed;</p> <p>14. to consider and to approve the provision of guarantee as specified in Article 62;</p> <p>15. to consider and to approve the change of the use of proceeds;</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 3% 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>9. To consider and approve the guarantee matters as specified in Article 51 of these Articles of Association;</b></p> <p><b>10. To consider matters involving the purchase or disposal of major assets by the Company within one year that exceed 30% of the latest audited total assets of the Company;</b></p> <p><del>13. to consider and to approve relevant transactions in accordance with the regulations of the securities exchange(s) where the shares of the Company are listed;</del></p> <p><del>14. to consider and to approve the provision of guarantee as specified in Article 62;</del></p> <p><del>15</del><b>11.</b> to consider and to approve the change of the use of proceeds;</p> <p><del>16</del><b>12.</b> to consider and to approve the share incentive plan <b>and employee share scheme;</b></p> <p><del>17</del><b>13.</b> to consider <b>and to approve</b> proposals submitted by <b>a shareholder or the shareholders individually or jointly</b> holding no less than <del>3%</del><b>1%</b> of the voting shares of the Company;</p> <p><b>14. To consider and approve transaction matters required to be reviewed and approved pursuant to the rules of the stock exchange where the Company's shares are listed;</b></p> <p><del>18</del><b>15.</b> 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>

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No.	Before amendments	After amendments
		<p>The shareholders' general meeting may authorise the board of directors to resolve on the issuance of corporate bonds.</p> <p>Subject to a resolution of the shareholders' general meeting or a resolution of the board of directors authorised by these Articles of Association or the shareholders' general meeting, the Company may issue shares or corporate bonds convertible into shares, provided that such issuance shall comply with the laws, administrative regulations, the regulations of the CSRC and the rules of the stock exchange.</p> <p>Except for the powers that may be expressly authorised by the shareholders' general meeting as set out above, or unless otherwise provided by laws, administrative regulations, and the regulations of the CSRC or the rules of the stock exchange, the remaining powers of the shareholders' general meeting shall not be exercised by the board of directors or any other institution or individual by way of authorisation.</p>

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No.	Before amendments	After amendments
44	<p><b>Article 62:</b> The following external guarantees to be provided by the Company shall be considered and approved by the shareholders' general meeting:</p> <p>1. any single guarantee with an amount exceeding 10% of the latest audited net assets value of the Company;</p> <p>2. any guarantee, according to the principle that the amount of guarantee shall be accumulated in the consecutive 12 months, with an amount exceeding 50% of the latest audited net assets value of the Company and the absolute amount of which has exceeded RMB50,000,000;</p> <p>3. any guarantee to be provided after the total amount of external guarantee provided by the Company and its controlling subsidiaries has reached or exceeded 50% of the latest audited net assets value;</p> <p>4. any guarantee to be provided after the total amount of external guarantee provided by the Company has reached or exceeded 30% of the latest audited total assets value;</p>	<p><b>Article 51:</b> The following external guarantees to be provided by the Company shall be considered and approved by the shareholders' general meeting <b>after being considered and approved by the board of directors:</b></p> <p>1. any single guarantee with an amount exceeding 10% of the latest audited net assets value of the Company;</p> <p><del>2. any guarantee, according to the principle that the amount of guarantee shall be accumulated in the consecutive 12 months, with an amount exceeding 50% of the latest audited net assets value of the Company and the absolute amount of which has exceeded RMB50,000,000;</del></p> <p><del>3.</del>2. any guarantee to be provided after the total amount of external guarantee provided by the Company and its controlling subsidiaries has <del>reached or</del> exceeded 50% of the latest audited net assets value;</p> <p><del>4.</del>3. any guarantee to be provided after the total amount of external guarantee provided by the Company <b>and its controlling subsidiaries</b> has <del>reached or</del> exceeded 30% of the latest audited total assets value;</p>

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	<p>5. any guarantee to be provided in favour of any entity which is subject to a gearing ratio of over 70%;</p> <p>6. any guarantee to be provided to shareholders, the actual controllers or their connected parties.</p>	<p><b>4. guarantees which, calculated based on the amount provided to others on a cumulative basis over a period of 12 consecutive months, exceed 30% of the latest audited total assets of the Company;</b></p> <p>5. any guarantee to be provided in favour of any entity which is subject to a gearing ratio of over 70%;</p> <p>6. any guarantee to be provided to shareholders, the actual controllers or their connected parties.</p> <p><b>7. other guarantees as required by the stock exchange where the Company's shares are listed or as stipulated in these Articles of Association.</b></p>
45	<p><b>Article 63:</b> Without the prior approval of the shareholders' general meeting, the Company shall not enter into a contract with a person other than a director, supervisor, manager or other senior management whereby the management of all or a material part of the business of the Company is delegated to such person.</p>	<p><b>Article 52: Except where the Company is in a state of crisis or other exceptional circumstances,</b> Without the <del>prior approval of</del><del>at</del> the shareholders' general meeting <b>by way of special resolution</b>, the Company shall not enter into a contract with a person other than a director, <del>supervisor, manager or other</del> senior management whereby the management of all or a material part of the business of the Company is delegated to such person.</p>

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46	<p><b>Article 64:</b> Shareholders' general meetings are divided into annual shareholders' general meetings and extraordinary shareholders' general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual shareholders' general meetings shall be held once every year within six months after the end of the previous financial year.</p> <p>The board of directors shall convene an extraordinary shareholders' general meeting within 2 months of the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> <li>1. when the number of directors is less than the number of directors required by the Company Law or less than two-thirds of the number of directors required by the Articles of Association of the Company;</li> <li>2. when the uncovered losses of the Company amount to one third of its total share capital;</li> <li>3. when the shareholders holding no less than 10% of the Company's issued and outstanding voting shares request in writing to convene an extraordinary shareholders' general meeting;</li> <li>4. when the board of directors considers necessary or upon the request of the board of supervisors.</li> </ol>	<p><b>Article 53:</b> Shareholders' general meetings are divided into annual shareholders' general meetings and extraordinary shareholders' general meetings. Shareholders' general meetings shall be convened by the board of directors. An annual general meeting shall be held once every year within six months after the end of the previous financial year.</p> <p>The board of directors shall convene an extraordinary shareholders' general meeting within 2 months of the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> <li>1. when the number of directors is less than the number of directors required by the Company Law or less than two-thirds of the number of directors required by the Articles of Association of the Company;</li> <li>2. when the uncovered losses of the Company amount to one third of its total share capital;</li> <li>3. when <b>a shareholder or the shareholders individually or jointly</b> holding no less than 10% of the Company's <del>issued and outstanding voting</del> shares request in writing to convene an extraordinary shareholders' general meeting;</li> <li>4. when the board of directors considers necessary <del>or upon the request of the board of supervisors;</del></li> <li><b>5. when proposed by the audit committee;</b></li> <li><b>6. other circumstances as stipulated by laws, administrative regulations, departmental rules or these Articles of Association.</b></li> </ol>

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47	<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 and online voting.</p>	<p><b>Article 54:</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, and <b>may also be convened concurrently by means of electronic communication. The Company also will provide online voting to facilitate shareholders' participation in the shareholders' general meeting. After the notice of the shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without a legitimate reason. If a change is necessary, the convener shall make an announcement at least two working days before the date of the on-site meeting and provide an explanation for such change.</b></p>
48	<p><b>Article 67:</b> The independent directors have the right to propose to the board of directors to convene an extraordinary shareholders' general meeting. With regard to such proposal, the board of directors shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and these Articles, provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' general meeting.</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' general meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the board of directors and no revision to the original proposal in the notice is allowed. Where the board of directors disagrees to convene the extraordinary shareholders' general meeting, it will provide the reasons and make relevant announcement.</p>	<p><b>Article 56: The board of directors shall convene the shareholders' general meeting within the prescribed time period.</b></p> <p><b>Subject to the consent of more than one half of all independent directors,</b> The independent directors have the right to propose to the board of directors to convene an extraordinary shareholders' general meeting. With regard to such proposal, the board of directors shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and these Articles, provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' general meeting. Where the board of directors agrees to convene the extraordinary shareholders' general meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the board of directors and no revision to the original proposal in the notice is allowed. Where the board of directors disagrees to convene the extraordinary shareholders' general meeting, it will provide the reasons and make relevant announcement.</p>



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49	<p><b>Article 68:</b> The board of supervisors has the right to propose in writing to the board of directors to convene an extraordinary shareholders' general meeting. With regard such proposal, the board of directors shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and these Articles, provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' general meeting.</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' general meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the board of directors and any revision to the original proposal in the notice shall be approved by the board of supervisors.</p> <p>Where the board of directors disagrees to convene the extraordinary shareholders' meeting or fails to reply within 10 days after its receipt of such proposal, it shall be deemed to be unable or fail to fulfil its obligation to convene the aforesaid meeting, and the board of supervisors may thereby independently convene and preside over the extraordinary shareholders' general meeting.</p>	<p><b>Article 57:</b> The <del>board—of supervisors</del><b>audit committee</b> has the right to propose in writing to the board of directors to convene an extraordinary shareholders' general meeting. With regard such proposal, the board of directors shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and these Articles, provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' general meeting.</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' general meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the board of directors and any revision to the original proposal in the notice shall be approved by the <del>board—of supervisors</del><b>audit committee</b>.</p> <p>Where the board of directors disagrees to convene the extraordinary shareholders' meeting or fails to reply <b>in writing</b> within 10 days after its receipt of such proposal, it shall be deemed to be unable or fail to fulfil its obligation to convene the aforesaid meeting, and the <del>board—of supervisors</del><b>audit committee</b> may thereby independently convene and preside over the extraordinary shareholders' general meeting.</p>

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50	<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> <p>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.</p> <p>2. If the board of directors 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 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.</p> <p>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.</p>	<p><b>Article 58:</b> Shareholders requisitioning an extraordinary shareholders' general meeting <del>or a class shareholders' general meeting</del> shall abide by the following procedures:</p> <p>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 <del>or a class shareholders' general meeting</del>. 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 <del>or a class shareholders' general meeting</del> within 10 days after receipt of the request.</p> <p>2. If the board of directors agrees to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del>, it shall issue a notice of convening an extraordinary general meeting <del>or a class shareholders' general meeting</del> 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.</p> <p>3. If the board of directors does not agree to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del>, 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 <del>board of supervisors</del><b>audit committee</b> in writing to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del>.</p>

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	<p>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.</p> <p>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.</p> <p>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.</p>	<p>4. If the <del>board of supervisors</del> <b>audit committee</b> agrees to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del>, it shall issue a notice of convening an extraordinary general meeting <del>or a class shareholders' general meeting</del> 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.</p> <p>5. If the <del>board of supervisors</del> <b>audit committee</b> fails to issue a notice of convening an extraordinary general meeting <del>or a class shareholders' general meeting</del> by the prescribed deadline, it shall be deemed to have failed to convene and preside over an extraordinary general meeting <del>or a class shareholders' general meeting</del>, 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.</p> <p>6. <del>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.</del></p>

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51	<p><b>Article 70:</b> Where the board of supervisors or the shareholders decide to convene a shareholders' general meeting independently in accordance with these Articles, they shall notify the board of directors in writing and file the same in the local office of China Securities Regulatory Commission in the place of the Company's domicile and securities exchange(s).</p> <p>Where the shareholders decide to convene a shareholders' general meeting independently, the shareholders convening the meeting shall hold not less than 10% of the total shares in the Company before the publication of the resolutions of such shareholders' general meeting. At the time of the issue of the notice of such shareholders' general meeting and the publication of the announcement of the resolutions of such shareholders' general meeting, the shareholders convening the meeting shall submit relevant documentary proof to the local office of China Securities Regulatory Commission in the place of the Company's domicile and the securities exchange(s).</p>	<p><b>Article 59:</b> Where the <del>audit committee</del><del>board of supervisors</del> or the shareholders decide to convene a shareholders' general meeting independently in accordance with these Articles, they shall notify the board of directors in writing and file the same <del>in the local office of China Securities Regulatory Commission in the place of the Company's domicile and</del><b>with the</b> securities exchange(s).</p> <p>Where the shareholders decide to convene a shareholders' general meeting independently <b>in accordance with these Articles of Association</b>, the shareholders convening the meeting shall hold not less than 10% of the total shares in the Company before the publication of the resolutions of such shareholders' general meeting.</p> <p>At the time of the issue of the notice of such shareholders' general meeting and the publication of the announcement of the resolutions of such shareholders' general meeting, <b>the audit committee or the convening</b> shareholders <del>convening the meeting</del> shall submit relevant documentary proof to <del>the local office of China Securities Regulatory Commission in the place of the Company's domicile and</del> the securities exchange(s).</p>

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52	<b>Article 71:</b> With respect to the shareholders' general meeting independently convened by the board of supervisors or the shareholders, the board of directors and the Secretary of the board of directors shall provide assistance. The board of directors shall provide the register of shareholders as at the share registration date.	<b>Article 60:</b> With respect to the shareholders' general meeting independently convened by the <b>audit committee</b> <del>board of supervisors</del> or the shareholders, the board of directors and the Secretary of the board of directors shall provide assistance. The board of directors shall provide the register of shareholders as at the share registration date.
53	<b>Article 72:</b> Where a shareholders' general meeting is convened independently by the board of supervisors or the shareholders, necessary costs of the meeting shall be borne by the Company.	<b>Article 61:</b> Where a shareholders' general meeting is convened independently by the <b>audit committee</b> <del>board of supervisors</del> or the shareholders, necessary costs of the meeting shall be borne by the Company.
54	<p><b>Article 74:</b> Where a shareholders' general meeting is held, the Company shall 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.</p> <p>Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed have any other provisions, such provisions shall prevail.</p>	<p><b>Article 63:</b> Where a shareholders' general meeting is held, the <del>Company</del> <b>convener</b> shall notify all <del>the registered</del> shareholders by way of announcement of the matters to be considered and approved at, and the date and place of the meeting 20 <del>working</del> days prior to an annual general meeting, or <del>10 working days or 15 days (whichever is longer)</del> prior to an extraordinary general meeting. <b>When calculating the commencement of the relevant period, the Company shall not include the date of the meeting.</b></p> <p>Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed have any other provisions, such provisions shall prevail.</p>

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55	<p><b>Article 75:</b> Where an annual shareholders' general meeting is held, the board of directors, the board of supervisors and shareholders that, either individually or jointly, hold more than 3% of shares of 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>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 send a supplemental notice of the shareholders' general meeting to announce the content of the interim proposal within 2 days upon receipt of such proposal.</p> <p>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 meeting or add any new proposal after the publication of the notice.</p> <p>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.</p>	<p><b>Article 64:</b> Where an annual shareholders' general meeting is held, the board of directors, the <del>board of supervisors</del><b>audit committee</b> and shareholders that, either individually or jointly, hold more than <del>3%</del><b>1%</b> of shares of 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>Any of the shareholders individually or jointly holding no less than <del>3%</del><b>1%</b> 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 send a supplemental notice of the shareholders' general meeting to announce the content of the interim proposal within 2 days upon receipt of such proposal, <b>and submit such interim proposal to the shareholders' general meeting for consideration, except where the interim proposal violates laws, administrative regulations or the Articles of Association, or does not fall within the scope of authority of the shareholders' general meeting.</b></p> <p>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 meeting or add any new proposal after the publication of the notice.</p> <p>Such matters which are not specified in <del>Article 74 and the notice of the preceding paragraph</del><b>shareholders' general meeting</b> and proposals which do not comply with <del>Article 73</del><b>62</b> of these Articles shall not be resolved at the shareholders' general meeting.</p>

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No.	Before amendments	After amendments
56	<b>Article 76:</b> An extraordinary shareholders' general meeting shall not determine matters not specified in the notice.	<b>Delete this article.</b>
57	<p><b>Article 77:</b> A notice of shareholders' general meeting shall:</p> <ol style="list-style-type: none"> <li>1. be in writing;</li> <li>2. specify the place, the time and duration of the meeting;</li> <li>3. state the matters to be discussed at the meeting;</li> <li>4. provide such information and explanation as are necessary for the shareholders to exercise an informed judgement on the matters to be discussed at the meeting. Such principle shall include (without limitation), where a proposal is made to merge the Company with another, to repurchase shares of the Company, to reorganise the share capital or to restructure the Company in any other way, terms of the proposed transaction must be provided in detail together with copies of the proposed agreements, if any, and the reasons for and consequences of such transactions must be properly explained;</li> </ol>	<p><b>Article 65:</b> A notice of shareholders' general meeting shall <b>include:</b></p> <ol style="list-style-type: none"> <li><del>1. be in writing;</del></li> <li><del>2.1. specify the place, the time and duration of the meeting;</del></li> <li><del>3.2. state submission of the matters to be discussed</del> <b>considered</b> at the meeting;</li> <li><b>3. a conspicuous and explanatory text that all shareholders are entitled to attend the shareholders' general meeting and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not be a shareholder of the Company;</b></li> <li><del>4. provide such information and explanation as are necessary for the shareholders to exercise an informed judgement on the matters to be discussed at the meeting. Such principle shall include (without limitation), where a proposal is made to merge the Company with another, to repurchase shares of the Company, to reorganise the share capital or to restructure the Company in any other way, terms of the proposed transaction must be provided in detail together with copies of the proposed agreements, if any, and the reasons for and consequences of such transactions must be properly explained;</del></li> <li><b>4. The share registration date for shareholders entitled to attend the shareholders' general meeting;</b></li> </ol>



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	<p>5. contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, manager or other senior management in the matters proposed and the impact of the proposed matters on such director, supervisor, manager or other senior management in his capacity as a shareholder in so far as it is different from the impact on the interests of other shareholders of the same class;</p> <p>6. contain the text of any special resolution proposed to be adopted at the meeting;</p> <p>7. contain conspicuously a statement that a shareholder entitled to attend and vote on the meeting is entitled to appoint one or more proxies to attend and vote on his behalf and that such proxy(ies) need not also be a shareholder/shareholders;</p> <p>8. contain the share registration date for the purpose of ascertaining the entitlement of the shareholders to attend the shareholders' general meeting;</p> <p>9. contain the name and telephone number of the main contact person for such meeting;</p> <p>10. specify the time and place when the proxy forms for such meeting are served.</p> <p>The requirements under this Article are applicable to the notices of shareholders' general meetings convened independently by the board of supervisors or the shareholders in accordance with these Articles.</p>	<p><del>5. contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, manager or other senior management in the matters proposed and the impact of the proposed matters on such director, supervisor, manager or other senior management in his capacity as a shareholder in so far as it is different from the impact on the interests of other shareholders of the same class;</del></p> <p><b>5. The name and telephone number of the permanent contact person for meeting affairs;</b></p> <p><del>6. contain the text of any special resolution proposed to be adopted at the meeting;</del></p> <p><b>6. The voting time and voting procedures for online and other voting methods.</b></p> <p><del>7. contain conspicuously a statement that a shareholder entitled to attend and vote on the meeting is entitled to appoint one or more proxies to attend and vote on his behalf and that such proxy(ies) need not also be a shareholder/shareholders;</del></p> <p><del>8. contain the share registration date for the purpose of ascertaining the entitlement of the shareholders to attend the shareholders' general meeting;</del></p> <p><del>9. contain the name and telephone number of the main contact person for such meeting;</del></p> <p><del>10. specify the time and place when the proxy forms for such meeting are served.</del></p> <p>The requirements under this Article are applicable to the notices of shareholders' general meetings convened independently by the board of supervisors <b>audit committee</b> or the shareholders in accordance with these Articles.</p> <p><b>The interval between the share registration date and the date of the meeting shall not exceed seven working days. Once the share registration date is confirmed, it shall not be changed.</b></p>



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58	<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>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."</p>	<p><b>Article 66:</b> Where elections of directors <del>and/or supervisors</del> are scheduled to be discussed at a shareholders' general meeting, the notice of such shareholders' general meeting shall contain details of the director candidates <del>and supervisor candidates</del>, 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>The cumulative voting system shall be implemented for the election of directors <del>and non-employee supervisors</del> at the shareholders' general meeting, that is, when more than two directors <del>or non-employee supervisors</del> 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 <del>or non-employee supervisors</del> 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.". <b>Except where the cumulative voting system is adopted for the election of directors, each director candidate shall be proposed by way of a separate resolution.</b></p>

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59	<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. 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 68:</b> Notices of the shareholders' general meetings shall be served on the shareholders (whether or not they are entitled to vote at the meetings) <b>by way of public announcement or in the manner prescribed in Chapter 19 of these Articles of Association</b><del>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.</del> <b>Where a notice is given by way of public announcement, it shall be deemed to have been received by all relevant parties upon its publication. In particular:</b></p> <p><b>For shareholders of Domestic-Invested Shares, notices of shareholders' general meetings are served by way of public announcements</b> <del>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> <b>on the website of a recognized stock exchange or other media.</b> 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>For shareholders of Foreign-Invested Shares, subject to compliance with the laws, regulations and the listing rules of the place where the Company's shares are listed, the notice of the shareholders' general meeting may be given by other means, such as publication on the Company's website and on websites recognized by the regulatory authorities of the place of listing.</b></p>

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60	<p><b>Article 83:</b> Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his proxy(ies) to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of such shareholder, exercise the following rights:</p> <ol style="list-style-type: none"> <li>1. the shareholder's right to speak at the meeting;</li> <li>2. the right to demand, whether on his own or together with others, a poll;</li> <li>3. the right to exercise voting rights on a show of hands or on a poll, provided however, that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.</li> </ol>	<p><b>Article 71:</b> A shareholder may either <b>attend the shareholders' general meeting in person or appoint a proxy or proxies to attend and vote at such meeting on his/her behalf.</b></p> <p><del>Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his proxy(ies) to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of such shareholder, exercise the following rights:</del></p> <ol style="list-style-type: none"> <li><del>1. the shareholder's right to speak at the meeting;</del></li> <li><del>2. the right to demand, whether on his own or together with others, a poll;</del></li> <li><del>3. the right to exercise voting rights on a show of hands or on a poll, provided however, that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.</del></li> </ol>

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61	<p><b>Article 84:</b> Where the natural person shareholder attends in person the shareholders' general meeting, he shall present his identification card or other valid document of identification and the stock account card; where the natural person shareholders appoints proxy(ies) to attend the shareholders' general meeting, the proxy(ies) shall present his/their valid document(s) of identification and the proxy form(s).</p> <p>The legal person shareholder shall appoint its legal representative or a proxy(ies) appointed by such legal representative to attend a shareholders' general meeting. Where the legal representative attends the shareholders' general meeting, he shall present his identification card and valid documentary evidence of his identity as the legal representative; where a proxy(ies) is/are authorized to attend the shareholders' general meeting, such proxy(ies) shall present his/their identification card(s) and the written proxy form(s) duly issued by the legal representative of the legal person shareholder.</p>	<p><b>Article 72:</b> Where the <del>natural person</del> <b>individual</b> shareholder attends in person the shareholders' general meeting, he shall present his identification card or other valid document of identification <del>and the stock account card</del>; where the <del>natural person shareholders appoints</del> proxy(ies) <b>appointed</b> to attend the shareholders' general meeting, the proxy(ies) shall present his/their valid document(s) of identification and the proxy form(s).</p> <p>The legal person shareholder shall appoint its legal representative or a proxy(ies) appointed by such <del>legal representative</del> <b>legal person shareholder by itself</b> to attend a shareholders' general meeting. Where the legal representative attends the shareholders' general meeting, he shall present his identification card and valid documentary evidence of his identity as the legal representative; where a proxy(ies) is/are authorized to attend the shareholders' general meeting, such proxy(ies) shall present his/their identification card(s) and the written proxy form(s) duly issued by the legal representative of the legal person shareholder <b>or legal person shareholder by itself.</b></p>

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62	<p><b>Article 85:</b> A proxy form issued by a shareholder where such shareholder appoints a proxy to attend the shareholders' general meeting on his/its behalf shall contain the following information:</p> <ol style="list-style-type: none"> <li>1. name of the proxy;</li> <li>2. whether the proxy is authorized to vote;</li> <li>3. instruction of casting approval for, opposition or abstention vote against each proposed resolution at the shareholders' general meeting;</li> <li>4. the date of issuance and validity term of the proxy form;</li> <li>5. signature of such shareholder or signature of a person who is authorized in writing by such shareholder, if the shareholder appointing the proxy is a legal person, such proxy form shall have the company seal of such shareholder affixed, and the signature of the legal representative of such shareholder or that of the person duly authorized by the legal representative.</li> </ol>	<p><b>Article 73:</b> A proxy form issued by a shareholder where such shareholder appoints a proxy to attend the shareholders' general meeting on his/its behalf shall contain the following information:</p> <ol style="list-style-type: none"> <li>1. <b>The name of the appointing shareholder, and the class and number of shares held in the Company;</b></li> <li>2. name of the proxy;</li> <li><del>2. whether the proxy is authorized to vote;</del></li> <li><b>3. shareholders' specific instructions, including</b> instructions of casting approval for, opposition or abstention vote against each proposed resolution at the shareholders' general meeting;</li> <li>4. the date of issuance and validity term of the proxy form;</li> <li><b>5. if the appointing shareholder is an individual shareholder, the proxy form shall be signed by the individual shareholder in person; if the appointing shareholder is a legal person shareholder, the proxy form shall bear the company seal of such legal person entity;</b> <del>signature of such shareholder or signature of a person who is authorized in writing by such shareholder, if the legal person shareholder appointing the proxy is a legal person, such proxy form shall have the company seal of such legal person shareholder affixed, and the signature of the legal representative of such legal person shareholder or that of the person duly authorized by the legal representative.</del></li> </ol>

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63	<p><b>Article 86:</b> A shareholder of the Company, being a recognised clearing house within the definition of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong may authorise such person or persons as it thinks fit to act as its proxy(ies) at any shareholders' general meeting or class shareholders' general meeting of the Company provided however, that if more than one person is so authorized, the proxy form shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized will be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise as an individual shareholder of the Company.</p>	<p><b>Article 74:</b> A shareholder of the Company, being a recognised clearing house within the definition of the Securities and Futures (<del>Clearing Houses</del>) Ordinance of Hong Kong may authorise such person or persons as it thinks fit to act as its proxy(ies) at any shareholders' general meeting <del>or class shareholders' general meeting</del> of the Company provided however, that if more than one person is so authorized, the proxy form shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized will be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise as an individual shareholder of the Company.</p>
64	<p><b>Article 87:</b> The proxy form appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote or not less than 24 hours prior to the time specified for the adoption of the resolutions. If such proxy form is signed by another person authorized by the appointing shareholder, relevant power of attorney or other authorization documents authorizing the execution of the proxy form shall be notarised. The notarised power of attorney or other authorization documents shall, together with the proxy form appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.</p> <p>If the appointing shareholder is a legal person, its legal representative or any person authorized by its board of directors or other decision-making body shall attend the shareholders' general meeting as its representative.</p>	<p><del>Article 75: The proxy form appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote or not less than 24 hours prior to the time specified for the adoption of the resolutions.</del>—If such proxy form <b>prescribed in Article 73 of these Articles of Association</b> is signed by another person authorized by the appointing shareholder, relevant power of attorney or other authorization documents authorizing the execution of the proxy form shall be notarised. The notarised power of attorney or other authorization documents shall, together with the proxy form appointing the <del>voting proxy</del><b>prescribed in Article 73 of these Articles of Association</b>, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.</p> <p><del>If the appointing shareholder is a legal person, its legal representative or any person authorized by its board of directors or other decision-making body shall attend the shareholders' general meeting as its representative.</del></p>

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65	<b>Article 90:</b> The register of attendance of a shareholders' general meeting shall be prepared by the Company. Such register shall record information such as each attendant's name (or name of unit), Identification Card number, address of domicile, the number of voting shares held or authorized, name of the appointing shareholder (or name of unit), etc.	<b>Article 78:</b> The register of attendance of a shareholders' general meeting shall be prepared by the Company. Such register shall record information such as each attendant's name (or name of unit), Identification Card number, <del>address of domicile,</del> the number of voting shares held or authorized, name of the appointing shareholder (or name of unit), etc.
66	<b>Article 92:</b> Where a shareholders' general meeting is held, directors, supervisors, Secretary of the board of directors, manager and other senior management of the Company shall attend the meeting as and when necessary.	<del><b>Article 80:</b> Where a shareholders' general meeting is held, directors, supervisors, Secretary of the board of directors, manager and other senior management of the Company shall attend the meeting as and when necessary.</del> <b>Where the shareholders' general meeting requires directors or senior management to attend the meeting, such directors or senior management shall be present and shall respond to shareholders' enquiries.</b> The Company's directors, supervisors and senior management shall attend a shareholders' general meeting <del>as and when necessary,</del> and provide explanations and clarifications in respect of the enquiries and suggestions raised by the shareholders at such shareholders' general meeting.
67	<b>Article 93:</b> The Company shall formulate the rules of procedure for the shareholders' general meetings which shall provide detailed procedures for convening of and voting at the shareholders' general meetings, including notification, registration, consideration of and approval for the proposals, voting, vote counting, announcement of voting results, resolutions adopted at the meetings, meeting minutes, signing of such minutes and relevant announcements, as well as the principle of authorization by the shareholders' general meeting to the board of directors which shall be clear and specific. Such rules of procedures for the shareholders' general meetings shall be prepared by the board of directors and approved by shareholders at the shareholders' general meeting.	<b>Article 81:</b> The Company shall formulate the rules of procedure for the shareholders' general meetings which shall provide detailed procedures for <b>holding of,</b> convening of and voting at the shareholders' general meetings, including notification, registration, consideration of and approval for the proposals, voting, vote counting, announcement of voting results, resolutions adopted at the meetings, meeting minutes, signing of such minutes and relevant announcements, as well as the principle of authorization by the shareholders' general meeting to the board of directors which shall be clear and specific. Such rules of procedures for the shareholders' general meetings shall be prepared by the board of directors and approved by shareholders at the shareholders' general meeting.



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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
68	<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. Independent directors shall also give a report on the performance of his or her duties.	<b>Article 82:</b> The board of directors <del>and the board of supervisors</del> shall report to the shareholders' general meeting of their work in previous year in every annual shareholders' general meeting. Independent directors shall also give a report on the performance of his or her duties.
69	<b>Article 95:</b> The Company's directors, supervisors and senior management shall attend a shareholders' general meeting as and when necessary, and provide explanations and clarifications in respect of the enquiries and suggestions raised by the shareholders at such shareholders' general meeting.	<b>Delete this article.</b>
70	<b>Article 97:</b> The Secretary of the board of directors shall be responsible to take minutes of a shareholders' general meeting, and shall record the following items:  1. time, venue, agenda, name of convener;  2. names of the presiding person of the shareholders' general meeting and the directors, supervisors and senior management attending such meeting;  3. number of the shareholders and proxies attending such meeting, the total number of voting shares held by such shareholders and represented by such proxies, and the proportion of such voting shares to the total number of shares of the Company;	<b>Article 84:</b> The Secretary of the board of directors shall be responsible to take minutes of a shareholders' general meeting, and shall record the following items:  1. time, venue, agenda, name of convener;  2. names of the presiding person of the shareholders' general meeting and the directors, <del>supervisors</del> and senior management attending such meeting;  3. number of the shareholders and proxies attending such meeting, the total number of voting shares held by such shareholders and represented by such proxies, and the proportion of such voting shares to the total number of shares of the Company;



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	<p>4. deliberation process, main points of the speech delivered and the voting result of each proposal discussed at the meeting;</p> <p>5. the enquiries, opinion or suggestions raised by shareholders and corresponding responses or explanations given by directors, supervisors and senior management;</p> <p>6. name of the legal adviser, vote counter and scrutineer;</p> <p>7. other information that shall be recorded in the minutes in accordance with these Articles.</p>	<p>4. deliberation process, main points of the speech delivered and the voting result of each proposal discussed at the meeting;</p> <p>5. the enquiries, opinion or suggestions raised by shareholders and corresponding responses or explanations <del>given by directors, supervisors and senior management</del>;</p> <p>6. name of the legal adviser, vote counter and scrutineer;</p> <p>7. other information that shall be recorded in the minutes in accordance with these Articles.</p>
71	<p><b>Article 98:</b> The convener of a shareholders' general meeting shall ensure the truthfulness, accuracy and completeness of the minutes of such shareholders' general meeting. Such minutes shall be signed by the convener of the shareholders' general meeting or its representative, the presiding person of the meeting, the Secretary of the board of directors, and the directors, supervisors and senior management attending the meeting. The minutes shall be kept together with the register of attendance, proxy forms and other valid record on voting via internet or other means, and shall be kept for at least 10 years.</p>	<p><b>Article 85:</b> The convener of a shareholders' general meeting shall ensure the truthfulness, accuracy and completeness of the minutes of such shareholders' general meeting. Such minutes shall be signed by the <del>convener of the shareholders' general meeting or its representative, the presiding person of the meeting</del><b>directors attending or observing the meeting</b>, the Secretary of the board of directors, <b>the convener of the meeting or its representative, the presiding person of the meeting</b>, and the directors, supervisors and senior management attending the meeting. The minutes shall be kept together with the register of attendance, proxy forms and other valid record on voting via internet or other means, and shall be kept for at least 10 years.</p>

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No.	Before amendments	After amendments
72	<p><b>Article 100:</b> Resolutions of a shareholders' general meeting are divided into ordinary resolutions or special resolutions.</p> <p>An ordinary resolution of a shareholders' general meeting shall be adopted by affirmative votes of no less than one half of the votes being held by the shareholders who attend the meeting (including proxies).</p> <p>A special resolution of a shareholders' general meeting shall be adopted by affirmative votes of no less than two-thirds of the votes being held by the shareholders who attend the meeting (including proxies).</p>	<p><b>Article 87:</b> Resolutions of a shareholders' general meeting are divided into ordinary resolutions or special resolutions.</p> <p>An ordinary resolution of a shareholders' general meeting shall be adopted by affirmative votes of <del>no less</del><b>more</b> than one half of the votes being held by the shareholders who attend the meeting (including <del>proxies</del><b>the shareholders appointing proxies to attend the shareholders' general meeting</b>).</p> <p>A special resolution of a shareholders' general meeting shall be adopted by affirmative votes of no less than two-thirds of the votes being held by the shareholders who attend the meeting (including <b>the shareholders appointing proxies to attend the shareholders' general meeting</b><del>proxies</del>).</p>
73	<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 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.</p>	<p><b>Article 88:</b> A shareholder (including <b>the shareholders appointing proxies to attend the shareholders' general meeting</b><del>proxies</del>) shall exercise the voting rights at a shareholders' meeting on the basis of the voting shares he holds. Each share shall carry one vote except for the election of directors <del>and supervisors</del> that shall adopt the cumulative voting system as prescribed by Article <del>78</del><b>66</b> of these Articles.</p> <p>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.</p>

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No.	Before amendments	After amendments
	<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>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>Where a shareholder acquires voting shares of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the portion of shares exceeding the prescribed percentage shall not carry voting rights within thirty-six months from the date of acquisition, and shall not be counted in the total number of voting shares present at the shareholders' general meeting.</b></p> <p><b>The board of directors, independent directors, shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit proxies for shareholders' voting rights. In soliciting such voting rights, the solicitors shall fully disclose to the solicited shareholders the specific voting intentions and other relevant information. It is prohibited to solicit shareholders' voting rights by means of consideration or disguised forms of consideration. Except as otherwise required by law, the Company shall not impose any minimum shareholding requirement for proxy solicitation.</b></p>

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No.	Before amendments	After amendments
74	<b>Article 103:</b> The Company shall provide convenience by various means and manners for the shareholders to attend the shareholders' general meetings, including providing modern information technology such as online voting platform, provided however, that the Company shall ensure the legality and validity of such shareholders' general meetings.	<b>Delete this article.</b>
75	<p><b>Article 104:</b> Unless a poll is demanded by the following persons (before or after any voting by show of hands), voting at a shareholders' general meeting shall be conducted by show of hands:</p> <ol style="list-style-type: none"> <li>1. chairman of the meeting;</li> <li>2. at least two shareholders entitled to vote or their proxies;</li> <li>3. one or more shareholders (including proxies) individually or jointly holding 10% or more of the voting shares held by all shareholders present at the meeting.</li> </ol> <p>Unless voting by poll is proposed, the chairman of the meeting shall declare whether a proposal has been adopted according to the results of voting by show of hands, and record the same in the minutes of the meeting as conclusive evidence. There is no need to prove the number or proportion of the votes for or against a given resolution adopted at such meeting.</p> <p>The demand for voting by poll may be withdrawn by the person who makes such demand.</p>	<p><del><b>Article 90:</b> Unless a poll is demanded by the following persons (before or after any voting by show of hands), voting at a shareholders' general meeting shall be conducted by show of hands:</del></p> <ol style="list-style-type: none"> <li><del>1. chairman of the meeting;</del></li> <li><del>2. at least two shareholders entitled to vote or their proxies;</del></li> <li><del>3. one or more shareholders (including proxies) individually or jointly holding 10% or more of the voting shares held by all shareholders present at the meeting.</del></li> </ol> <p><del>Unless voting by poll is proposed, the chairman of the meeting shall declare whether a proposal has been adopted according to the results of voting by show of hands, and record the same in the minutes of the meeting as conclusive evidence. There is no need to prove the number or proportion of the votes for or against a given resolution adopted at such meeting.</del></p> <p><del>The demand for voting by poll may be withdrawn by the person who makes such demand.</del></p> <p><b>The shareholders' general meeting shall adopt voting by registered ballot.</b></p>

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76	<p><b>Article 105:</b> A poll demanded on such matters as the election of the chairman or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of such voting by poll shall still be deemed to be resolutions adopted at that meeting.</p>	<p><del><b>Article 91:</b> A poll demanded on such matters as the election of the chairman or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of such voting by poll shall still be deemed to be resolutions adopted at that meeting.</del></p> <p><b>Before voting on a proposal at the shareholders' general meeting, two shareholder representatives shall be elected to take part in counting and scrutinising votes. Where the matter under consideration involves a related party relationship with a shareholder, such shareholder and its proxy shall not take part in counting or scrutinising votes.</b></p> <p><b>When votes are cast on proposals at the shareholders' general meeting, an attorney and shareholder representatives shall be jointly responsible for counting and scrutinizing votes, and the voting results shall be announced on the spot. The voting results shall be recorded in the minutes of the meeting.</b></p> <p><b>Shareholders or their proxies who vote via online or other means shall have the right to verify their voting results through the corresponding voting system.</b></p>
77	<p><b>Article 106:</b> A shareholders' general meeting shall take vote on all proposals one by one. Where different proposals are raised for the same matters, such proposals shall be voted in accordance with the time sequence of the proposals' submission. The shareholders' general meeting shall not postpone the voting or leave the resolution not voted unless such particular causes as force majeure events have resulted in the suspension of the meeting or the failure to adopt resolutions.</p>	<p><b>Article 92: Except where the cumulative voting system is adopted,</b> <del>Aa</del> shareholders' general meeting shall take vote on all proposals one by one. Where different proposals are raised for the same matters, such proposals shall be voted in accordance with the time sequence of the proposals' submission. The shareholders' general meeting shall not postpone the voting or leave the resolution not voted unless such particular causes as force majeure events have resulted in the suspension of the meeting or the failure to adopt resolutions.</p>

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78	<p><b>Article 109:</b> The time of the conclusion of an on-site shareholders' general meeting shall not be earlier than that is held through internet or otherwise. The presiding person of the shareholders' general meeting shall announce the voting and its result of each resolution and whether each resolution has been adopted according to such results.</p> <p>Prior to the voting results is proclaimed, the Company, vote counter, scrutineer, major shareholders, internet service provider, are other relevant parties, who are involved in the voting at the scene, via internet, or otherwise shall bear confidential obligations to the voting and its results.</p>	<p><b>Article 95:</b> The time of the conclusion of an on-site shareholders' general meeting shall not be earlier than that is held through internet or otherwise. The presiding person of the shareholders' general meeting shall announce the voting and its result of each resolution and whether each resolution has been adopted according to such results.</p> <p>Prior to the voting results is proclaimed, the Company, vote counter, scrutineer, <del>major</del>—shareholders, internet service provider, are other relevant parties, who are involved in the voting at the scene, via internet, or otherwise shall bear confidential obligations to the voting and its results.</p>
79	<p><b>Article 110:</b> The shareholders attending a shareholders' general meeting shall deliver any of the following opinion about the proposals submitted for voting: consent, objection or abstention.</p> <p>Where there are ballots on which the words are not filled in, are wrongly filled in or are not recognizable or the ballots that are not cast, relevant voters shall be regarded as having given up their voting rights and the voting results of their shares shall be regarded as “abstention”.</p>	<p><b>Article 96:</b> The shareholders attending a shareholders' general meeting shall deliver any of the following opinion about the proposals submitted for voting: consent, objection or abstention-, <b>except for declarations made in accordance with the intentions of the actual holders, where the securities registration and clearing institution, acting as the nominee holder of shares under the stock connect mechanism between the Mainland China and the Hong Kong stock markets.</b></p> <p>Where there are ballots on which the words are not filled in, are wrongly filled in or are not recognizable or the ballots that are not cast, relevant voters shall be regarded as having given up their voting rights and the voting results of their shares shall be regarded as “abstention”.</p>

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80	<b>Article 111:</b> On a poll taken at a shareholders' general meeting, a shareholder (including proxy(ies)) entitled to two or more votes need not cast all his votes for or against in the same way.	<b>Delete this article.</b>
81	<b>Article 112:</b> When the number of votes for and against a resolution are equal, whether the vote is taken by show of hands or on a poll, the chairman of the meeting shall be entitled to cast an additional vote.	<b>Delete this article.</b>
82	<b>Article 113:</b> Where any shareholder is, under the Company Law or the Listing Rules, required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any vote cast by or on behalf of such shareholder (including his proxy(ies)) in contravention of such requirement or restriction shall not be counted in the total number of voting shares held by the shareholders (or, proxies) attending such shareholders' general meeting.	<b>Article 97:</b> Where any shareholder is, under the Company Law or <del>the Listing Rules</del> <b>the listing rules of the place where the shares are listed</b> , required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any vote cast by or on behalf of such shareholder (including <b>shareholders appointing proxies to attend the shareholders' general meeting</b> his proxy(ies)) in contravention of such requirement or restriction shall not be counted in the total number of voting shares held by the shareholders <b>(including shareholders appointing proxies to attend the shareholders' general meeting)</b> attending such shareholders' general meeting.
83	<b>Article 117:</b> Where a shareholders' general meeting adopts the resolutions concerning the election of directors or supervisors, the commencement dates of their term of office shall be determined in accordance with the resolutions of the shareholders' general meeting.	<b>Article 101:</b> Where a shareholders' general meeting adopts the resolutions concerning the election of directors <del>or supervisors</del> , the commencement dates of their term of office shall be determined in accordance with the resolutions of the shareholders' general meeting.

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84	<p><b>Article 119:</b> The following matters shall be approved by ordinary resolutions of the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>1. the work reports of the board of directors and the board of supervisors;</li> <li>2. the plans prepared by the board of directors for profit distribution and making up losses;</li> <li>3. the appointment and removal of members of the board of directors and the board of supervisors, their remuneration and the methods of payment thereof;</li> <li>4. the Company's annual report;</li> <li>5. other matters other than those required by laws, administrative regulations or the Articles of the Company to be approved by special resolutions.</li> </ol>	<p><b>Article 103:</b> The following matters shall be approved by ordinary resolutions of the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>1. the work reports of the board of directors <del>and the board of supervisors</del>;</li> <li>2. the plans prepared by the board of directors for profit distribution and making up losses;</li> <li>3. the appointment and removal of members of the board of directors <del>and the board of supervisors</del>, their remuneration and the methods of payment thereof;</li> <li>4. <del>the Company's annual report</del>;</li> <li>5. other matters other than those required by laws, administrative regulations or the Articles of the Company to be approved by special resolutions.</li> </ol>
85	<p><b>Article 120:</b> The following matters shall be approved by special resolutions of the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>1. the increase or reduction of the Company's share capital and the issuance of any class of shares, warrants or other similar securities;</li> <li>2. the issuance of bonds by the Company;</li> <li>3. the merger, division, dissolution or liquidation of the Company;</li> <li>4. any amendment to these Articles;</li> <li>5. any acquisition or disposal of assets after the amount of the buying or selling of material assets by the Company for the last 12 months has reached or exceeded 30% of the latest audited total assets;</li> </ol>	<p><b>Article 104:</b> The following matters shall be approved by special resolutions of the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>1. the increase or reduction of the Company's share capital <del>and the issuance of any class of shares, warrants or other similar securities</del>;</li> <li>2. the issuance of bonds by the Company <b>or to authorize the Board to resolve on the issuance of corporate bonds</b>;</li> <li>3. the merger, division, <b>spin-off</b>, dissolution or liquidation of the Company;</li> <li>4. any amendment to these Articles;</li> <li>5. <del>any acquisition or disposal of assets after the amount of the buying or selling of material assets by the Company for the last 12 months has reached or exceeded</del> 30% of the latest audited total assets;</li> </ol>



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	<p>6. any external guarantee to be provided after the total amount of external guarantee provided by the Company has reached or exceeded 30% of the latest audited total assets;</p> <p>7. share incentive plan;</p> <p>8. adjustment to the profit distribution policy of the Company;</p> <p>9. all other matters stipulated by laws, administrative regulations or these Articles, and other matters decided in ordinary resolutions adopted by the shareholders' general meeting as having significant impact on the Company and requiring adoption by special resolutions.</p> <p>Unless it is otherwise provided in this Article or these Articles of Association, matters considered by the shareholders' general meeting shall be approved by ordinary resolutions.</p>	<p>6. <b>in accordance with the principle of cumulative calculation based on the guaranteed amount within any continuous 12-month period</b>, any <del>external</del> guarantee to be provided <del>after</del><b>for</b> the total amount of external guarantee provided by the Company has <del>reached or</del> exceeded 30% of the latest audited total assets;</p> <p>7. share incentive plan;</p> <p>8. adjustment to the profit distribution policy of the Company;</p> <p>9. all other matters stipulated by laws, administrative regulations or these Articles, and other matters decided in ordinary resolutions adopted by the shareholders' general meeting as having significant impact on the Company and requiring adoption by special resolutions.</p> <p>Unless it is otherwise provided in this Article or these Articles of Association, <b>other</b> matters considered by the shareholders' general meeting shall be approved by ordinary resolutions.</p>

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86	<p><b>Article 121:</b> The shareholders' general meetings shall be presided over by the Chairman. Where the Chairman is unable or fails to perform his duty, the shareholders' general meetings shall be presided over by a director jointly elected by no less than one half of the members of the board of directors.</p> <p>Where the board of directors is unable or fails to perform its duty in convening a shareholders' general meeting, the board of supervisors shall timely convene and preside over such meeting. Where the board of supervisors fails to convene and preside over such meeting, shareholders who, individually or jointly, holding no less than 10% of the Company's total shares for no less than 90 consecutive days may independently convene and preside over the shareholders' general meeting.</p> <p>A shareholders' general meeting independently convened by the board of supervisors shall be presided over by the chairman of the board of supervisors. Where the chairman of the board of supervisors is unable or fails to perform his duty, the shareholders' general meeting shall be presided over by the vice chairman hereof; where the vice chairman is unable or fails to perform his duty, the meeting shall be presided over by a supervisor jointly elected by no less than one half of the members of the board of supervisors.</p>	<p><b>Article 105:</b> The shareholders' general meetings shall be presided over by the Chairman. Where the Chairman is unable or fails to perform his duty, the shareholders' general meetings shall be presided over by a director jointly elected by <del>no less</del><b>more</b> than one half of the members of the board of directors.</p> <p><del>Where the board of directors is unable or fails to perform its duty in convening a shareholders' general meeting, the board of supervisors shall timely convene and preside over such meeting. Where the board of supervisors fails to convene and preside over such meeting, shareholders who, individually or jointly, holding no less than 10% of the Company's total shares for no less than 90 consecutive days may independently convene and preside over the shareholders' general meeting.</del></p> <p>A shareholders' general meeting independently convened by the <b>audit committee</b><del>board of supervisors</del> shall be presided over by the <del>chairman</del><b>convener</b> of the <b>audit committee</b><del>board of supervisors</del>. Where the <del>chairman of the board of supervisors</del><b>convener of the audit committee</b> is unable or fails to perform his duty, the <del>shareholders' general meeting shall be presided over by the vice chairman hereof; where the vice chairman is unable or fails to perform his duty, the meeting shall be presided over by a supervisor</del><b>a member of the audit committee</b> jointly elected by <del>no less</del><b>more</b> than one half of the members of the <b>audit committee</b><del>board of supervisors</del>.</p>

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	<p>A shareholders' general meeting independently convened by the shareholders shall be presided over by the representative elected by the conveners.</p> <p>Where the presiding person violates the rules of procedures in the course of the shareholders' general meeting so that the meeting is unable to continue, another presiding person may, subject to the approval of more than one half of the shareholders with voting rights, be elected by the shareholders' general meeting to continue the meeting.</p>	<p>A shareholders' general meeting independently convened by the shareholders shall be presided over by <b>the conveners or</b> the representative elected by the conveners.</p> <p>Where the presiding person violates the rules of procedures in the course of the shareholders' general meeting so that the meeting is unable to continue, another presiding person may, subject to the approval of more than one half of the <b>attending</b> shareholders with voting rights, be elected by the shareholders' general meeting to continue the meeting.</p>
87	<p><b>Article 122:</b> At a shareholders' general meeting, the presiding person of the meeting shall decide whether a resolution is adopted. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p><b>Delete this article.</b></p>
88	<p><b>Article 123:</b> In the event that the votes are counted at a shareholders' general meeting, the counting results shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the register of attendance and the proxy forms for proxies attending the meeting shall be kept at the domicile of the Company.</p> <p><b>Article 124:</b> Photocopies of the minutes of the shareholders' general meetings shall be available for shareholders' review during business hours of the Company without charge. If a shareholder demands from the Company photocopies of such minutes, the Company shall send such photocopies to him within seven days after its receipt of reasonable charges.</p>	<p><b>Delete Articles 123 and 124.</b></p>

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89	<p><b>Chapter 9 Class Shareholders' General Meeting</b></p> <p><b>Article 125:</b> Shareholders holding different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of the Company.</p> <p>...</p> <p><b>Article 132:</b> In addition to shareholders of shares of other classes, shareholders of the Domestic-Invested Shares and shareholders of the Overseas-Listed Foreign-Invested Shares are deemed to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply to any of the following circumstances:</p> <p>1. where the Company issues, upon approval by a special resolution at a shareholders' general meeting, the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares once in every 12 months, either separately or concurrently, and the respective numbers of the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares proposed to be issued do not exceed 20% of the respective numbers of the issued and outstanding Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares;</p> <p>2. where the Company's plan to issue the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares at the time of incorporation is completed within 15 months from the date of approval by the securities regulatory authority of the State Council.</p>	<p><b>Delete Chapter 9 Class Shareholders' General Meeting, i.e. deletion of Articles 125 to 132.</b></p>

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90	–	<b>Article 106:</b> Where the Company is required to convene a class shareholders' meeting in respect of any significant matter pursuant to the requirements of the securities regulatory authority of the place where the Company's shares are listed, the procedures for convening, voting and other relevant matters at such class shareholders' general meeting shall be conducted with reference to the relevant provisions of this chapter governing the shareholders' general meeting.
91	<p><b>Article 133:</b> The Company shall have a board of directors which is accountable to the shareholders' general meeting. Directors are natural persons.</p> <p>The board of directors is composed of 15 members, including a Chairman. The members of the board of directors, the number of independent directors and the composition of the board of directors and independent directors shall be in accordance with laws, administrative regulations, rules and regulatory documents.</p> <p>Directors may concurrently hold the office of the manager or other senior management, provided however, that the aggregate number of directors concurrently holding the office of the manager or other senior management and directors acted by representatives of employees shall not be more than one half of the total number of directors.</p> <p>A director is not required to hold any shares in the Company.</p>	<p><b>Article 107:</b> The Company shall have a board of directors which is accountable to the shareholders' general meeting. <del>Directors are natural persons.</del></p> <p>The board of directors is composed of 15 members, including <del>a</del><b>one</b> Chairman. The members of the board of directors, the number of independent directors and the composition of the board of directors and independent directors shall be in accordance with laws, administrative regulations, rules and regulatory documents.</p> <p>Directors may concurrently hold the office of the <del>manager or other</del> senior management, provided however, that the aggregate number of directors concurrently holding the office of the <del>manager or other</del> senior management and directors acted by representatives of employees shall not be more than one half of the total number of directors.</p> <p>A director is not required to hold any shares in the Company.</p>

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92	<p><b>Article 134:</b> The directors shall be elected by the shareholders' general meeting. The term of office of a director shall not be more than three years. Upon expiry, the term of office of a director is renewable upon re-election.</p> <p>Except for the election of a director whose term of office has expired or of a director who is nominated by the board of directors, the intention to nominate candidates for directorships and written notices from such candidates expressing their acceptance of such nomination shall be submitted to the Company at least seven days prior to the date of the shareholders' general meeting.</p> <p>The Chairman of the board of directors shall be elected or removed by more than one half of all directors. The term of office of the Chairman shall be three years, which is renewable upon re-election.</p> <p>Subject to the provisions of relevant laws and administrative regulations, the shareholders' general meeting may by way of an ordinary resolution remove a director whose term of office has not expired (provided however, that claims which may arise on the basis of any contract shall not be affected).</p> <p>The term of office of a director shall commence from his accession till the expiry of the term of the current session of the board of directors. Where election of directors fails to be timely conducted upon expiry of the term of office of the former directors, the former directors shall, prior to the accession of the newly elected directors, perform their duties as directors in accordance with laws, administrative regulations, regulations of regulatory authorities and provisions of these Articles of Association.</p>	<p><b>Article 108:</b> The directors shall be elected <b>and replaced</b> by the shareholders' general meeting <b>and may be removed by the shareholders' general meeting before the expiry of their term of office.</b> The term of office of a director shall not be more than three years. Upon expiry, the term of office of a director is renewable upon re-election. <b>However, the consecutive term of an independent director shall not exceed six years.</b></p> <p><b>Director candidates may be nominated by the board of directors, the nomination committee, the Supervisory Committee, or shareholders who individually or jointly hold 1% or more of the Company's issued shares. However, independent director candidates shall be nominated by the board of directors or by a shareholder or shareholders who individually or jointly hold 1% or more of the Company's issued shares. The written notice of intent to nominate a director candidate and the written confirmation by such candidate of willingness to accept the nomination, as well as the basic information of the candidate, shall be delivered to the Company within a reasonable period prior to the convening of the shareholders' general meeting so as to enable the Company to dispatch or make available such notice and information to shareholders not less than 10 trading days prior to the convening of the shareholders' general meeting.</b></p> <p><b>Investor protection institutions lawfully established may publicly request shareholders to authorise them to exercise the right to nominate independent directors on their behalf.</b></p>

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No.	Before amendments	After amendments
		<p><b>A nominator shall not nominate any person who has an interest relationship with the nominator or any closely connected person whose circumstances may otherwise affect their ability to perform duties independently as an independent director candidate.</b></p> <p><del>Except for the election of a director whose term of office has expired or of a director who is nominated by the board of directors, the intention to nominate candidates for directorships and written notices from such candidates expressing their acceptance of such nomination shall be submitted to the Company at least seven days prior to the date of the shareholders' general meeting.</del></p> <p>The Chairman of the board of directors shall be elected or removed by more than one half of all directors. The term of office of the Chairman shall be three years, which is renewable upon re-election.</p> <p><del>Subject to the provisions of relevant laws and administrative regulations, the shareholders' general meeting may by way of an ordinary resolution remove a director whose term of office has not expired (provided however, that claims which may arise on the basis of any contract shall not be affected).</del></p> <p>The term of office of a director shall commence from his accession till the expiry of the term of the current session of the board of directors. Where election of directors fails to be timely conducted upon expiry of the term of office of the former directors, the former directors shall, prior to the accession of the newly elected directors, perform their duties as directors in accordance with laws, administrative regulations, regulations of regulatory authorities and provisions of these Articles of Association.</p>

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No.	Before amendments	After amendments
93	–	<p><b>Article 109:</b> Independent directors shall meticulously perform their duties in accordance with the provisions under laws, administrative regulations, the CSRC, the stock exchange, and these Articles of Association. They shall play an active role in decision-making, oversight and checks and balances, and professional advisory functions within the board of directors, safeguard the overall interests of the Company, and protect the lawful rights and interests of minority shareholders.</p> <p><b>Article 110:</b> Independent directors must maintain their independence. The following persons shall not serve as independent directors:</p> <ol style="list-style-type: none"> <li><b>1.</b> Persons employed by the Company or its subsidiaries, and their spouses, parents, children, or principal social connections;</li> <li><b>2.</b> Natural person shareholders who directly or indirectly hold 1% or more of the Company’s issued shares or who are among the top ten shareholders of the Company, and their spouses, parents, or children;</li> <li><b>3.</b> Persons employed by shareholders who directly or indirectly hold 5% or more of the Company’s issued shares, or who are among the top five shareholders of the Company, and their spouses, parents, or children;</li> </ol>



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		<p>4. Persons employed by subsidiaries of the controlling shareholder or actual controller of the Company, and their spouses, parents, or children;</p> <p>5. Persons who have significant business transactions with the Company, its controlling shareholder or actual controller or their respective subsidiaries, or who are employed by entities or their controlling shareholders or actual controllers that have significant business dealings with the Company.</p> <p>6. Persons who provide financial, legal, consultancy, sponsorship or other services to the Company, its controlling shareholder, actual controller or their respective subsidiaries, including but not limited to all project team members, reviewers at all levels, signatories of relevant reports, partners, directors, senior management, and major principals of the intermediaries providing services;</p> <p>7. Persons who have fallen under any of the circumstances listed in items 1 to 6 within the past twelve months;</p> <p>8. Other persons who are not independent as prescribed under laws, administrative regulations, the regulations of the CSRC, the business rules of the stock exchange, or the provisions of these Articles of Association.</p>

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No.	Before amendments	After amendments
		<p>For the purposes of items 1 to 6 above, the subsidiaries of the controlling shareholder or actual controller of the Company shall not include enterprises that are controlled by the same state-owned asset supervision and administration authority as the Company and which do not constitute a relationship of the Company in accordance with the relevant regulations.</p> <p>Independent directors shall conduct an annual self-assessment of their independence and submit the self-assessment results to the board of directors. The board of directors shall annually assess the independence of each incumbent independent director and issue a special opinion, which shall be disclosed concurrently with the annual report.</p> <p>Article 111: A person serving as an independent director of the Company shall meet the following criteria:</p> <ol style="list-style-type: none"> <li>1. Possess the qualifications required to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;</li> <li>2. Satisfy the independence requirements set out in these Articles of Association;</li> <li>3. Possess basic knowledge of the operation of listed companies and be familiar with relevant laws, regulations and rules;</li> </ol>

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No.	Before amendments	After amendments
		<p>4. Have no less than five years of work experience in law, accounting, and economics necessary for the performance of the duties of an independent director;</p> <p>5. Possess good personal integrity and have no material adverse record of dishonesty or other misconduct;</p> <p>6. Meet other conditions as stipulated by laws, administrative regulations, the regulations of the CSRC, the business rules of the stock exchange, and the provisions of these Articles of Association.</p>
94	—	<p>Article 112: The following procedures shall be fulfilled prior to the election of an independent director:</p> <p>1. The nominator of an independent director candidate shall obtain the consent of the nominee prior to the nomination, and shall fully understand the nominee's occupation, educational background, professional title, detailed work experience, all part-time positions, and whether the nominee has any material adverse record of dishonesty or other misconduct. The nominator shall provide an opinion on whether the nominee satisfies the independence requirements and other qualifications for serving as an independent director. The candidate shall make a public statement confirming that they meet the independence requirements and other qualifications for serving as an independent director. The candidate shall submit a written undertaking to the Company, whereby agreeing to accept the nomination, undertaking that the information publicly disclosed about the candidate is true, accurate and complete, and pledging to faithfully perform the duties of a director upon election.</p>

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No.	Before amendments	After amendments
		<p>2. Where the nomination of an independent director candidate occurs prior to the convening of a meeting of the Company, and if required under applicable laws, regulations and/or relevant listing rules, the written materials concerning the nominee as set out in item 1 of this Article shall be announced together with the board resolution in accordance with such provisions.</p> <p>3. Where a shareholder or shareholders who individually or jointly hold 1% or more of the total issued shares of the Company submit an interim proposal to elect an independent director, the written notice of intent to nominate the director candidate, the nominee's written confirmation of willingness to accept the nomination, as well as the written materials and undertakings concerning the nominee as set out in item 1 of this Article, shall be delivered to the Company within a reasonable time before the convening of the shareholders' general meeting so as to enable the Company to issue or make available such notice and information to shareholders not less than 10 trading days prior to the shareholders' general meeting.</p> <p>4. Prior to the convening of the shareholders' general meeting at which an independent director is to be elected, and if required under applicable laws, regulations and/or relevant listing rules, the Company shall submit all relevant materials of the nominees to the stock exchange where the Company's shares are listed in accordance with such provisions. If the board of directors of the Company has any objection to the information concerning the nominees, it shall concurrently submit its written opinion to the board of directors. Any nominee to whom the stock exchange raises objections shall not be submitted to the shareholders' general meeting for election.</p>

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No.	Before amendments	After amendments
95	---	<p><b>Article 113: As members of the board of directors, independent directors owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently perform the following responsibilities:</b></p> <p><b>1. Participate in the decision-making of the board of directors and express clear opinions on matters under discussion;</b></p> <p><b>2. Supervise potential material conflicts of interest between the Company and its controlling shareholder, actual controller, directors, or senior management, and safeguard the lawful rights and interests of minority shareholders;</b></p> <p><b>3. Provide professional and objective advice on the Company's operations and development, and promote the improvement in the decision-making quality of the board of directors;</b></p> <p><b>4. Perform other duties as stipulated by laws, administrative regulations, the regulations of the CSRC, and the provisions of these Articles of Association.</b></p>

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No.	Before amendments	After amendments
		<p><b>Article 114: Independent directors shall exercise the following special powers:</b></p> <ol style="list-style-type: none"> <li><b>1. Independently engage intermediaries to conduct audits, consultancy or verification on specific matters of the Company;</b></li> <li><b>2. Propose to the board of directors the convening of an extraordinary general meeting;</b></li> <li><b>3. Propose the convening of a board meeting;</b></li> <li><b>4. Lawfully solicit shareholders' rights from shareholders in an open manner;</b></li> <li><b>5. Express independent opinions on matters that may harm the interests of the Company or its minority shareholders;</b></li> <li><b>6. Exercise other powers as prescribed by laws, administrative regulations, securities regulatory authorities, and these Articles of Association.</b></li> </ol> <p><b>Where an independent director exercises any of the powers listed in items 1 to 3 of the preceding paragraph, such exercise shall be subject to the consent of more than half of all independent directors.</b></p> <p><b>Where an independent director exercises the powers set out in the preceding paragraph, the Company shall make timely disclosures. If such powers cannot be exercised as intended, the Company shall disclose the specific circumstances and reasons.</b></p>

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No.	Before amendments	After amendments
		<p><b>Article 115:</b> The following matters shall be submitted to the board of directors for consideration only after being approved by more than half of all independent directors of the Company:</p> <ol style="list-style-type: none"> <li><b>1.</b> Related party transactions that are required to be disclosed;</li> <li><b>2.</b> Proposals for the amendment to or waiver of undertakings made by the Company or related parties;</li> <li><b>3.</b> Decisions and measures adopted by the board of directors in respect of the acquisition of the Company in case that such acquisition takes place;</li> <li><b>4.</b> Other matters as stipulated by laws, administrative regulations, the CSRC, and these Articles of Association.</li> </ol> <p><b>Article 116:</b> The Company shall establish a special meeting mechanism attended by independent directors. For matters such as related party transactions to be considered by the board of directors, prior approval shall be obtained from the special meeting of independent directors.</p> <p>The Company shall convene special meetings of independent directors on a regular or ad hoc basis. The matters set out in items 1 to 3 of the first paragraph of Article 114 and those listed in Article 115 of these Articles of Association shall be considered by the special meeting of independent directors.</p>

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		<p>The special meeting of independent directors may study and discuss other matters concerning the Company as necessary.</p> <p>The special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of all independent directors. Where the convener fails or is unable to perform such duties, two or more independent directors may convene the meeting themselves and elect one among them to preside.</p> <p>Minutes shall be prepared for special meetings of independent directors in accordance with the prescribed procedures, and the opinions of the independent directors shall be recorded in the minutes. Independent directors shall sign the minutes for confirmation.</p> <p>The Company shall provide facility and support for the convening of special meetings of independent directors.</p>



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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
96	<p><b>Article 135:</b> The directors shall comply with laws, administrative regulations and these Articles and the following duties of diligence to the Company;</p> <p>1. exercising cautiously, seriously and diligently the rights granted by the Company so as to ensure that the Company's business acts are in line with laws, administrative regulations and various requirements of economic policies of the State and its business activities are within the scope of business prescribed in the business license;</p> <p>2. treating all shareholders fairly;</p> <p>3. timely having knowledge of the business operation and management of the Company;</p> <p>4. reporting regularly to the Company and signing written confirmation opinion and ensuring the truthfulness, accuracy and completeness of the information disclosed by the Company;</p> <p>5. providing faithfully relevant information and materials to the board of supervisors and not impeding the board of supervisors or supervisors to exercise its/their functions or powers;</p> <p>6. exercising other duties of diligence prescribed by laws, administrative regulations, regulations of regulatory authorities and these Articles.</p>	<p><b>Delete this article.</b></p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
97	<p><b>Article 136:</b> Where a director fails to attend a meeting of the board of directors in person and fails to appoint other directors to attend on his behalf for two consecutive times, or an independent director fails to attend the meetings of the board of directors in person for three consecutive times, such director or independent director shall be deemed incapable to perform his duties and the board of directors shall propose the shareholders' general meeting to remove such director or independent director.</p>	<p><b>Article 117:</b> Where a director fails to attend a meeting of the board of directors in person and fails to appoint other directors to attend on his behalf for two consecutive times, <del>or an independent director fails to attend the meetings of the board of directors in person for three consecutive times,</del> such director <del>or independent director</del> shall be deemed incapable to perform his duties and the board of directors shall propose the shareholders' general meeting to remove such director <del>or independent director</del>.</p> <p><b>Where an independent director fails to attend two consecutive meetings of the board of directors in person and does not appoint another independent director to attend on their behalf, the board of directors shall, within thirty days from the date such fact occurs, propose to convene a shareholders' general meeting the removal of such independent director.</b></p>
98	<p><b>Article 137:</b> A director may resign before the expiration of his term of office. The resigning director may submit his resignation report in written form to the board of directors which shall disclose the relevant information within two days.</p>	<p><b>Article 118:</b> A director may resign before the expiration of his term of office. The resigning director may submit his resignation report in written form to the board of directors, <b>in which case, an independent director may provide an explanation regarding any matters related to their resignation or any issues which they consider necessary to bring to the attention of the Company's shareholders and creditors.</b> The resignation shall take effect on the date the Company receives the resignation letter, <del>which</del> <b>and the Company</b> shall disclose the relevant information within two <b>trading</b> days.</p>

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	<p>Where the total number of directors is less than the minimum number required by laws due to the resignation of directors, the former directors shall, prior to the accession of the newly elected directors, perform their duties as directors in accordance with relevant laws, administrative regulations, regulations of regulatory authorities and these Articles.</p> <p>Except for the circumstances prescribed in the preceding paragraph, the resignation of a director shall become effective upon the said resignation report is served on the board of directors.</p>	<p>Where the total number of directors is less than the minimum number required by laws due to the resignation of directors, the former directors shall, prior to the accession of the newly elected directors, perform their duties as directors in accordance with relevant laws, administrative regulations, regulations of regulatory authorities and these Articles.</p> <p><b>Where the resignation of an independent director results in the proportion of independent directors on the board of directors or its special committees falling below the statutory minimum quorum, or where there is no accounting professional among the independent directors, the resigning independent director shall continue to perform his/her duties until a new independent director is appointed. The Company shall complete the by-election within sixty days from the date on which the resignation is tendered.</b></p> <p><del>Except for the circumstances prescribed in the preceding paragraph, the resignation of a director shall become effective upon the said resignation report is served on the board of directors.</del></p>
99	<b>Article 139:</b> The independent directors shall perform their duties in accordance with laws, administrative regulations and relevant provisions of regulations of regulatory authorities.	<b>Deleted this article.</b>

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No.	Before amendments	After amendments
100	–	<p><b>Article 119: The shareholders’ general meeting may resolve to remove a director, and such removal shall take effect on the date the resolution is passed.</b></p> <p><b>Where a director is removed before the expiry of their term of office without due cause, the director may request the Company to provide compensation.</b></p>
101	<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> <ol style="list-style-type: none"> <li>1. to convene shareholders’ general meetings and report its work to the shareholders’ general meeting;</li> <li>2. to implement resolutions of the shareholders’ general meeting;</li> <li>3. to decide on the Company’s business plans and investment plans;</li> <li>4. to formulate the Company’s plans for annual financial budgets and final accounts;</li> <li>5. to formulate the Company’s plans for profit distribution and making up losses;</li> <li>6. to formulate proposals for the increase or reduction of the Company’s registered capital, the issuance of the Company’s bonds or other securities, and the listing project;</li> <li>7. to prepare plans for major acquisition, repurchase of the Company’s shares, merger, division or dissolution of the Company, or the change of the Company’s nature of incorporation;</li> </ol>	<p><b>Article 121:</b> The board of directors shall be accountable to the shareholders’ general meeting, and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>1. to convene shareholders’ general meetings and report its work to the shareholders’ general meeting;</li> <li>2. to implement resolutions of the shareholders’ general meeting;</li> <li>3. to decide on the Company’s business plans and investment plans;</li> <li>4. to <del>formulate</del><b>decide on</b> the Company’s plans for annual financial budgets and final accounts;</li> <li>5. to formulate the Company’s plans for profit distribution and making up losses;</li> <li>6. to formulate proposals for the increase or reduction of the Company’s registered capital, the issuance of the Company’s bonds or other securities, and the listing project;</li> <li>7. to prepare plans for major acquisition, repurchase of the Company’s shares, merger, division or dissolution of the Company, or the change of the Company’s nature of incorporation;</li> </ol>

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	<p>8. without prejudice to the requirements under Article 62 of these Articles, considering and approving the external guarantees to be provided the Company;</p> <p>9. to consider and approve the relevant transactions in accordance with rules of the relevant securities exchange(s) on which the Company's shares are listed;</p> <p>10. to decide on the Company's internal management structure;</p> <p>11. to appoint or remove the Company's manager and Secretary of the board of directors, and pursuant to the manager's nominations to appoint or remove the deputy manager, financial officer, general counsel or other senior management of the Company and to decide on their remuneration, punishment and bonus;</p>	<p><b>8. Within the scope of authorisation granted by the shareholders' general meeting, to decide on matters such as external investment, acquisition or disposal of assets, asset pledges, external guarantees, entrusted wealth management, related party transactions, and external donations of the Company (where any authorised matter is required to be resolved by the shareholders' general meeting under the listing rules of the place where the Company's shares are listed, it shall be submitted to the shareholders' general meeting for consideration after approval by the board of directors);</b></p> <p><del>without prejudice to the requirements under Article 62 of these Articles, considering and approving the external guarantees to be provided the Company;</del></p> <p><del>9. to consider and approve the relevant transactions in accordance with rules of the relevant securities exchange(s) on which the Company's shares are listed;</del></p> <p><del>109.</del> to decide on the Company's internal management structure;</p> <p><del>110.</del> to appoint or remove the Company's <b>general</b> manager and Secretary of the board of directors <b>and other senior management, and to decide on their remuneration, punishment and bonus;</b> and pursuant to the <b>general</b> manager's nominations, to appoint or remove the deputy <b>general</b> manager, financial officer, general counsel (<b>chief compliance officer</b>) or other senior management of the Company and to decide on their remuneration, punishment and bonus;</p>

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No.	Before amendments	After amendments
	12. to formulate the Company's basic management system;	<del>12</del> <b>11.</b> to formulate the Company's basic management system;
	13. to prepare plans for amending these Articles;	<del>13</del> <b>12.</b> to prepare plans for amending these Articles;
	14. to handle matters in relation to the disclosure of the Company's information;	<del>14</del> <b>13.</b> to handle matters in relation to the disclosure of the Company's information;
	15. to propose to the shareholders' general meeting as to the appointment or change of the Company's audit firm;	<del>15</del> <b>14.</b> to propose to the shareholders' general meeting as to the appointment or <del>change-removal</del> of the Company's audit firm <b>engaging in the audit of the Company;</b>
	16. to consider the work reports of the manager and to examine his work;	<del>16</del> <b>15.</b> to consider the work reports of the <b>general</b> manager and to examine his work;
	17. to decide on the salary structure and the welfare and bonus plan of the Company;	<del>17. to decide on the salary structure and the welfare and bonus plan of the Company;</del>
	18. to decide on the establishment of special committees and the appointment and removal of the relevant members of such committees;	<b>16. To consider and approve relevant transactions in accordance with the rules of the stock exchange where the Company's shares are listed;</b>
	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;	<del>18</del> <b>17.</b> to decide on the establishment of special committees and the appointment and removal of the relevant members of such committees;
	20. to exercise other functions and powers granted by the shareholders' general meeting and these Articles.	<del>19</del> <b>18.</b> to decide on other important affairs and administrative matters which are not required by these Articles to be decided by the shareholders' general meeting;
		<del>20</del> <b>19.</b> to exercise other functions and powers granted by the shareholders' general meeting and these Articles.

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	<p>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 and standardizing the operation of the special committees.</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><del>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 and standardizing the operation of the special committees.</del></p> <p><del>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.</del></p> <p><b>Matters set out in items 6, 7 and 12 above to be considered by the board of directors, must be approved by more than two-thirds of all directors. Matters under item 8 above to be considered by the board of directors that involve transactions relating to the “provision of guarantees”, must be approved by more than two-thirds of the directors present at the board meeting, in addition to obtaining approval from more than half of all directors. Remaining matters to be considered by the board of directors, must be approved by more than half of all directors. Where the securities regulatory body or stock exchange in the place where the shares of the Company are listed imposes more stringent requirements on the approval thresholds for such matters to be considered by the board of directors, such requirements shall prevail.</b></p>

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		<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 (<b>chief compliance officer</b>) shall be present at the meeting and provide legal advice.</p>
102	<p><b>Article 144:</b> The board of directors shall not, without the approval of the shareholders' general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of (i) the estimated value of the proposed disposition of fixed assets; and (ii) where any fixed assets of the Company have been disposed in the period of four months immediately preceding the proposed disposition, the aggregate amount of value of such disposal, exceeds 33% of the value of the Company's fixed assets as shown in the last balance sheet placed before the shareholders' general meeting.</p> <p>For the purposes of this Article, disposition of fixed assets shall include a transfer of interests in assets, but shall not include the use of fixed assets as guarantee. The validity of a transaction for the disposition of fixed assets by the Company shall not be affected by a breach of the first paragraph of this Article.</p>	<b>Delete this article.</b>
103	<p><b>Article 143:</b> The board of directors shall determine the scope of authority for external investment, acquisition and sale of assets, mortgage of assets, external guarantee, wealth management through entrustment and connected transactions, and establish strict examination and decision-making procedures. Major investment projects shall be reviewed and examined by relevant experts and professionals, and be subject to the approval of the shareholders' general meeting.</p>	<p><b>Article 124:</b> The board of directors shall determine the scope of authority for external investment, acquisition and sale of assets, mortgage of assets, external guarantee, wealth management through entrustment<del>and</del>, connected transactions, <b>external donations and etc.</b>, and establish strict examination and decision-making procedures. Major investment projects shall be reviewed and examined by relevant experts and professionals, and be subject to the approval of the shareholders' general meeting.</p>



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104	<p><b>Article 144:</b> The board of directors shall not, without the approval of the shareholders' general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of (i) the estimated value of the proposed disposition of fixed assets; and (ii) where any fixed assets of the Company have been disposed in the period of four months immediately preceding the proposed disposition, the aggregate amount of value of such disposal, exceeds 33% of the value of the Company's fixed assets as shown in the last balance sheet placed before the shareholders' general meeting.</p> <p>For the purposes of this Article, disposition of fixed assets shall include a transfer of interests in assets, but shall not include the use of fixed assets as guarantee.</p> <p>The validity of a transaction for the disposition of fixed assets by the Company shall not be affected by a breach of the first paragraph of this Article 144.</p>	<p><b>Delete this article.</b></p>

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105	<p><b>Article 145:</b> The Chairman shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>1. to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors;</li> <li>2. to monitor on the implementation of resolutions of the board of directors;</li> <li>3. to execute securities issued by the Company;</li> <li>4. to exercise other functions and powers granted by the board of directors.</li> </ol>	<p><b>Article 125:</b> The Chairman shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>1. to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors;</li> <li>2. to <b>supervise and</b> monitor on the implementation of resolutions of the board of directors;</li> <li><del>3. to execute securities issued by the Company;</del></li> <li><b>43.</b> to exercise other functions and powers granted by the board of directors.</li> </ol>
106	<p><b>Article 146:</b> Where the Chairman of the Company is unable or fails to perform his duties, a director elected jointly by no less than one half of directors shall perform the duties hereof.</p>	<p><b>Article 126:</b> Where the Chairman of the Company is unable or fails to perform his duties, a director elected jointly by <del>no less</del><b>more</b> than one half of directors shall perform the duties hereof.</p>
107	<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 and supervisors 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 127: Regular M</b>meetings of the board of directors shall be held at least <del>twice</del><b>four times</b> per annum. Meetings of the board of directors shall be convened by the Chairman <del>who shall notify all the directors and supervisors 10 days before the date of such meetings.</del> 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. <del>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.</del> The Chairman shall, within 10 days after his receipt of the proposal, convene and preside over such meeting. <b>In case of any of the following circumstances, shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, or the audit committee may propose the convening of an extraordinary meeting of the board of directors. The Chairman shall convene and preside over the extraordinary meeting of the board of directors within ten days.</b></p>

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108	<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> <p>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;</p> <p>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 and supervisors 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;</p> <p>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);</p>	<p><b>Article 128:</b> The notification method and notice period for meetings of the board of directors <del>and extraordinary meetings of the board of directors</del> shall satisfy the following requirements:</p> <p>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;</p> <p>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 <del>Chairman</del> <b>Company</b> shall notify all directors <del>and supervisors 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 of the time and location thereof</del> <b>no less than 14 days prior to the convening of the regular meeting of the board of directors, or no less than 10 days prior to the convening of an extraordinary meeting of the board of directors, by means such as personal delivery, facsimile, post, or email; in case of an emergency requiring the prompt convening of an extraordinary meeting of the board of directors, the meeting notice may be given at any time by telephone or other verbal means, and the convener shall provide an explanation at the meeting;</b></p> <p>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);</p>

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	<p>4. if a director has attended a meeting of the board of directors and does not make any objection before or upon his attendance at the meeting in respect of his failure to receive the notice of the meeting, a notice of meeting shall be deemed to have been issued to such director;</p> <p>5. regular meetings of the board of directors and extraordinary meetings of the board of directors may be held through telephone conferences or other similar communication facilities. When a meeting is held through the aforesaid facilities, all directors attending such meeting shall be deemed to be attending the meeting in person so long as all the directors attending the meeting are able to hear others' speeches clearly, and communicate and exchange views with each other.</p>	<p>4. if a director has attended a meeting of the board of directors and does not make any objection before or upon his attendance at the meeting in respect of his failure to receive the notice of the meeting, a notice of meeting shall be deemed to have been issued to such director;</p> <p>5. regular meetings of the board of directors and extraordinary meetings of the board of directors may be held through telephone conferences or other similar communication facilities. When a meeting is held through the aforesaid facilities, all directors attending such meeting shall be deemed to be attending the meeting in person so long as all the directors attending the meeting are able to hear others' speeches clearly, and communicate and exchange views with each other.</p>
109	<p><b>Article 150:</b> A meeting of the board of directors shall be held only when no less than one half of all directors attend the meeting.</p> <p>Each director shall have one vote. Resolutions of the board of directors shall be adopted by no less than one half of all directors. Where the number of votes cast for and against a resolution are equal, the Chairman shall have the right to cast an additional vote.</p>	<p><b>Article 130:</b> A meeting of the board of directors shall be held only when <del>no less</del><b>more</b> than one half of all directors attend the meeting. Each director shall have one vote. Resolutions of the board of directors shall be adopted by <del>no less</del><b>more</b> than one half of all directors; <b>but matters requiring the approval of not less than two-thirds of all directors under special provisions of these Articles of Association shall be handled in accordance with those special provisions.</b><del>Where the number of votes cast for and against a resolution are equal, the Chairman shall have the right to cast an additional vote.</del></p>

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No.	Before amendments	After amendments
110	<p><b>Article 151:</b> Where directors have connected relationship with the enterprises involved in matters considered at a meeting of the board of directors, such directors shall neither vote on such matters nor act as agents for other directors to exercise their voting power. Such meeting of the board of directors may be held when not less than one half of the non-connected directors are present and such resolutions tabled on the meeting of the board of directors require the approval of not less than one half of the non- connected directors. Where less than three non-connected directors attend such meeting, the said matters shall be submitted to the shareholders’ general meeting for consideration.</p>	<p><b>Article 131:</b> Where directors have connected relationship with the enterprises <b>or individuals</b> involved in matters considered at a meeting of the board of directors, <b>such directors shall timely submit a written report to the board of directors.</b> sSuch directors <b>having related party relationship</b> shall neither vote on such matters nor act as agents for other directors to exercise their voting power. Such meeting of the board of directors may be held when not less than one half of the non-connected directors are present and such resolutions tabled on the meeting of the board of directors require the approval of not less than one half of the non- connected directors. Where less than three non-connected directors attend such meeting, the said matters shall be submitted to the shareholders’ general meeting for consideration.</p>
111	<p><b>Article 152:</b> A director shall attend meetings of the board of directors in person. If a director is unable to attend a board meeting, he may appoint another director by a written power of attorney to attend the meeting on his behalf. Such power of attorney shall specify the scope of authorization.</p> <p>The director who is appointed to attend a meeting of the board of directors on behalf of anther director shall exercise his rights as a director within his scope of authorization. If a director fails to attend a meeting of the board of directors and does not appoint anther person to attend on his behalf, such director is deemed to have given up his rights to vote at that meeting.</p>	<p><b>Article 132:</b> A director shall attend meetings of the board of directors in person. If a director is unable to attend a board meeting, he may appoint another director by a written power of attorney to attend the meeting on his behalf. Such power of attorney shall specify <b>the name of the proxy, authorized matters,</b> the scope of authorization <b>and the validity period, which shall also be affixed by the signature of the appointer or the seal.</b></p> <p>The director who is appointed to attend a meeting of the board of directors on behalf of anther director shall exercise his rights as a director within his scope of authorization. If a director fails to attend a meeting of the board of directors and does not appoint anther person to attend on his behalf, such director is deemed to have given up his rights to vote at that meeting.</p>

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112	<p><b>Article 153:</b> 1. The board of directors shall take minutes on matters discussed and decisions made at its meetings. Directors attending the meetings of the board of directors and the recorder shall sign the minutes. Minutes of each meeting of the board of directors shall be provided to all directors for their review as soon as possible. Directors shall be responsible for resolutions of the board of directors. Where a resolution of the board of directors violates any laws, administrative regulations or the Articles of the Company and causes any serious loss to the Company, the directors who participated in adopting such resolution shall compensate the Company. Where a director is proven to have raised an objection to such resolution and his objection is recorded in the minutes, such director may be exempted from such liability.</p> <p>2. Written resolutions of the board of directors may be adopted as substitute for convening meetings of the board of directors, provided however, that drafts of such written resolutions shall be served on each director by hand, mail, telegram or facsimile. Where such resolutions have been distributed to, signed and approved by all directors of the board, and the signed copies have been delivered to the Company Secretary in any of the aforesaid manner, such resolutions will become resolutions of the board of directors and relevant meetings of the board of directors are not required to be convened.</p>	<p><b>Article 133:</b> 1. The board of directors shall take minutes on matters discussed and decisions made at its meetings. Directors attending the meetings of the board of directors, <b>the Secretary of the board of directors</b> and the recorder shall sign the minutes. <del>Minutes of each meeting of the board of directors shall be provided to all directors for their review as soon as possible.</del> Directors shall be responsible for resolutions of the board of directors. Where a resolution of the board of directors violates any laws, administrative regulations or the Articles of the Company and causes any serious loss to the Company, the directors who participated in adopting such resolution shall compensate the Company. Where a director is proven to have raised an objection to such resolution and his objection is recorded in the minutes, such director may be exempted from such liability.</p> <p><b>Minutes of the meetings of the board of directors shall be kept as part of the Company's archives for a period of not less than ten years.</b></p> <p>2. Written resolutions of the board of directors may be adopted as substitute for convening meetings of the board of directors, provided however, that drafts of such written resolutions shall be served on each director by hand, <del>mail, telegram or facsimile</del> <b>facsimile, mail, or e-mail</b>. Where <b>the number of directors who have signed in agreement has reached the statutory quorum required under laws, administrative regulations and these Articles of Association for making a decision on the relevant matter, and such signed resolutions have been submitted to the Secretary of the board of directors in the manner described above</b><del>such resolutions have been distributed to, signed and approved by all directors of the board, and the signed copies have been delivered to the Company Secretary in any of the aforesaid manner,</del> such resolutions will become resolutions of the board of directors and relevant meetings of the board of directors are not required to be convened, <b>unless otherwise provided by applicable laws, regulations and/or relevant listing rules.</b></p>

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No.	Before amendments	After amendments
		<p><b>3. Minutes of meetings of the board of directors shall include the following contents:</b></p> <p>(1) The date, venue and name of the convener of the meeting;</p> <p>(2) The names of attending directors and the names of directors (proxies) attending on behalf of others;</p> <p>(3) The agenda of the meeting;</p> <p>(4) The key points of the directors' speeches;</p> <p>(5) The voting method and results for each resolution (the voting results of which shall specify the number of votes in favour, against, and abstentions).</p>
113	–	<p><b>Article 134:</b> The board of directors of the Company shall establish an audit committee, which shall exercise the powers and functions of the board of supervisors as prescribed under the Company Law.</p> <p><b>Article 135:</b> The audit committee shall consist of five members, all of whom shall be directors who do not hold any senior management position in the Company. Among them, three shall be independent directors, and the convener shall be an independent director with accounting expertise.</p>

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No.	Before amendments	After amendments
		<p><b>Article 136: The audit committee shall be responsible for reviewing the Company’s financial information and its disclosure, supervising and assessing internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration only after being approved by more than one half of all members of the audit committee:</b></p> <p><b>1. Disclosure of financial information in financial accounting reports and periodic reports, and reports on the evaluation of internal control;</b></p> <p><b>2. Appointment or dismissal of the accounting firm responsible for auditing the Company;</b></p> <p><b>3. Appointment or dismissal of the chief financial officer of the Company;</b></p> <p><b>4. Changes in accounting policies or accounting estimates, or the correction of major accounting errors for reasons other than changes in accounting standards;</b></p> <p><b>5. Other matters as stipulated by laws, administrative regulations, the regulations of the CSRC, the rules of the stock exchange, and the provisions of these Articles of Association.</b></p>



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No.	Before amendments	After amendments
		<p><b>Article 137: The audit committee shall convene at least one meeting each quarter. An extraordinary meeting may be convened upon the proposal of two or more members or if deemed necessary by the convener. Meetings of the audit committee shall be held only if more than two-thirds of its members are present.</b></p> <p><b>Resolutions of the audit committee shall be passed by more than one half of the members of the audit committee.</b></p> <p><b>Each member of the audit committee shall have one vote when voting on resolutions.</b></p> <p><b>Resolutions of the audit committee shall be recorded in minutes in accordance with the prescribed procedures, and all members of the audit committee attending the meeting shall sign the minutes.</b></p> <p><b>The procedural rules for the audit committee shall be formulated by the board of directors.</b></p> <p><b>Article 138: In addition to the audit committee, the board of directors of the Company shall establish a strategy, development and risk control committee, a nomination committee, and a remuneration and appraisal committee. These special committees shall perform their duties in accordance with these Articles of Association and the authorisation of the board of directors. Proposals made by the special committees shall be submitted to the board of directors for consideration and decision.</b></p>

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		<p>All members of the special committees shall be directors. More than half of the members of the nomination committee and the remuneration and appraisal committee shall be independent directors, and the convener shall be an independent director. However, where otherwise stipulated by relevant authorities under the State Council with respect to the convener of a special committee, such provisions shall prevail.</p> <p>The board of directors shall be responsible for formulating the working rules or procedures of the special committees to regulate operations of the special committees.</p> <p><b>Article 139:</b> The nomination committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, and for identifying and reviewing candidates for directors and senior management and their qualifications. It shall make recommendations to the board of directors on the following matters:</p> <ol style="list-style-type: none"> <li>1. Nomination or removal of directors;</li> <li>2. Appointment or dismissal of senior management;</li> <li>3. Other matters as stipulated by laws, administrative regulations, the regulations of the CSRC, the rules of the stock exchange, and the provisions of these Articles of Association.</li> </ol>

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No.	Before amendments	After amendments
		<p>If the board of directors does not adopt or fully adopt the recommendations of the nomination committee, it shall record the committee's opinions and the specific reasons for not adopting them in the board resolution, and make appropriate disclosure.</p> <p>Article 140: The remuneration and appraisal committee shall be responsible for formulating the performance assessment criteria for directors and senior management, conducting their evaluations, and formulating and reviewing the remuneration determination mechanisms, decision-making procedures, payment and clawback arrangements, and other remuneration policies and plans for directors and senior management. It shall make recommendations to the board of directors on the following matters:</p> <ol style="list-style-type: none"> <li>1. The remuneration of directors and senior management;</li> <li>2. The formulation of or amendment to equity incentive schemes, employee share schemes, and the achievement of conditions for the grant and exercise of rights by incentive participants;</li> <li>3. The arrangements made by directors and senior management for shareholding plans in connection with the proposed spin-off of subsidiaries;</li> <li>4. Other matters as stipulated by laws, administrative regulations, the regulations of the CSRC, the rules of the stock exchange, and the provisions of these Articles of Association.</li> </ol>

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		<p>Where the board of directors does not adopt or fully adopt the recommendations of the remuneration and appraisal committee, it shall record the committee's opinions and the specific reasons for not adopting them in the board resolution, and make appropriate disclosure.</p> <p>The Company shall, in accordance with laws, administrative regulations and the requirements of relevant state authorities, formulate a remuneration management system for directors and senior management to safeguard the lawful rights and interests of employees and shareholders.</p>
114	<p><b>Article 155:</b> The office of the Secretary of the board of directors shall be held by one or two natural person(s) with necessary professional knowledge and experience. Secretary of the board of directors shall be appointed or removed by the board of directors. The major duties of the Secretary of the board of directors are:</p> <p>1. to ensure that the Company maintains complete organizational documents and records;</p> <p>2. to ensure that the Company, in accordance with laws, prepares and submits reports and documents required by the competent authority;</p> <p>3. to ensure that the Company's register of shareholders is properly prepared and that those who are entitled to obtain relevant records and documents of the Company are able to timely obtain such records and documents.</p>	<p><b>Article 142:</b> The office of the Secretary of the board of directors shall be held by one or two natural person(s) with necessary professional knowledge and experience. Secretary of the board of directors shall be appointed or removed by the board of directors. The major duties of the Secretary of the board of directors are:</p> <p><b>1. to oversee corporate information disclosure affairs, coordinate work of corporate information disclosure, organize and formulate the establishment of the Company's information disclosure management system, and supervise the Company and related obligors of information disclosure to comply with relevant regulations of information disclosure;</b></p> <p><b>2. to manage investor relations, coordinate communication of information between the Company and securities regulatory authorities, investors, de facto controllers, intermediaries, media, etc.;</b></p>

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No.	Before amendments	After amendments
		<p>3. to arrange and organize board meetings and shareholders' general meetings, attend shareholders' general meeting, board meeting and meeting related to senior management officers, and be responsible for work of board meeting minutes, and signing them;</p> <p>4. to be responsible for work of confidentiality regarding the Company's information disclosures, promptly reporting and disclosing to the stock exchange, in cases of leak of significant undisclosed information;</p> <p>5. to monitor media reports and take the initiative to verify the truth, and urge for timely responses from related entities (including the Company) to inquiries from the stock exchange;</p> <p>6. to organise training for directors and senior management officers of the Company regarding provisions of relevant laws, regulations, and rules of the stock exchange, assisting the aforementioned personnel in understanding their respective responsibilities in information disclosure;</p> <p>7. to supervise directors and senior management officers complying with laws, regulations, rules of the stock exchange and the Articles of Association, and earnest fulfillment of their commitment; and shall remind the Company, directors and senior management officers, and promptly and honestly report to the stock exchange upon knowing their resolutions made violate or potentially violate relevant regulations;</p>

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No.	Before amendments	After amendments
		<p><b>8. to manage changes of the Company's stocks and its derivative products;</b></p> <p><b>9. to perform other duties required by laws, administrative regulations, Articles of Association and the securities regulatory authorities or the stock exchange(s) where the shares of the Company are listed.</b></p> <p><del>1. to ensure that the Company maintains complete organizational documents and records;</del></p> <p><del>2. to ensure that the Company, in accordance with laws, prepares and submits reports and documents required by the competent authority;</del></p> <p><del>3. to ensure that the Company's register of shareholders is properly prepared and that those who are entitled to obtain relevant records and documents of the Company are able to timely obtain such records and documents.</del></p>
115	<p><b>Article 158:</b> The manager of the Company is accountable to the board of directors and shall exercise the following functions and powers:</p> <p>1. to take charge of the production, operation and management of the Company and to arrange the implementation of the resolutions of the board of directors, and report to the board of directors;</p> <p>2. to arrange the implementation of the Company's annual business plans and investment plans;</p>	<p><b>Article 145:</b> The <b>general</b> manager of the Company is accountable to the board of directors and shall exercise the following functions and powers:</p> <p>1. to take charge of the production, operation and management of the Company and to arrange the implementation of the resolutions of the board of directors, and report to the board of directors;</p> <p>2. to arrange the implementation of the Company's annual business plans and investment plans;</p>

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	<p>3. to prepare the plan for setting up the Company's internal management organisation;</p> <p>4. to prepare the Company's basic management system;</p> <p>5. to formulate the basic rules and regulations of the Company;</p> <p>6. to propose the appointment or removal of the Company's deputy manager, financial officer and general counsel;</p> <p>7. to appoint or remove management staff other than those who should be appointed or removed by the board of directors;</p> <p>8. without prejudice to the provisions of Article 140, to exercise investment, borrowing and lending powers in respect of fixed assets of the Company representing no more than 1% of the share capital and to decide on the disposal of fixed assets representing no more than 1% of the share capital;</p> <p>9. other functions and powers granted by the board of directors and the Company's Articles.</p>	<p>3. to prepare the plan for setting up the Company's internal management organisation;</p> <p>4. to prepare the Company's basic management system;</p> <p>5. to formulate the <del>basics</del><b>specific</b> rules and regulations of the Company;</p> <p>6. to propose the appointment or removal of the Company's deputy <b>general</b> manager, financial officer and general counsel <b>(chief compliance officer) to the board of directors;</b></p> <p>7. to <b>determine the</b> appointment or removal <del>ale</del> management staff other than those who should be appointed or removed by the board of directors;</p> <p>8. without prejudice to the provisions of Article <del>140</del><b>121</b>, to exercise investment, borrowing and lending powers in respect of fixed assets of the Company representing no more than 1% of the share capital and to decide on the disposal of fixed assets representing no more than 1% of the share capital;</p> <p>9. other functions and powers granted by the board of directors and the Company's Articles.</p>
116	<b>Article 161:</b> When exercising his functions and powers, the Company's manager shall faithfully perform his obligations of diligences owed to the Company in accordance with laws, administrative regulations and the Articles of Association of the Company.	<b>Delete this article.</b>

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117	<p><b>Article 162:</b> The working rules for manager shall include the followings:</p> <ol style="list-style-type: none"> <li>1. conditions and procedures for convening a manager meeting, and persons attending such manager meeting;</li> <li>2. responsibilities and division of work of the manager and other senior management;</li> <li>3. scope of authority regarding the use of Company's funds and assets, and the signing of material contracts, and system on reporting to the board of directors and the board of supervisors;</li> <li>4. other matters deemed necessary by the board of directors.</li> </ol>	<p><b>Article 148:</b> The working rules for <b>general</b> manager shall include the followings:</p> <ol style="list-style-type: none"> <li>1. conditions and procedures for convening a <b>general</b> manager meeting, and persons attending such manager meeting;</li> <li>2. responsibilities and division of work of the <b>general</b> manager and other senior management;</li> <li>3. scope of authority regarding the use of Company's funds and assets, and the signing of material contracts, and system on reporting to the board of directors<del>and the board of supervisors</del>;</li> <li>4. other matters deemed necessary by the board of directors.</li> </ol>
118	<p><b>Chapter 13</b> The Board Of Supervisors</p> <p>From Article 165 to Article 179.</p>	<p><b>Delete all contents of Chapter 13 The Board Of Supervisors.</b></p>
119	<p><b>Chapter 14</b> Qualifications And Obligations Of Directors, Supervisors, Manager and other Senior Management Of The Company</p>	<p><b>Chapter 12</b> Qualifications And Obligations Of Directors, <del>Supervisors, Manager</del> and <del>other</del> Senior Management Of The Company</p>



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120	<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>2. persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalised due to the above offences, where less than five years have elapsed since the date of the completion of execution of the penalty, or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the execution of such penalty;</p> <p>3. persons who were former directors, factory chief or manager of a company or enterprise which has been liquidated and become bankrupt and who were personally liable for the bankruptcy and liquidation of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of such company or enterprise;</p>	<p><b>Article 151:</b> The following persons shall not hold the office of directors, <del>supervisors, manager or other</del> <b>and</b> senior management of the Company:</p> <p>1. persons without civil capacity or with restricted civil capacity;</p> <p>2. persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalised due to the above offences, where less than five years have elapsed since the date of the completion of execution of the penalty, <del>or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the execution of such penalty</del> <b>and who is sentenced to probation, where less than two years has elapsed since the expiration of the probation period;</b></p> <p>3. persons who were former directors, factory chief or manager of a company or enterprise which has been liquidated and become bankrupt and who were personally liable for the bankruptcy and liquidation of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of such company or enterprise;</p>

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	<p>4. a person who was the legal representative of a company or enterprise whose business licence has been revoked due to a violation of laws and who was personally liable, where less than three years have elapsed since the date of the revocation of the business licence of such company or enterprise;</p> <p>5. persons who have failed to repay a relatively large amount of debt due;</p> <p>6. persons who have committed criminal offences and are still under investigations by judicial authorities;</p> <p>7. persons who, according to laws and administrative regulations, are not allowed to hold the office of officers of enterprises;</p> <p>8. persons who are not natural persons;</p> <p>9. persons who have been punished by China Securities Regulatory Commission with prohibition from securities market the term of which has not expired;</p>	<p>4. a person who was the legal representative of a company or enterprise whose business licence has been revoked due to a violation of laws and who was personally liable, where less than three years have elapsed since the date of the revocation of the business licence <b>or order of closure</b> of such company or enterprise;</p> <p>5. persons who have failed to repay a relatively large amount of debt due <b>and are listed as a person subject to execution for breach of trust by the people's court;</b></p> <p>6. <b>persons who are subject to the CSRC's punishment which prohibits him/her from entering into the securities market for a period which has not yet expired</b> <del>persons who have committed criminal offences and are still under investigations by judicial authorities;</del></p> <p>7. <b>persons who are publicly recognized by the stock exchange as unsuitable to serve as directors, supervisors, or senior management officers of a listed company, with an unexpired term</b> <del>persons who, according to laws and administrative regulations, are not allowed to hold the office of officers of enterprises;</del></p> <p>8. <b>other circumstances stipulated by laws, administrative regulations, departmental rules or the securities regulatory authorities or the stock exchange(s) where the shares of the Company are listed. persons who are not natural persons;</b></p> <p>9. <del>persons who have been punished by China Securities Regulatory Commission with prohibition from securities market the term of which has not expired;</del></p>

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	<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 or supervisors in the Company's controlling shareholders shall not concurrently act as senior management of the Company.</p> <p>The election, appointment or engagement of directors, supervisors, manager or other senior management in contravention of this Article shall be void. Directors, supervisors, manager or other senior management involved in any of the circumstances specified this Article during the term of their office shall be removed by the Company.</p>	<p><del>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;</del></p> <p><del>11.</del> persons holding any office other than that of directors or supervisors in the Company's controlling shareholders shall not concurrently act as senior management of the Company. <b>The senior management of the Company only receives remuneration from the Company, and shall not be paid by the controlling shareholders.</b></p> <p>The election, appointment or engagement of directors, <del>supervisors, manager or other</del> <b>or appointment of</b> senior management in contravention of this Article shall be void. Directors, <del>supervisors, manager or other</del> <b>and</b> senior management involved in any of the circumstances specified this Article during the term of their office shall be removed by the Company, <b>and cease from performing their duties.</b></p>
121	<p><b>Article 181:</b> The validity of the conducts of directors, manager or other senior management acting on behalf of the Company with respect to bona fide third parties shall not be affected due to any violation of regulations in respect of the employment, election or qualification of such directors, manager or other senior management.</p>	<p><b>Delete Article 181 to Article 183.</b></p>

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	<p><b>Article 182:</b> In addition to the obligations imposed by relevant laws, administrative regulations or the listing rules of the securities exchange(s) on which the Company's shares are listed, directors, supervisors, manager and other senior management of the Company, when exercising their functions and powers granted by the Company, shall owe to the shareholders the following obligations:</p> <p>1. not to cause the Company to conduct business beyond the business scope specified in its business license;</p> <p>2. to act honestly in what they consider to be in the best interest of the Company;</p> <p>3. not to deprive in any way the Company of its assets, including (but not limited to) opportunities beneficial to the Company;</p> <p>4. not to deprive the shareholders of their personal rights and interests, including (but not limited to) the rights to distributions and to vote, except in a reorganization submitted to and approved by the shareholders' general meeting in accordance with the Articles of Association of the Company.</p> <p><b>Article 183:</b> Each director, supervisor, manager and other senior management of the Company owes a duty in exercising his powers and performing his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.</p>	

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122	<p><b>Article 184:</b> Each director, supervisor, manager and other senior management of the Company shall follow fiduciary principles in performing their duties, and shall not place themselves in a position where their interests and their obligations may be in conflict. Such principles shall include (but not limited to) the following:</p> <ol style="list-style-type: none"> <li>1. to act honestly in what he considers to be in the best interest of the Company;</li> <li>2. to exercise his powers within the scope specified and not to act ultra vires;</li> <li>3. to exercise in person the discretion vested in him and not to act under the direction of others and, unless and to the extent permitted by laws or administrative regulations or with the informed consent of the shareholders' general meeting, not to delegate to another person his power to exercise any discretion;</li> <li>4. to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</li> <li>5. except in accordance with these Articles or with the informed consent of shareholders in shareholders' general meetings, not to enter into any contract, transaction or arrangement with the Company;</li> <li>6. not, without the informed consent of shareholders in the shareholders' general meetings, to use the Company's assets in any way for his own benefits;</li> </ol>	<p><b>Article 152:</b> Each director,<del>supervisor, manager—and—other</del> <b>and</b> senior management of the Company shall <b>have a duty of loyalty to the Company, and take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their powers to pursue improper interests.</b><del>follow fiduciary principles in performing their duties, and shall not place themselves in a position where their interests and their obligations may be in conflict.</del></p> <p><del>Such principles shall include (but not limited to) the following:</del><b>Under the above principles, the directors and senior management of the Company shall comply with the laws, administrative regulations and these Articles of Association, and be accountable to the Company including but not limited to the following fiduciary duties:</b></p> <ol style="list-style-type: none"> <li><del>1. to act honestly in what he considers to be in the best interest of the Company;</del></li> <li><del>2. to exercise his powers within the scope specified and not to act ultra vires;</del></li> <li><del>3. to exercise in person the discretion vested in him and not to act under the direction of others and, unless and to the extent permitted by laws or administrative regulations or with the informed consent of the shareholders' general meeting, not to delegate to another person his power to exercise any discretion;</del></li> </ol>

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No.	Before amendments	After amendments
	<p>7. not to use his position to accept bribes or other illegal income and not to expropriate in any manner the Company's assets, including but not limited to opportunities beneficial to the Company;</p> <p>8. not, without the informed consent of shareholders in the shareholders' general meeting, to accept commissions in connection with the Company's transactions;</p> <p>9. to comply with these Articles, faithfully perform his duties and protect the interests of the Company, and not to use his position and powers in the Company for personal benefits;</p> <p>10. not, without the informed consent of shareholders in the shareholder's general meetings, to complete in any way with the Company;</p> <p>11. not to misappropriate the Company's funds or lend the Company's funds to others; not to open accounts in his own or other's name for the deposit of the Company's assets and not to use the Company's assets as security for the debts of the shareholders of the Company or other individuals;</p>	<p><del>4. to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</del></p> <p><del>5. except in accordance with these Articles or with the informed consent of shareholders in shareholders' general meetings, not to enter into any contract, transaction or arrangement with the Company;</del></p> <p><del>6. not, without the informed consent of shareholders in the shareholders' general meetings, to use the Company's assets in any way for his own benefits;</del></p> <p><del>7. not to use his position to accept bribes or other illegal income and not to expropriate in any manner the Company's assets, including but not limited to opportunities beneficial to the Company;</del></p> <p><del>8. not, without the informed consent of shareholders in the shareholders' general meeting, to accept commissions in connection with the Company's transactions;</del></p> <p><del>9. to comply with these Articles, faithfully perform his duties and protect the interests of the Company, and not to use his position and powers in the Company for personal benefits;</del></p> <p><del>10. not, without the informed consent of shareholders in the shareholder's general meetings, to complete in any way with the Company;</del></p>

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No.	Before amendments	After amendments
	<p>12. not, without the informed consent of shareholders in the shareholders' general meetings, to disclose confidential information in relation to the Company obtained while in office and not to use such information other than in furtherance of the interests of the Company, save and except that the disclosure of such information to a court or other governmental authorities is permitted if:</p> <p>(1) such disclosure is required by laws;</p> <p>(2) such disclosure is required by public interests;</p> <p>(3) such disclosure is required by the personal interests of such director, supervisor, manager or other senior management. Any gain obtained by any director, supervisor, manager or other senior management due to his breach of this Article shall belong to the Company.</p>	<p><del>11. not to misappropriate the Company's funds or lend the Company's funds to others; not to open accounts in his own or other's name for the deposit of the Company's assets and not to use the Company's assets as security for the debts of the shareholders of the Company or other individuals;</del></p> <p><del>12. not, without the informed consent of shareholders in the shareholders' general meetings, to disclose confidential information in relation to the Company obtained while in office and not to use such information other than in furtherance of the interests of the Company, save and except that the disclosure of such information to a court or other governmental authorities is permitted if:</del></p> <p><del>(1) such disclosure is required by laws;</del></p> <p><del>(2) such disclosure is required by public interests;</del></p> <p><del>(3) such disclosure is required by the personal interests of such director, supervisor, manager or other senior management. Any gain obtained by any director, supervisor, manager or other senior management due to his breach of this Article shall belong to the Company.</del></p> <p><b>1. not to misappropriate the properties of the Company and not to misappropriate the money of the Company;</b></p> <p><b>2. not to deposit any assets or money of the Company in any accounts under their names or in the names of other persons;</b></p> <p><b>3. not to abuse their rights to bribe or accept other illegal income;</b></p>

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No.	Before amendments	After amendments
		<p>4. not to enter into contracts or transactions, directly or indirectly, with the Company without reporting to the board of directors or the shareholders' general meeting and being approved by a resolution of the board of directors or the shareholders' general meeting in accordance with these Articles of Association. The above provisions under this item shall be applicable to the close family members of the directors and senior management, the enterprises directly or indirectly controlled by the directors, senior management or their close family members, and the related persons who have other related relationships with the directors and senior management when they enter into contracts or conduct transactions with the Company;</p> <p>5. not to use their position to obtain business opportunities which should be available to the Company for themselves or others, except when reported to the board of directors or the shareholders' general meeting and approved by a resolution of the shareholders' general meeting, or when the Company, according to laws, administrative regulations or the provisions of these Articles of Association, cannot utilise such business opportunities;</p>



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No.	Before amendments	After amendments
		<p>6. not to run his/her own or others' business which is similar to the Company's business without reporting to the board of directors or the shareholders' general meeting and being approved by a resolution of the shareholders' general meeting;</p> <p>7. not to accept commissions from transactions with the Company for their own benefits;</p> <p>8. not to disclose the secrets of the Company without consent;</p> <p>9. not to use their affiliated relationship to harm the interests of the Company;</p> <p>10. not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' general meeting or the board of directors in contravention of the provisions of these Articles of Association;</p> <p>11. to be bound by other duties of fiduciary stipulated by the laws, administrative regulations, departmental rules and these Articles of Association.</p> <p>Any gain obtained by any director, <del>supervisor, manager or other</del> and senior management due to his breach of this Article shall belong to the Company; <b>they shall be liable for compensation if any loss is caused to the Company.</b></p>

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No.	Before amendments	After amendments
123	—	<p><b>Article 153:</b> The directors and senior management shall comply with the laws, administrative regulations and these Articles of Association, shall diligently perform their obligations to the Company, and shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company.</p> <p>Under the above principles, the directors shall be accountable to the Company including but not limited to the following duties of diligence:</p> <ol style="list-style-type: none"> <li>1. to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license;</li> <li>2. to treat all shareholders fairly;</li> <li>3. to understand the operation and management of the Company in a timely manner;</li> <li>4. to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;</li> </ol>

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		<p><b>5. to provide the relevant information and materials required by the audit committee and shall not obstruct the exercise of its functions and powers of the audit committee;</b></p> <p><b>6. to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules and these Articles of Association.</b></p>
124	<p><b>Article 185:</b> Where any director, supervisor, manager or other senior management of the Company who violates any laws, administrative regulations, regulations of regulatory authorities or these Articles in the course of performing his duties and causes losses to the Company, such director, supervisor, manager or other senior management shall be held liable for compensation.</p>	<p><b>Article 154:</b> Where the directors and senior management of the Company cause damage to others in the course of performing their duties, the Company shall be held liable for compensation; where the directors and senior management acts with intent or gross negligence, they shall also be held liable for compensation.</p> <p>Where any director, <del>supervisor, manager or other</del> and senior management of the Company who violates any laws, administrative regulations, regulations of regulatory authorities or these Articles in the course of performing his duties and causes losses to the Company, such director, supervisor, manager or other senior management shall be held liable for compensation.</p> <p><b>Where the directors and senior management violate the laws and administrative regulations or the provisions of these Articles of Association, which causes damage to the interests of shareholders, the shareholders may initiate legal action in the people's court.</b></p> <p><b>Senior management of the Company shall faithfully perform their duties and safeguard the maximum interests of the Company and all shareholders. Senior management of the Company shall be held liable for compensation in accordance with the law for any damage caused to the interests of the Company and public shareholders as a result of their failure to faithfully perform their duties or breach of their integrity obligations.</b></p>

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125	<p><b>Article 186:</b> A director, supervisor, manager or other senior management shall not direct any of the following persons or institutions (“Connected Person”) to do what such director, supervisor, manager or other senior management is not permitted to do:</p> <p>...</p> <p><b>Article 198:</b> In contracts for emoluments entered into by the Company and its directors and supervisors, provisions shall be made for the right of a director or supervisor, in a take-over of the Company and subject to the prior approval of the shareholders’ general meeting, to receive compensation or other payment for loss of office or for his retirement from office. The abovementioned take-over of the Company means any of the following:</p> <ol style="list-style-type: none"> <li>1. an offer made by any person to all shareholders;</li> <li>2. an offer made by any person for the purpose of making the offeror become a controlling shareholder.</li> </ol> <p>Any sum received by a director or supervisor in contravention of the provisions of this Article shall belong to those persons who have sold their shares as a result of the offer made as specified above, and the expenses incurred in distributing that sum pro rata amongst those person shall be borne by such director and supervisor and shall not be deducted from the sum distributed.</p>	<p><b>Delete Article 186 to Article 198.</b></p>

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126	—	<p><b>Article 155:</b> The Company has established a system for managing the departure of directors and senior management, and has specified safeguards for the recovery of liability and compensation for unfulfilled public undertakings and other outstanding matters. When the resignation of directors and senior management takes effect or when their term of office expires, they shall complete all handover procedures to the board of directors. Their fiduciary duties towards the Company and the shareholders shall not expire after the end of their term of office and will be still effective within three years after the resignation of directors and senior management takes effect or their term of office expires. The responsibilities of directors and senior management in the performance of their duties during their term of office shall not be relieved or terminated by reason of their departure from office.</p>
127	<p><b>Article 199:</b> The Company shall establish the Party Committee consisting of a secretary and several other members. Eligible members of the Party Committee may be considered and appointed as members of the Board, the board of Supervisors and the management through legal procedures. Eligible members in the Board, the board of Supervisors and the management who are members of the Communist Party of China may be considered and appointed as members of the Party Committee in accordance with relevant requirements and procedures. Meanwhile, the discipline inspection committee shall be established as required.</p>	<p><b>Article 156:</b> The Company shall establish the Party Committee consisting of a secretary and several other members. Eligible members of the Party Committee may be considered and appointed as members of the Board, <del>the board of Supervisors</del> and the management through legal procedures. Eligible members in the Board, <del>the board of Supervisors</del> and the management who are members of the Communist Party of China may be considered and appointed as members of the Party Committee in accordance with relevant requirements and procedures. Meanwhile, the discipline inspection committee shall be established as required.</p>

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128	<b>Chapter 16</b> Financial And Accounting System And Distribution Of Profit	<b>Chapter 14</b> Financial And Accounting System, <del>And</del> -Distribution Of Profit <b>And Audit</b>
129	<b>Article 202:</b> The Company shall prepare its financial report at the end of each financial year. Such financial report shall be examined and verified in accordance with laws.	<b>Article 159:</b> The Company shall prepare its financial <b>and accounting</b> report at the end of each financial year. <del>Such financial report shall be examined and verified in accordance with laws, which shall be</del> <b>audited by an accounting firm in accordance with laws.</b>
130	<p><b>Article 203:</b> In accordance with the requirements of the securities regulatory authority of the State Council and the securities exchange(s) on which the Company's shares are listed, the Company shall submit to such authority and securities exchange(s) the annual, semiannual and quarterly financial and accounting reports.</p> <p>The aforesaid financial and accounting reports shall be prepared in accordance with relevant laws, administrative regulations and regulations of regulatory authorities.</p>	<p><del><b>Article 160:</b> In accordance with the requirements of the securities regulatory authority of the State Council and the securities exchange(s) on which the Company's shares are listed, the Company shall submit to such authority and securities exchange(s) the annual, semiannual and quarterly financial and accounting reports.</del> <b>The Company shall submit and disclose its annual report to the local offices of the CSRC and the relevant stock exchange(s) within four months after the end of each fiscal year, its interim report to the local offices of the CSRC and the relevant stock exchange(s) within two months after the end of the first six months of each fiscal year. Quarterly financial accounting reports shall be submitted to the local offices of the CSRC and stock exchanges within one month after the end of the first three months and the first nine months of each financial year.</b></p> <p>The aforesaid financial <del>and accounting</del><b>annual reports and interim report</b> shall be prepared in accordance with relevant laws, administrative regulations, <del>and regulations of regulatory authorities</del> <b>provisions of the CSRC and the stock exchange where the shares of the Company are listed.</b></p>

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131	<p><b>Article 204:</b> The board of directors of the Company shall place before the shareholders at every annual shareholders' general meeting such financial report to be prepared by the Company as required by laws, administrative regulations, regulations issued by local governments or governing authorities.</p> <p>...</p> <p><b>Article 208:</b> The Company shall publish its financial reports twice in each financial year, that is, publishing its interim financial report within 60 days after the end of the first six months of a financial year and publishing its annual financial report within 120 days after the end of a financial year.</p>	<p><b>Delete Article 204, Article 205, Article 207 and Article 208.</b></p>
132	<p><b>Article 209:</b> The Company may not have any accounting book other than that required by law. The assets of the Company shall not be deposited in any account under any individual's name.</p>	<p><b>Article 162:</b> The Company may not have any accounting book other than that required by law. The assets of the Company shall not be deposited in any account under any individual's name.</p>
133	<p><b>Article 210:</b> 1. The profits of the Company after paying relevant taxes shall be applied in the following order:</p> <p>(1) making up of losses;</p> <p>(2) allocation to statutory common reserve fund;</p> <p>(3) allocation to discretionary common reserve fund;</p> <p>(4) payment of dividends in respect of the ordinary shares.</p>	<p><b>Article 163: When distributing the after-tax profits of the current year, the Company shall take actions in accordance with the following requirements:</b></p> <p>1. The profits of the Company after paying relevant taxes shall be applied in the following order:</p> <p>(1) making up of losses;</p> <p>(2) allocation to statutory common reserve fund;</p> <p>(3) allocation to discretionary common reserve fund;</p> <p>(4) payment of dividends in respect of the ordinary shares.</p>

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	<p>The detailed distribution proportions in respect of items 3 to 4 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. 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 reserve fund has reached 50% of the registered capital of the Company.</p> <p>4. 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.</p> <p>5. The capital common reserve fund includes the following:</p> <p>(1) the amount of share premium resulting from the issue of shares at a premium;</p> <p>(2) other income required by the authority in charge of finance of the State Council to be appropriated to the capital common reserve fund.</p>	<p>The detailed distribution proportions in respect of items 3 to 4 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><del>2. No dividend shall be distributed before the Company has made up its losses and has made allocation to the statutory common reserve fund. No dividend, unless the same is not paid by the Company when due and payable, shall bear interest as against the Company.</del></p> <p><b>32. When distributing the after-tax profits of the current year, the Company shall allocate 10% of its after-tax profits to the statutory common reserve fund of the Company; provided however, that no allocation is required if the accumulated statutory common reserve fund of the Company has reached exceeded 50% of the registered capital of the Company.</b></p> <p><b>43. After having allocated the after-tax profits of the Company to the statutory common reserve fund, the Company may, subject to approval of shareholders at a general meeting, further allocate funds to the discretionary common reserve fund. 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.</b></p> <p><b>4. The remaining profits shall, after making up for losses in the previous years and allocating funds to the common reserve funds, be distributed to shareholders on a pro rata basis in accordance with the number of shares held by the shareholders.</b></p> <p><b>If the shareholders' general meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in violation of the regulations to the Company; if losses are caused to the Company, the shareholders and responsible directors and senior management shall be held liable for compensation.</b></p>



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	<p>6. 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:</p> <p>(1) to make up losses, provided however, that the capital common reserve fund should not be used to make up loss;</p> <p>(2) to expand the Company's production and operations; and</p> <p>(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 unconverted must not be less than 25% of the registered capital.</p> <p>7. 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.</p>	<p>5. The capital common reserve fund includes the following:</p> <p>(1) the amount of share premium resulting from the issue of shares at a premium;</p> <p>(2) <b>the proceeds from the issuance of no-par shares are not credited to the registered capital;</b></p> <p><del>(23)</del> other <del>items income</del> required by the authority in charge of finance of the State Council to be appropriated to the capital common reserve fund.</p> <p>6. 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:</p> <p>(1) <b>when it is used</b> to make up losses, <del>provided however, that the capital common reserve fund should not be used to make up loss</del> <b>the discretionary common reserve fund and statutory common reserve fund shall be firstly used. If losses still cannot be made up, the capital common reserve fund can be used according to the relevant provisions; where the Company's statutory common reserve fund is insufficient to make up for the losses incurred in previous years, the profits for the current year shall first be used to make up the said losses before any allocation is made to the statutory common reserve fund in accordance with these Articles of Association.</b></p> <p>(2) to expand the Company's production and operations;<del>and</del></p>

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No.	Before amendments	After amendments
	<p>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.</p> <p>The Company's shares held by itself are not entitled to the distribution of profits.</p>	<p>(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 unconverted must not be less than 25% of the registered capital <b>before the conversion.</b></p> <p><del>7. 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></p> <p><del>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.</del></p> <p><del>The Company's shares held by itself are not entitled to the distribution of profits.</del></p>

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134	<p><b>Article 211:</b> The dividends distribution policy of the Company shall include the following:</p> <p>1. The Company's dividends distribution policy shall maintain continuity and stability. On the basis that such dividends distribution policy shall pay great attention to the reasonable investment return of the shareholders and also take into account the long term interests of the Company, the overall interests of all shareholders, the Company's reasonable demand of funds and the sustainable development of the Company, the Company shall implement an active method to distribute its dividends (i.e. distribution by way of cash shall be the priority way for profit distribution). The Company may distribute dividends by way of cash or shares (or by both ways).</p> <p>(1) dividends and other distributions in respect of the ordinary shares shall be declared and denominated in Renminbi.</p> <p>(2) dividends and other cash distributions in respect of the Domestic- Invested Shares shall be paid in Renminbi.</p> <p>(3) dividends and other cash distributions in respect of the Overseas-Listed Foreign-Invested Shares listed in Hong Kong and London shall be paid in Hong Kong dollars in accordance with relevant PRC foreign exchange regulations. The exchange rate shall be calculated on the basis of the average closing exchange price of Hong Kong dollars against Renminbi issued by the People's Bank of China in each business day of the week immediately preceding the date when such dividends are declared.</p>	<p><b>Article 164:</b> The dividends distribution policy of the Company shall include the following:</p> <p>1. The Company's dividends distribution policy shall maintain continuity and stability. On the basis that such dividends distribution policy shall pay great attention to the reasonable investment return of the shareholders and also take into account the long term interests of the Company, the overall interests of all shareholders, the Company's reasonable demand of funds and the sustainable development of the Company, the Company shall implement an active method to distribute its dividends (i.e. distribution by way of cash shall be the priority way for profit distribution). The Company may distribute dividends by way of cash or shares (or by both ways).</p> <p>(1) dividends and other distributions in respect of the ordinary shares shall be declared and denominated in Renminbi.</p> <p>(2) dividends and other cash distributions in respect of the Domestic- Invested Shares shall be paid in Renminbi.</p> <p>(3) dividends and other cash distributions in respect of the Overseas-Listed Foreign-Invested Shares listed in Hong Kong and London shall be paid in Hong Kong dollars in accordance with relevant PRC foreign exchange regulations. The exchange rate shall be calculated on the basis of the <b>average central parity rate of the Hong Kong dollar against the Renminbi</b> <del>average closing exchange price of Hong Kong dollars against Renminbi</del> issued by the People's Bank of China <b>over the five working days in each business day of the week</b> immediately preceding the date when such dividends are declared.</p>

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No.	Before amendments	After amendments
	<p>2. The board of directors may distribute interim dividends or bonus unless the shareholders' general meeting decides otherwise.</p> <p>3. Where the Company distributes dividends to its shareholders, it shall withhold taxes levied upon such dividends in accordance PRC tax laws.</p> <p>4. Where the Company distributes dividends by way of shares, it shall obtain approvals from approval authorities of the State.</p> <p>5. The Company shall disclose information relating to profit appropriation in accordance with the state's laws, rules and regulations.</p> <p>The dividend distribution policy of the Company shall be consistent and stable.</p>	<p>2. The board of directors may distribute interim dividends or bonus unless the shareholders' general meeting decides otherwise.</p> <p>3. Where the Company distributes dividends to its shareholders, it shall withhold taxes levied upon such dividends in accordance PRC tax laws.</p> <p>4. Where the Company distributes dividends by way of shares, it shall obtain approvals from approval authorities of the State.</p> <p>5. The Company shall disclose information relating to profit appropriation in accordance with the state's laws, rules and regulations.</p> <p><del>The dividend distribution policy of the Company shall be consistent and stable.</del></p>
135	<p><b>Article 212:</b> 1. In the event that the Company has generated profits; the accumulative undistributed profit is a positive figure; and the cash flow of the Company is sufficient for the normal operation and sustainable development of the Company, the Company shall distribute its dividends by way of cash. The amount of profit to be distributed by way of cash in a year in principle shall be 50% of the net profit of the parent company realised in such year in accordance with PRC accounting standards.</p>	<p><b>Article 165:</b> 1. In the event that the Company has generated profits <b>in the parent company and the consolidated statement and;</b>—the accumulative undistributed profit is a positive figure <b>in the statement of the parent company;</b> and the cash flow of the Company is sufficient for the normal operation and sustainable development of the Company, the Company shall distribute its dividends by way of cash. The amount of profit to be distributed by way of cash in a year in principle <del>shall be 50% of the net profit of the parent company realised in such year in accordance with PRC accounting standards</del> <b>shall not be less than 50% of the distributable profit attributable to ordinary shareholders realised in such year in the consolidated statement.</b></p>

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No.	Before amendments	After amendments
	<p>2. The board of directors shall comprehensively take account of the features of the industry where the Company operates, its stage of development, its own business model, and profitability and the factors such as whether there is significant capital expenditure arrangement in distinguishing the following situations and form different cash dividend distribution policies in accordance with the procedures stipulated in the Articles of Association:</p> <p>(1) If the Company is in a mature stage of development and without significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 80%;</p> <p>(2) If the Company is in a mature stage of development and with significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 40%;</p> <p>(3) If the Company is in a growing stage of development and with significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 20%.</p> <p>The board of directors of the Company shall determine the Company's stage of development for the purpose of cash dividend distribution with reference to the actual situation. If the stage of the Company cannot be easily distinguished but is with significant capital expenditure, cash dividend shall be distributed according to the requirement mentioned above.</p>	<p>2. The board of directors shall comprehensively take account of the features of the industry where the Company operates, its stage of development, its own business model, and profitability and the factors such as whether there is significant capital expenditure arrangement in distinguishing the following situations and form different cash dividend distribution policies in accordance with the procedures stipulated in the Articles of Association:</p> <p>(1) If the Company is in a mature stage of development and without significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 80%;</p> <p>(2) If the Company is in a mature stage of development and with significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 40%;</p> <p>(3) If the Company is in a growing stage of development and with significant capital expenditure, the minimum percentage of cash dividend in this profit distribution shall be 20%.</p> <p>The board of directors of the Company shall determine the Company's stage of development for the purpose of cash dividend distribution with reference to the actual situation. If the stage of the Company cannot be easily distinguished but is with significant capital expenditure, cash dividend shall be distributed according to the requirement mentioned above.</p>

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	<p>3. In the event that the Company is well operated and the board of directors of the Company considers that the price of Company's shares does not match the size of the share capital of the Company and that distributing dividends by way of shares is to the interests of all shareholders of the Company as a whole, the Company may propose a plan for the distribution of dividends by way of shares, provided that the requirements for the distribution of cash dividends have been fulfilled.</p> <p>4. The profit distribution plan of the Company shall be drafted by the management and submitted to the board of directors and board of supervisors of the Company for consideration and approval. The board of directors shall fully discuss the rationality of the profit distribution plan, produce specific resolutions in this regard, and submit to the shareholders' general meeting for consideration and approval.</p>	<p>3. In the event that the Company is well operated and the board of directors of the Company considers that the price of Company's shares does not match the size of the share capital of the Company and that distributing dividends by way of shares is to the interests of all shareholders of the Company as a whole, the Company may propose a plan for the distribution of dividends by way of shares, provided that the requirements for the distribution of cash dividends have been fulfilled.</p> <p>4. The profit distribution plan of the Company shall be drafted by the management and submitted to <b>the audit committee and</b> the board of directors <del>and board of supervisors</del> of the Company for consideration and approval. The board of directors shall fully discuss <del>the rationality of the profit distribution plan, produce specific resolutions in this regard, and submit to the shareholders' general meeting for consideration and approval</del> <b>and study and identify with caution the timing, conditions and minimum proportion, the conditions for adjustment and the requirements for decision-making procedures involved in implementing the distribution of cash dividends. Independent directors shall have the right to express their independent opinions if they are in view that the specific cash distribution proposal may prejudice the interests of the Company or minority shareholders. If the board of directors does not accept or fully accept the opinions of independent directors, the board of directors shall disclose such opinions of independent directors and specific reasons for not accepting such opinions in the announcement of the resolutions of the board of directors.</b></p>

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	<p>5. In special circumstances where the Company will not distribute its cash dividends, the board of directors shall prepare particular explanations in respect of the reason explaining why the Company will not distribute cash dividends, the specific purposes for the reserved profits and the estimated income generated from investment and other matters. After being opined on by the independent directors, such explanations shall be submitted to the shareholders' general meeting for consideration and approval, and shall be disclosed to the media designated by the Company.</p> <p>6. In the event that the Company makes changes or adjustments to the cash dividend policy and/or profit distribution policy determined in the Articles of Association pursuant to macroeconomic changes, condition of internal production and operation of the Company, investment plans and long-term development needs or relevant laws, administrative regulations and relevant requirements of the listing of shares, the board of directors shall fully consider the opinions of minority shareholders, pay attention to the protection of the interests of investors, and shall have specific discussions in this regard and shall fully discuss the reasons for such adjustment and produce a written discussion report. The discussion report, after being considered by the independent directors, shall be submitted to the shareholders' general meeting for approval by way of special resolutions.</p>	<p>5. In special circumstances where the Company will not distribute its cash dividends, the board of directors shall prepare particular explanations in respect of the reason explaining why the Company will not distribute cash dividends, the specific purposes for the reserved profits and the estimated income generated from investment and other matters. After being opined on by the independent directors, such explanations shall be submitted to the shareholders' general meeting for consideration and approval, and shall be disclosed to the media designated by the Company.</p> <p>6. In the event that the Company makes changes or adjustments to the cash dividend policy and/or profit distribution policy determined in the Articles of Association pursuant to macroeconomic changes, condition of internal production and operation of the Company, investment plans and long-term development needs or relevant laws, administrative regulations and relevant requirements of the <b>listing rules of the stock exchanges on which the Company's shares are listed</b><del>Listing of shares</del>, the <del>board of directors shall fully consider the opinions of minority shareholders, pay attention to the protection of the interests of investors, and shall have specific discussions in this regard and shall fully discuss the reasons for such adjustment and produce a written discussion report. The discussion report, after being considered by the independent directors,</del><b>Company shall carry out corresponding decision-making procedures upon detailed justification, and submit the same shall be submitted</b> to the shareholders' general meeting for approval by way of special resolutions.</p>



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	<p>7. In the event that resolutions in respect of the profit distribution plan have been adopted at a shareholders' general meeting, the board of directors shall complete the distribution of dividends by way of cash (or shares) within 2 months after such shareholders' general meeting.</p> <p>8. The company shall establish communications with the minority shareholders by multiple channels, so that such minority shareholders will have opportunities to provide their opinion in respect of the profit distribution policy and the adjustment to the profit distribution policy to the Company.</p>	<p>7. In the event that resolutions in respect of the profit distribution plan have been adopted at a shareholders' general meeting <b>or the board of directors formulates a specific plan based on the conditions and upper limits for interim dividends approved at the annual general meeting for the following year</b>, the board of directors shall complete the distribution of dividends by way of cash (or shares) within 2 months after <del>such the</del> <b>above</b> shareholders' general meeting <b>or the establishment of a specific plan.</b></p> <p>8. <b>Before a specific cash dividend proposal is considered at a general meeting,</b> <del>The</del> company shall establish communications with <b>shareholders, in particular</b> the minority shareholders by multiple channels, <b>take the opinions and demands of minority shareholders into full consideration and respond timely to the concerns of minority shareholders</b> <del>so that such minority shareholders will have opportunities to provide their opinion in respect of the profit distribution policy and the adjustment to the profit distribution policy to the Company.</del></p>



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136	<p><b>Article 213:</b> The Company shall appoint on behalf of shareholders of the Overseas-Listed Foreign-Invested Shares their receiving agents. Such receiving agents shall receive on behalf of such shareholders dividends or other monies payable paid by the Company in respect of the Overseas-Listed Foreign-Invested Shares.</p> <p>The receiving agents appointed by the Company shall comply with relevant regulations of securities exchange(s) or laws of place(s) where the shares of the Company are listed. The receiving agent appointed by the Company on behalf of shareholders of the Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p><b>Article 166:</b> The Company shall appoint on behalf of shareholders of the Overseas-Listed Foreign-Invested Shares their receiving agents. Such receiving agents shall receive on behalf of such shareholders dividends or other monies payable paid by the Company in respect of the Overseas-Listed Foreign-Invested Shares.</p> <p>The receiving agents appointed by the Company shall comply with relevant regulations of securities exchange(s) or laws of place(s) where the shares of the Company are listed. <del>The receiving agent appointed by the Company on behalf of shareholders of the Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</del></p>
137	—	<p><b>Article 167:</b> The Company shall implement an internal audit system, which shall clearly define the leadership structure, responsibilities and authorities, staffing arrangements, funding support, application of audit results, and accountability mechanisms for internal audit work.</p> <p>The Company's internal audit system shall be implemented upon approval by the board of directors and be disclosed to the public.</p> <p><b>Article 168:</b> The internal audit organization of the Company shall supervise and inspect the Company's business activities, risk management, internal controls and financial information. The internal audit organization shall maintain its independence and be staffed with full-time audit personnel, provided that it shall not be placed under the leadership of the finance department or share office premises with the finance department.</p>

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		<p><b>Article 169:</b> The internal audit organization shall be accountable to the board of directors.</p> <p>During the process of supervision and inspection of the Company's business activities, risk management, internal controls and financial information, the internal audit organization shall be subject to the supervision and guidance of the audit committee. Where any material issue or clue is identified, the internal audit organization shall report directly to the audit committee immediately.</p> <p><b>Article 170:</b> The internal audit organization shall be responsible for the specific organization and implementation of the Company's internal control evaluation. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials prepared by the internal audit organization and reviewed by the audit committee.</p> <p><b>Article 171:</b> The internal audit organization shall actively cooperate with and provide necessary support and assistance to the audit committee in its communication with external audit institutions, including audit firms and national audit authorities.</p> <p><b>Article 172:</b> The audit committee shall participate in the performance appraisal of the person-in-charge of internal audit.</p>

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138	<p><b>Article 214:</b> The Company shall appoint an independent audit firm which is qualified under relevant regulations of the State to audit the Company's annual financial reports, and to examine and verify other financial reports of the Company.</p> <p>The Company's first audit firm may be appointed by the founding meeting before the first annual shareholders' general meeting. The term of office of such first audit firm shall expire at the conclusion of the first annual shareholders' general meeting.</p> <p>Where the founding meeting does not exercise the functions and powers stipulated in the preceding paragraph, the board of directors shall exercise such functions and powers.</p>	<p><b>Article 173:</b> The Company shall appoint an independent audit firm which <b>complies with the Securities Law to perform services such as auditing of financial statements and issuing of audit report, verification of net assets and other related consultancy services</b> <del>is qualified under relevant regulations of the State to audit the Company's annual financial reports, and to examine and verify other financial reports of the Company.</del></p> <p><del>The Company's first audit firm may be appointed by the founding meeting before the first annual shareholders' general meeting. The term of office of such first audit firm shall expire at the conclusion of the first annual shareholders' general meeting.</del></p> <p><del>Where the founding meeting does not exercise the functions and powers stipulated in the preceding paragraph, the board of directors shall exercise such functions and powers.</del></p>
139	<p><b>Article 215:</b> The audit firm appointed by the Company shall hold the office from the conclusion of an annual shareholders' general meeting of the Company until the conclusion of the next annual shareholders' general meeting.</p>	<p><b>Article 174:</b> The <b>term of</b> audit firm appointed by the Company shall <del>hold the office from the conclusion of an annual shareholders' general meeting of the Company until the conclusion of the next annual shareholders' general meeting</del> <b>be one year, and can be renewed.</b></p>

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140	<p><b>Article 217:</b> If the position of the audit firm falls vacant, the board of directors may, before a shareholders' general meeting, appoint an audit firm to fill the vacancy. However if, during the period of such vacancy, the Company has other appointed audit firms in place, such audit firms may continue handling matters.</p> <p><b>Article 218:</b> The shareholders' general meeting may by ordinary resolutions remove an audit firm before the expiry of its term of service, notwithstanding the stipulations in the contract between the Company and the audit firm, but without prejudice to the audit firm's right to claim against the Company, if any, for damages in respect of such removal.</p>	<p><b>Delete Article 217 and Article 218.</b></p>
141	<p><b>Article 219:</b> The remuneration of an audit firm or the manner in which such remuneration is determined shall be decided by the shareholders' general meeting. The remuneration of an audit firm appointed by the board of directors shall be decided by the board.</p>	<p><b>Article 175:</b> The <b>audit fee</b> remuneration of an audit firm <del>or the manner in which such remuneration is determined</del> shall be decided by the shareholders' general meeting. <del>The remuneration of an audit firm appointed by the board of directors shall be decided by the board.</del></p>
142	<p><b>Article 221:</b> The appointment, removal or non-renewal of the term of office of an audit firm by the Company shall be determined by the shareholders' general meeting and reported to the securities regulatory authorities of the State Council for record.</p>	<p><b>Article 177:</b> The appointment, removal or non-renewal of the term of office of an audit firm by the Company shall <b>be submitted to the board of directors for review only upon approval of more than half of all members of the audit committee under the board of directors, and shall ultimately</b> be determined by the shareholders' general meeting <del>and reported to the securities regulatory authorities of the State Council for record. The board of directors shall not appoint an audit firm before a resolution is passed at the shareholders' general meeting.</del></p>

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No.	Before amendments	After amendments
		<p>The Company shall disclose information on the length of service of the audit firm, the engagement partner for the audit and signing certified public accountants, audit fees and other information in its annual report. The Company shall annually disclose the evaluation report on the performance of duties by the audit firm and the report of the audit committee on the performance of its duties for supervising audit firm in accordance with relevant requirements. In the event of a change of audit firm, the Company shall disclose details of the former audit firm, the audit opinion for the previous year, the reasons for the change of audit firm, and the communication between the Company and the former audit firm. The Company shall submit a relevant explanatory statement as required by the institution responsible for performing the duties of capital contributor.</p> <p>Where the Company changes its audit firm, the selection and appointment shall be completed before the end of the fourth quarter of the year under audit.</p>

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	<p>The shareholders' general meetings shall comply with the following requirements when proposing to adopt a resolution to appoint an audit firm not currently serving the Company to fill any vacancy of auditors, or renew the term of office of an audit firm appointed by the board to fill the vacancy, or remove an audit firm before the expiry of its term of office:</p> <p>1. the proposal in relation to the appointment or removal shall be sent prior to the issue of notice of the shareholders' general meeting to the audit firm to be appointed, the audit firm which will leave office or the audit firm which has left office during relevant financial year.</p> <p>“Leaving office” includes removal, registration and retirement.</p> <p>2. in the event that the audit firm leaving office makes a statement in writing and requests the Company to inform the shareholders of such statement, the Company shall take the following actions unless the Company receives the statement too late:</p> <p>(1) indicating in the notice issued for the adoption of the resolutions that the audit firm about to leave office has made a statement;</p> <p>(2) providing a copy of such statement as an appendix to the notice to the shareholders in the manner stipulated in these Articles.</p> <p>3. in the event that the statement of the audit firm has not been provided in accordance with the provisions in item 2 above, the audit firm concerned may request such statement to be read at the shareholders' general meeting, and make further complain.</p>	<p><del>The shareholders' general meetings shall comply with the following requirements when proposing to adopt a resolution to appoint an audit firm not currently serving the Company to fill any vacancy of auditors, or renew the term of office of an audit firm appointed by the board to fill the vacancy, or remove an audit firm before the expiry of its term of office:</del></p> <p><del>1. the proposal in relation to the appointment or removal shall be sent prior to the issue of notice of the shareholders' general meeting to the audit firm to be appointed, the audit firm which will leave office or the audit firm which has left office during relevant financial year.</del></p> <p><del>“Leaving office” includes removal, registration and retirement.</del></p> <p><del>2. in the event that the audit firm leaving office makes a statement in writing and requests the Company to inform the shareholders of such statement, the Company shall take the following actions unless the Company receives the statement too late:</del></p> <p><del>(1) indicating in the notice issued for the adoption of the resolutions that the audit firm about to leave office has made a statement;</del></p> <p><del>(2) providing a copy of such statement as an appendix to the notice to the shareholders in the manner stipulated in these Articles.</del></p> <p><del>3. in the event that the statement of the audit firm has not been provided in accordance with the provisions in item 2 above, the audit firm concerned may request such statement to be read at the shareholders' general meeting, and make further complain.</del></p>

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	<p>4. the audit firm leaving office shall be entitled to attend the following meetings:</p> <p>(1) the shareholders' general meeting at which its term of office would otherwise have expired;</p> <p>(2) the shareholders' general meeting at which the vacancy caused by its removal is proposed to be filled;</p> <p>(3) the shareholders' general meeting convened as a result of its voluntary resignation;</p> <p>The audit firm leaving office shall be entitled to obtain all notices and other information relating to the aforesaid meetings, and be entitled to present its views at the aforementioned meetings on matters in relation to its previous engagement as the audit firm of the Company.</p>	<p><del>4. the audit firm leaving office shall be entitled to attend the following meetings:</del></p> <p><del>(1) the shareholders' general meeting at which its term of office would otherwise have expired;</del></p> <p><del>(2) the shareholders' general meeting at which the vacancy caused by its removal is proposed to be filled;</del></p> <p><del>(3) the shareholders' general meeting convened as a result of its voluntary resignation;</del></p> <p><del>The audit firm leaving office shall be entitled to obtain all notices and other information relating to the aforesaid meetings, and be entitled to present its views at the aforementioned meetings on matters in relation to its previous engagement as the audit firm of the Company.</del></p>
143	<p><b>Article 222:</b> Prior to the removal or the non-renewal of the term of office of the audit firm, an prior notice of such removal or non-renewal of the term of office shall be given by the Company to the audit firm and such firm shall have the right to attend and to present its views at the shareholders' general meeting. Where the audit firm resigns, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p>	<p><b>Article 178:</b> Prior to the removal or the non-renewal of the term of office of the audit firm, an <del>prior</del> notice of such removal or non-renewal of the term of office shall be given by the Company <b>in 10 days in advance</b> to the audit firm; <b>where the shareholders' general meeting of the Company votes on the dismissal of the audit firm, the audit firm shall be allowed to express its opinions</b><del>and such firm shall have the right to attend and to present its views at the shareholders' general meeting.</del> Where the audit firm resigns, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p>

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	<p>The audit firm may resign by depositing at the Company's legal address a written resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <p>1. a statement to the effect that there are no circumstances connected with its resignation which it considers necessary to be brought to the notice of the shareholders or creditors of the Company; or</p> <p>2. a statement of any such circumstances.</p> <p>Where a notice specified in the preceding paragraph is received by the Company, the Company shall within 14 days upon its receipt of such notice send a copy of such notice to relevant governing authorities. If the notice contains a statement specified in item 2 of the preceding paragraph, a copy of such statement shall be placed at the Company for shareholders' review. The Company shall also send a copy of such statement to every shareholder of the Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders.</p> <p>Where the audit firm's notice of resignation contains a statement of any circumstance which should be brought to notice of the shareholders or creditors of the Company, it may require the board of directors to convene an extraordinary shareholders' general meeting for the shareholders' to consider its explanation of the circumstances connected with its resignation.</p>	<p><del>The audit firm may resign by depositing at the Company's legal address a written resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</del></p> <p><del>1. a statement to the effect that there are no circumstances connected with its resignation which it considers necessary to be brought to the notice of the shareholders or creditors of the Company; or</del></p> <p><del>2. a statement of any such circumstances.</del></p> <p><del>Where a notice specified in the preceding paragraph is received by the Company, the Company shall within 14 days upon its receipt of such notice send a copy of such notice to relevant governing authorities. If the notice contains a statement specified in item 2 of the preceding paragraph, a copy of such statement shall be placed at the Company for shareholders' review. The Company shall also send a copy of such statement to every shareholder of the Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders.</del></p> <p><del>Where the audit firm's notice of resignation contains a statement of any circumstance which should be brought to notice of the shareholders or creditors of the Company, it may require the board of directors to convene an extraordinary shareholders' general meeting for the shareholders' to consider its explanation of the circumstances connected with its resignation.</del></p>



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144	<p><b>Article 223:</b> In the event of merger or division of the Company, a merger or division plan shall be prepared by the board of directors, and submitted to the original approval authority for approval after such plan is adopted in accordance with the procedures specified in the Articles of the Company. A Shareholder who objects to such merger or division plan shall be entitled to require the Company or shareholders approving such merger or division plan to purchase his shares at a fair price. The resolutions in respect of the merger or division shall be made into a specific document and made available for shareholders' review.</p> <p>The aforesaid document shall be served by mail on shareholders of the Company's Overseas-Listed Foreign-Invested Shares.</p>	<p><b>Article 179:</b> In the event of merger or division of the Company, a merger or division plan shall be prepared by the board of directors, and submitted to the <b>shareholders' general meeting by way of resolution</b> in accordance with the procedures specified in the Articles of Association. <b>However, if the payment for the merger of the companies does not exceed 10% of net assets of the Company, a resolution of the shareholders' general meeting is not required for the merger but shall be subject to a resolution of the board of directors, unless it is otherwise provided in the Articles of Association.</b></p> <p><del>original approval authority for approval after such plan is adopted in accordance with the procedures specified in the Articles of the Company. A Shareholder who objects to such merger or division plan shall be entitled to require the Company or shareholders approving such merger or division plan to purchase his shares at a fair price. The resolutions in respect of the merger or division shall be made into a specific document and made available for shareholders' review.</del></p> <p><del>The aforesaid document shall be served by mail on shareholders of the Company's Overseas-Listed Foreign-Invested Shares.</del></p>

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145	<p><b>Article 224:</b> The merger of the Company may take the form of merger by acquisition or merger by establishment.</p> <p>In the event of the merger of the Company, the parties to the merger shall enter into a merger agreement and prepare balance sheets and assets lists.</p> <p>The Company shall notify its creditors within 10 days commencing from the date on which the resolutions approving the merger are adopted and, within 30 days, make relevant announcement on the merger for at least three times in any one of the nationwide economic or securities related newspapers. The creditors may, within 30 days upon their respective receipt of the notice or within 45 days upon the date of the announcement in case such notice is not received, request the Company to settle its debt or provide relevant securities.</p> <p>After the merger, the surviving company or the newly established company shall bear the creditor's rights and debts of each party to the merger.</p>	<p><b>Article 180:</b> The merger of the Company may take the form of merger by acquisition or merger by establishment.</p> <p>In the event of the merger of the Company, the parties to the merger shall enter into a merger agreement and prepare balance sheets and assets lists.</p> <p>The Company shall notify its creditors within 10 days commencing from the date on which the resolutions approving the merger are adopted and, within 30 days, make relevant announcement on the merger <del>for at least three times</del> in any one of the nationwide economic or securities related newspapers <b>or the National Enterprise Credit Information Publicity System</b>. The creditors may, within 30 days upon their respective receipt of the notice or within 45 days upon the date of the announcement in case such notice is not received, request the Company to settle its debt or provide relevant securities.</p> <p>After the merger, the surviving company or the newly established company <b>shall</b> bear the creditor's rights and debts of each party to the merger.</p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
146	<p><b>Article 225:</b> When the Company is divided, its assets shall be divided accordingly.</p> <p>When the Company is divided, a division agreement shall be entered into by the parties to such division, and a balance sheet and assets list shall be prepared. The Company shall notify its creditors within 10 days commencing from the date on which the resolutions approving the division are adopted and, within 30 days, make relevant announcement on the division for at least three times in any one of the nationwide economic and securities related newspapers.</p> <p>When the Company is divided, the debts owed by the Company before the division shall be borne by the companies in existence following the division in accordance with the agreement reached.</p>	<p><b>Article 181:</b> When the Company is divided, its assets shall be divided accordingly.</p> <p>When the Company is divided, a division agreement shall be entered into by the parties to such division, and a balance sheet and assets list shall be prepared. The Company shall notify its creditors within 10 days commencing from the date on which the resolutions approving the division are adopted and, within 30 days, make relevant announcement on the division <del>for at least three times in</del> any one of the nationwide economic and securities related newspapers <b>or the National Enterprise Credit Information Publicity System.</b></p> <p>When the Company is divided, the debts owed by the Company before the division shall be <b>jointly and severally</b> borne by the companies in existence following the division <del>in accordance with the agreement reached,</del> <b>unless otherwise stipulated in a written agreement between the Company and its creditors on the settlement of debts prior to the division.</b></p>

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No.	Before amendments	After amendments
147	<p><b>Article 227:</b> In any one of the following circumstances, the Company shall be dissolved and liquidated according to laws:</p> <ol style="list-style-type: none"> <li>1. if the shareholders' general meeting resolves to dissolve the Company;</li> <li>2. if dissolution is necessary as a result of a merger or division of the Company;</li> <li>3. when the Company is declared bankrupt according to laws due to its failure to pay its debts as they fall due;</li> <li>4. if the Company meets serious difficulties in operation and its continuation may incur great loss to the interests of the shareholders, and such difficulties cannot be resolved by other means, the shareholders holding more than 10% of the total voting shares of the Company may petition to the people's court to dissolve the Company;</li> <li>5. if its business license is lawfully revoked or its operation is ceased or cancelled by relevant authorities in accordance with laws.</li> </ol>	<p><b>Article 183:</b> In any one of the following circumstances, the Company shall be dissolved and liquidated according to laws:</p> <ol style="list-style-type: none"> <li><b>1. the business period stipulated in the Articles of Association expires or other reasons for dissolution specified by the Articles of Association occur;</b></li> <li><del>21.</del> if the shareholders' general meeting resolves to dissolve the Company;</li> <li><b>32.</b> if dissolution is necessary as a result of a merger or division of the Company;</li> <li><del>43. when the Company is declared bankrupt according to laws due to its failure to pay its debts as they fall due; if</del> <b>its business license is lawfully revoked or its operation is ceased or cancelled by relevant authorities in accordance with laws;</b></li> <li><b>54.</b> if the Company meets serious difficulties in operation and its continuation may incur great loss to the interests of the shareholders, and such difficulties cannot be resolved by other means, the shareholders holding more than 10% of the total voting shares of the Company may petition to the people's court to dissolve the Company;</li> <li><del>5. if its business license is lawfully revoked or its operation is ceased or cancelled by relevant authorities in accordance with laws.</del></li> </ol> <p><b>The Company shall, within ten days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System.</b></p>

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No.	Before amendments	After amendments
148	<p><b>Article 228:</b> Where the Company is dissolved pursuant to items 1, 4 and 5 of the preceding article, it shall set up a liquidation committee within 15 days. Members of such liquidation committee shall be decided by the shareholders' general meeting through ordinary resolutions. Where the liquidation committee fails to be timely established, creditors of the Company may apply to the people's court requiring the court to appoint members of the liquidation committee so as to establish such committee to undertake liquidation.</p> <p>If the Company is dissolved pursuant to item 3 of the preceding article, the people's court shall organize the shareholders, relevant authorities and relevant professionals to set up the liquidation committee to undertake liquidation in accordance laws.</p>	<p><b>Article 184:</b> Where the Company is dissolved pursuant to items 1 and 2 of the first paragraph of the preceding Article but has not yet distributed any assets to its shareholders, it may continue to exist by way of amending the Articles of Association or by a resolution of the shareholders' general meeting, provided that such resolution is passed by more than two-thirds of the voting rights held by the shareholders attending the shareholders' general meeting.</p> <p>Where the Company is dissolved pursuant to items 1, 2, 4 and 5 of the first paragraph of the preceding Article, it shall undergo liquidation. The directors shall act as the liquidation obligors and shall form a liquidation committee to undertake liquidation within 15 days from the date on which the grounds for dissolution arise. The liquidation committee shall consist of the directors, unless the shareholders' general meeting resolves to elect other person(s). Where the liquidation obligors fail to perform their liquidation duties in a timely manner, thereby causing loss to the Company or its creditors, they shall bear the relevant compensation liabilities.</p> <p><del>Where the Company is dissolved pursuant to items 1, 4 and 5 of the preceding article, it shall set up a liquidation committee within 15 days. Members of such liquidation committee shall be decided by the shareholders' general meeting through ordinary resolutions. Where the liquidation committee fails to be timely established, creditors of the Company may apply to the people's court requiring the court to appoint members of the liquidation committee so as to establish such committee to undertake liquidation.</del></p> <p><del>If the Company is dissolved pursuant to item 3 of the preceding article, the people's court shall organize the shareholders, relevant authorities and relevant professionals to set up the liquidation committee to undertake liquidation in accordance laws.</del></p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
149	<p><b>Article 229:</b> Where the board of directors proposes to liquidate the Company due to causes other than where the Company has declared bankrupt, the board of directors shall include a statement in its notice for the purpose of convening a shareholders' general meeting to consider the liquidation that the board of directors has made full inquiry into the affairs of the Company, and is of the opinion that the Company will be able to fully discharge its debts within 12 months from the commencement of the liquidation.</p> <p>Upon the adoption of resolutions by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors shall be terminated.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to produce a report at least once every year to the shareholders' general meeting on the liquidation committee's receipts and payments, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders' general meeting upon completion of the liquidation.</p>	<p><b>Delete this article.</b></p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
150	<p><b>Article 230:</b> The liquidation committee shall notify the creditors within 10 days upon its establishment and shall make relevant announcement for at least three times in any of the nationwide economic or securities related newspapers within 60 days upon its establishment. The creditors may, within 30 days as of their respective receipt of such notice or, within 45 days as of the date of the announcement in the event of their failure to receive such notice, declare to the liquidation committee the debts owed by the Company to them. The creditors shall explain the details of the debts and provide supporting documents when declaring the debts owed by the Company. The liquidation committee shall register such debts.</p> <p>During the period of time for the creditors to declare the debts owed by the Company, the liquidation committee shall not discharge any debt owed by the Company to the creditors.</p>	<p><b>Article 185:</b> The liquidation committee shall notify the creditors within 10 days upon its establishment and shall make relevant announcement <del>for at least three times</del> in any of the nationwide economic or securities related newspapers <b>or the National Enterprise Credit Information Publicity System</b> within 60 days upon its establishment. The creditors may, within 30 days as of their respective receipt of such notice or, within 45 days as of the date of the announcement in the event of their failure to receive such notice, declare to the liquidation committee the debts owed by the Company to them. The creditors shall explain the details of the debts and provide supporting documents when declaring the debts owed by the Company. The liquidation committee shall register such debts.</p> <p>During the period of time for the creditors to declare the debts owed by the Company, the liquidation committee shall not discharge any debt owed by the Company to the creditors.</p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
151	<p><b>Article 231:</b> The liquidation committee shall exercise the following functions and powers in the course of liquidation:</p> <p>1. to thoroughly examine the assets of the Company and prepare a balance sheet and an assets list;</p> <p>2. to notify the creditors by notice or announcement;</p> <p>3. to handle and liquidate relevant outstanding business of the Company;</p> <p>4. to pay outstanding taxes and taxes arising during the liquidation process;</p> <p>5. to settle creditor’s rights and debts;</p> <p>6. to dispose the Company’s assets remaining after the Company’s debts having been paid in full;</p> <p>7. to represent the Company in any civil proceedings.</p>	<p><b>Article 186:</b> The liquidation committee shall exercise the following functions and powers in the course of liquidation:</p> <p>1. to thoroughly examine the assets of the Company and prepare a balance sheet and an assets list;</p> <p>2. to notify the creditors by notice or announcement;</p> <p>3. to handle and liquidate relevant outstanding business of the Company;</p> <p>4. to pay outstanding taxes and taxes arising during the liquidation process;</p> <p>5. to settle creditor’s rights and debts;</p> <p>6. to dispose the Company’s assets remaining after the Company’s debts having been paid in full;</p> <p>7. to represent the Company in any civil proceedings.</p>



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No.	Before amendments	After amendments
152	<p><b>Article 232:</b> After the liquidation committee has thoroughly examined the assets of the Company and has prepared a balance sheet and an assets list, it shall draw up a liquidation proposal and submit the same to the shareholders' general meeting or relevant governing authorities for confirmation.</p> <p>The Company's assets shall be applied in the following order:</p> <ol style="list-style-type: none"> <li>1. liquidation costs;</li> <li>2. outstanding salaries, social security insurance premium and relevant statutory compensation;</li> <li>3. outstanding taxes, surcharges and funds payable;</li> <li>4. bank loans, Company debentures and other debts of the Company.</li> </ol> <p>The remaining assets of the Company after full payment pursuant to the preceding paragraph shall be distributed to the Company's shareholders in proportion to the their shareholdings with reference to the class of shares held.</p> <p>In the course of liquidation, the Company shall not conduct business activities not related to liquidation.</p>	<p><b>Article 187:</b> After the liquidation committee has thoroughly examined the assets of the Company and has prepared a balance sheet and an assets list, it shall draw up a liquidation proposal and submit the same to the shareholders' general meeting or <b>people's court</b> <del>relevant governing authorities</del> for confirmation.</p> <p>The Company's assets shall be applied in the following order:</p> <ol style="list-style-type: none"> <li>1. liquidation costs;</li> <li>2. outstanding salaries, social security insurance premium and relevant statutory compensation;</li> <li>3. outstanding taxes, <del>surcharges and funds payable</del>;</li> <li>4. bank loans, Company debentures, <del>and</del> other debts of the Company <b>and other corporate debts</b>.</li> </ol> <p>The remaining assets of the Company after full payment pursuant to the preceding paragraph shall be distributed to the Company's shareholders in proportion to the their shareholdings with reference to the class of shares held.</p> <p>In the course of liquidation, the Company <b>shall continue to exist but</b> shall not conduct business activities not related to liquidation. <b>The assets of the Company shall not be distributed to shareholders before the debts are settled in accordance with the provisions of the preceding paragraph.</b></p>

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153	<p><b>Article 233:</b> If the Company is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Company's assets and having prepared a balance sheet and an assets list, discovers that the Company's assets are insufficient to fully repay its debts, it shall immediately apply to the people's court for a declaration of bankruptcy.</p> <p>After the people's court has declared the Company bankrupt, the liquidation committee shall turn over any matters in respect of liquidation to the people's court.</p>	<p><b>Article 188:</b> If the Company is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Company's assets and having prepared a balance sheet and an assets list, discovers that the Company's assets are insufficient to fully repay its debts, it shall immediately apply to the people's court for a <del>declaration of</del> <b>bankruptcy liquidation</b>.</p> <p>After the people's court has <del>declared</del> <b>accepted</b> the <del>Company</del> <b>application for bankruptcy</b><del>bankrupt</del>, the liquidation committee shall turn over any matters in respect of liquidation to <b>the bankruptcy administrator designated by</b> the people's court.</p>
154	<p><b>Article 234:</b> Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and a statement of the receipts and payments during liquidation and financial books, all of which shall be verified by the PRC certified public accountants and submitted to the shareholders' general meeting or relevant governing authorities for confirmation.</p> <p>The liquidation committee shall, within 30 days after such confirmation is made by the shareholders' general meeting or relevant governing authorities, submit the aforesaid documents to the company registration authority and apply for the cancellation of registration of the Company, and make an announcement relating to the termination of the Company.</p>	<p><b>Article 189:</b> Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation, <del>and a statement of the receipts and payments during liquidation and financial books, all of which shall be verified by the PRC</del> <del>certified public accountants and submitted</del> <b>the same</b> to the shareholders' general meeting or <b>the people's court</b><del>relevant governing authorities</del> for confirmation, <b>and file it with the company registration authority to apply for the cancellation of the company registration</b>.</p> <p><del>The liquidation committee shall, within 30 days after such confirmation is made by the shareholders' general meeting or relevant governing authorities, submit the aforesaid documents to the company registration authority and apply for the cancellation of registration of the Company, and make an announcement relating to the termination of the Company.</del></p>

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No.	Before amendments	After amendments
155	<p><b>Article 235:</b> Members of the liquidation committee shall perform their duties faithfully and fulfil their liquidation obligation in accordance with laws.</p> <p>Members of the liquidation committee shall not abuse their powers to accept bribe or other illegal income, and shall not trespass the Company's assets.</p> <p>Where a member of the liquidation committee causes damages to the Company intentionally or due to gross negligence, he(she) shall bear the relevant compensation liabilities.</p>	<p><b>Article 190:</b> Members of the liquidation committee shall perform their duties faithfully and fulfil their liquidation obligation in accordance with laws of liquidation and shall be obliged to loyalty and diligence.</p> <p><del>Members of the liquidation committee shall not abuse their powers to accept bribe or other illegal income, and shall not trespass the Company's assets.</del></p> <p>Where a member of the liquidation committee <b>who neglects to fulfill his/her liquidation duties, thus causing any loss to the Company, shall be held liable for compensation; a member of the liquidation committee</b> causes damages to the <b>creditors</b> Company intentionally or due to gross negligence, he(she) shall bear the relevant compensation liabilities.</p>
156	<p><b>Article 236:</b> Where the Company is lawfully declared bankrupt, bankruptcy liquidation shall be conducted in accordance with relevant bankruptcy laws.</p>	<p><b>Delete this article.</b></p>
157	<p>—</p>	<p><b>Article 191: If the Company is declared bankrupt in accordance with laws, bankruptcy liquidation shall be carried out in accordance with the laws on enterprise bankruptcy.</b></p>
158	<p><b>Article 237:</b> Subject to the approval of the original approval authority, the Company may amend its Articles in accordance with laws, administrative regulations and its Articles of Association.</p>	<p><b>Article 192:</b> Subject to the approval of the original approval authority, <del>T</del>the Company may amend its Articles in accordance with laws, administrative regulations and its Articles of Association.</p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
159	<p><b>Article 239:</b> Where the amendments to the Articles of Association are in relation to the provisions of the Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas (“Mandatory Provisions”), such amendments shall become effective upon approvals by the company approval authority authorized by the State Council and the securities regulatory authority of the State Council. If any of such amendments is related to the registered particulars of the Company, applications shall be made for the registration of such changes in accordance with laws.</p>	<p><del><b>Article 194:</b> Where the amendments to the Articles of Association are in relation to the provisions of the Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas (“Mandatory Provisions”), such amendments shall become effective upon approvals by the company approval authority authorized by the State Council and the securities regulatory authority of the State Council</del> <b>Where any amendment made by shareholders’ general meeting to the Articles of Association involves any matters that need to be approved by the authorities, such amendment shall be submitted to the relevant authorities for approval.</b> If any of such amendments is related to the registered particulars of the Company, applications shall be made for the registration of such changes in accordance with laws.</p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
160	<p><b>Chapter 21 Dispute Resolution</b></p> <p><b>Article 242:</b> The Company shall comply with the following disputes resolution rules:</p> <p>Whenever any dispute or claim arises between shareholders of the Overseas-Listed Foreign-Invested Shares and the Company, between shareholders of the Overseas- Listed Foreign-Invested Shares and the directors, supervisors, manager or other senior management of the Company, or between shareholders of the Overseas-Listed Foreign-Invested Shares and those of the Domestic-Invested Shares, on the basis of the rights and obligations specified by the Articles of the Company, Company Law of the People’s Republic of China or any other laws and administrative regulations and is related to the affairs of the Company, such dispute or claim shall be submitted by relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is submitted to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration award, provided that such persons are either the Company or the Company’s shareholders, directors, supervisors, manager or other senior management of the Company.</p>	Delete this chapter.

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
	<p>Disputes in relation to the definition of shareholders or in relation to the register of shareholders do not have to be resolved by arbitration.</p> <p>A claimant of the arbitration may elect the arbitration to be conducted by China International Economic and Trade Arbitration Commission in accordance with its arbitration rules, or by Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant of the arbitration submits the dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If a claimant elects arbitration to be conducted by Hong Kong International Arbitration Centre, any party may request to conduct arbitration in Shenzhen in accordance with the securities arbitration rules of Hong Kong International Arbitration Centre.</p> <p>Where a dispute or claim of rights is resolved by way of arbitration, the laws of the People's Republic of China shall apply save as otherwise provided in laws and administrative regulations.</p> <p>The award of an arbitral body shall be final and binding upon all parties.</p>	

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No.	Before amendments	After amendments
161	<p><b>Article 243:</b> Notices, corporate communication and other printed materials of the Company shall be dispatched by the following means:</p> <ol style="list-style-type: none"> <li>1. delivery in person;</li> <li>2. delivery by post;</li> <li>3. sent by facsimile or email;</li> <li>4. publication on the Company's website and/or the website designated by the stock exchange on which the Company's shares are listed, subject to the applicable laws, administrative regulations and related requirements of the securities regulatory bodies in the place where the Company's shares are listed;</li> <li>5. publication in newspapers and/or other designated media in the form of announcement;</li> <li>6. delivery through other means permitted by the securities regulatory bodies in where the Company's shares are listed.</li> </ol> <p>Notwithstanding the requirements in the Articles of Association regulating the means of publication or announcement of any documents, notices and other corporate communication, the Company is entitled to publish its corporate communication in accordance with Article 240(4) subject to the listing rules of the stock exchanges on which the Company's shares are listed.</p>	<p><b>Article 197:</b> Notices, <del>corporate communication and other printed materials</del> of the Company shall be dispatched by the following means:</p> <ol style="list-style-type: none"> <li>1. delivery in person;</li> <li>2. delivery by post;</li> <li><b>3. made by way of announcement in accordance with Article 198 of these Articles of Association;</b></li> <li><del>34.</del> sent by facsimile or email;</li> <li><b>45.</b> publication on the Company's website, <del>and/or the website designated by the stock exchange on which the Company's shares are listed</del>, subject to the applicable laws, administrative regulations and related requirements of the securities regulatory bodies in the place where the Company's shares are listed;</li> <li><del>5. publication in newspapers and/or other designated media in the form of announcement;</del></li> <li>6. delivery through other means permitted by the securities regulatory bodies in where the Company's shares are listed.</li> </ol> <p><del>Notwithstanding the requirements in the Articles of Association regulating the means of publication or announcement of any documents, notices and other corporate communication, the Company is entitled to publish its corporate communication in accordance with Article 240(4) subject to the listing rules of the stock exchanges on which the Company's shares are listed.</del></p>

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
	The above corporate communication refers to any document issued or to be issued by the Company for the information or action of holders of any of the Company's securities, including but not limited to: (1) the directors' report; (2) an annual report together with a copy of an annual financial report; (3) the interim report together with a copy of an interim financial report; (4) a notice of meeting; (5) a listing document; (6) a circular; and (7) a proxy form.	<del>The above corporate communication refers to any document issued or to be issued by the Company for the information or action of holders of any of the Company's securities, including but not limited to: (1) the directors' report; (2) an annual report together with a copy of an annual financial report; (3) the interim report together with a copy of an interim financial report; (4) a notice of meeting; (5) a listing document; (6) a circular; and (7) a proxy form.</del>



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No.	Before amendments	After amendments
162	—	<p><b>Article 198:</b> A notice given by the Company, if made by way of an announcement, shall be deemed to have been received by all persons concerned upon such announcement.</p> <p><b>Article 199:</b> The notice of convening the shareholders' general meeting of the Company shall be issued by way of announcement.</p> <p><b>Article 200:</b> Where the notice of the Company is delivered in person, the person served shall sign (or affix their seal) on the return receipt, and the date of such signature shall be deemed the date of service;</p> <p>Where the notice of the Company is delivered by post, the fifth working day from the date of delivery to the post office shall be deemed the date of service;</p> <p>Where notice of the Company is issued by way of announcement, the date of the first publication shall be deemed the date of service.</p> <p><b>Article 201:</b> Accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled thereto shall not invalidate the proceedings at that meeting and any resolution passed at such meeting.</p> <p><b>Article 202:</b> The Company shall regard the websites, newspapers or other information media designated or recognized by the securities regulatory body or stock exchange of the place where the shares of the Company are listed as its media for publishing corporate announcement and other disclosable information.</p>

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No.	Before amendments	After amendments
163	<b>Chapter 23 Definitions</b>	<b>Chapter 23 Definitions Miscellaneous</b>
164	<p><b>Article 244:</b> Unless it is otherwise provided in the Articles of Association, the following terms shall have the following meanings in the Articles of Association:</p> <p>1. the “Company” means Datang International Power Generation Company Limited</p> <p>2. the “Articles” or “Articles of Association” means the Articles of Association of the Company</p> <p>3. the “directors” means the directors of the Company</p> <p>4. the “board of directors” means the Board of Directors of the Company</p> <p>5. “Chairman” means the Chairman of the board of directors of the Company</p> <p>6. the “Secretary of the board of directors” means the Company Secretary appointed by the board of directors</p> <p>7. “senior management” means the Company’s manager, vice manager, Secretary of the board of directors and financial officer</p> <p>8. “actual controller” means a person who is able to dominate the acts of the Company by means of its/his investment relations, agreement or other arrangements even though he/it is not a shareholder of the Company</p>	<p><b>Article 203:</b> Unless it is otherwise provided in the Articles of Association, the following terms shall have the following meanings in the Articles of Association:</p> <p>1. the “Company” means Datang International Power Generation Company Limited</p> <p>2. the “Articles” or “Articles of Association” means the Articles of Association of the Company</p> <p>3. the “directors” means the directors of the Company</p> <p>4. the “board of directors” means the Board of Directors of the Company</p> <p>5. “Chairman” means the Chairman of the board of directors of the Company</p> <p><del>6. the “Secretary of the board of directors” means the Company Secretary appointed by the board of directors</del></p> <p><del>76.</del> “senior management” means the Company’s manager, vice manager, <b>financial officer</b>, Secretary of the board of directors and <del>financial officer</del> <b>general counsel (chief compliance officer)</b></p> <p><b>78.</b> “actual controller” means a <b>natural person, corporate person or other organization</b> person who is able to dominate the acts of the Company by means of its/his investment relations, agreement or other arrangements even though he/it is not a shareholder of the Company</p>

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	<p>9. “controlling shareholder” means a person satisfies any of the followings:</p> <p>(1) such shareholder (individually or together with other shareholder) is able to elect no less than one half of the directors of the board of directors;</p> <p>(2) such shareholder (individually or together with other shareholder) exercises or controls no less than 30% voting rights of the Company;</p> <p>(3) such shareholder (individually or together with other shareholder) holds no less than 30% of the total issued and outstanding shares of the Company;</p> <p>(4) such shareholder (individually or together with other shareholder) through other means has de facto control over the Company.</p> <p>10. the “Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited</p> <p>11. “State” or “PRC” or “China” means the People’s Republic of China</p> <p>12. “RMB” or “Renminbi” means the lawful currency of the PRC</p> <p>Reference to an “audit firm” shall have the same meaning as “auditors”.</p>	<p><b>89. “controlling shareholder” refers to the shareholders who hold more than 50% of the total share capital of a company; Shareholders who hold less than 50% of the total shares but whose voting rights are sufficient to have a material impact on the resolutions of the shareholders’ general meeting</b><del>means a person satisfies any of the followings:</del></p> <p><del>(1) such shareholder (individually or together with other shareholder) is able to elect no less than one half of the directors of the board of directors;</del></p> <p><del>(2) such shareholder (individually or together with other shareholder) exercises or controls no less than 30% voting rights of the Company;</del></p> <p><del>(3) such shareholder (individually or together with other shareholder) holds no less than 30% of the total issued and outstanding shares of the Company;</del></p> <p><del>(4) such shareholder (individually or together with other shareholder) through other means has de facto control over the Company.</del></p> <p><b>9. the “related party relationship” refers to relationship between a controlling shareholder, actual controller, director or senior management member of the Company and the enterprise directly or indirectly controlled by the same, or any other relationship that may give rise to a transfer of interests of the Company. However, there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State</b></p>

APPENDIX I	<b>COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF DATANG INTERNATIONAL POWER GENERATION CO., LTD.</b>
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No.	Before amendments	After amendments
		<p><b>10. “Spin-off” refers to the act whereby a company separates part of its business or assets in the form of a directly or indirectly controlled subsidiary, and effects an initial public offering and listing of its shares, or achieves a listing by way of reorganization, on domestic or overseas securities markets</b></p> <p><b>11</b><del>10</del>. the “Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited</p> <p><b>12</b><del>11</del>. “State” or “PRC” or “China” means the People’s Republic of China</p> <p><b>13</b><del>12</del>. “RMB” or “Renminbi” means the lawful currency of the PRC</p> <p><b>14. The “foreign currency” refers to the lawful currency (apart from RMB) of other countries or regions which are recognized by the foreign exchange control authority of the State and can be used for paying for the share price to the Company.</b></p> <p><b>15. The accounting firm undertaking audit services of the Company refers to the accounting firm that conducts the Company’s financial final account auditing work</b></p> <p>Reference to an “audit firm” shall have the same meaning as “auditors”.</p>

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No.	Before amendments	After amendments
165	<b>Article 246:</b> The Articles of Association shall be written in Chinese. Where the versions written in other languages are in conflict with the Chinese version, the latest verified Chinese version registered in PRC State Administration for Industry and Commerce shall prevail.	<b>Article 205:</b> The Articles of Association shall be written in Chinese. Where the versions written in other languages are in conflict with the Chinese version, the latest verified Chinese version registered in <del>PRC State Administration for Industry and Commerce</del> <b>the Administration for Market Regulation of the place where the Company is registered</b> shall prevail.
166	<b>Article 247:</b> Such terms as “no less than”, “within”, “no more than” as mentioned herein shall include the figures listed; such terms as “not more than”, “beyond”, “less than” and “more than” shall not include the figures listed.	<b>Article 206:</b> Such terms as “no less than”, <del>“within”,</del> “no more than” as mentioned herein shall include the figures listed; such terms as <del>“not more than”,</del> “beyond” “less than” and “more than” shall not include the figures listed.
167	<b>Article 249:</b> The appendix as of these Articles shall include the rules of procedures of the shareholders’ general meetings, the rules of procedures of the board of directors meeting and the rules of procedures of the board of supervisors meeting.	<b>Article 208:</b> The appendix as of these Articles shall include the rules of procedures of the shareholders’ general meetings <b>and</b> , the rules of procedures of the board of directors meeting <del>and the rules of procedures of the board of supervisors meeting.</del>
168	—	<b>Article 209:</b> Matters not covered by these Articles of Association shall be implemented in accordance with the provisions of the laws, administrative regulations, regulatory rules and the listing rules of the place where the shares of the Company are listed, and taking into account the actual circumstances of the Company. In the event of any inconsistency between these Articles of Association and any newly promulgated and implemented laws, administrative regulations, regulatory rules or the listing rules of the place where the shares of the Company are listed, such newly promulgated and implemented laws, administrative regulations, regulatory rules or listing rules of the place where the shares of the Company are listed shall prevail.

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<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
169	—	All references to “shareholders’ general meeting”, “manager” and “deputy manager” in the Articles of Association have been changed to “shareholders’ general meeting”, “general manager”, and “deputy general manager”, respectively.

*Notes:*

1. Save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or rearrangement of certain articles, the serial numbering of the articles of the Articles of Association as so amended shall be changed accordingly, including those referred to in cross references.
2. The proposed amendments to the Articles of Association are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

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No.	Before Amendment	After Amendment
1	<p><b>Rule 1</b> In order to protect the legal rights and interests of Datang International Power Generation Company Limited (hereinafter referred to as the “Company”) and its shareholders, to define the duties and authority of the shareholders’ general meeting, and to ensure the orderly, efficient, smooth operation of the shareholders’ general meeting of the Company in exercising its duties and authority in accordance with the laws, the Rules have been formulated pursuant to the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas”, the “Code of Corporate Governance of Listed Companies”, the “Rules for the General Meeting of Listed Companies” and the “Articles of Association of Datang International Power Generation Company Limited” (hereinafter referred to as the “Articles of Association”).</p>	<p><b>Rule 1</b> In order to protect the legal rights and interests of Datang International Power Generation Company Limited (hereinafter referred to as the “Company”) and its shareholders, to define the duties and authority of the shareholders’ general meeting, and to ensure the orderly, efficient, smooth operation of the shareholders’ general meeting of the Company in exercising its duties and authority in accordance with the laws, the Rules have been formulated pursuant to the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), <del>the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas”,</del> the “Code of Corporate Governance of Listed Companies”, the “Rules for the General Meeting of Listed Companies” and the “Articles of Association of Datang International Power Generation Company Limited” (hereinafter referred to as the “Articles of Association”).</p>
2	<p><b>Rule 2</b> The Rules apply to the shareholders’ general meeting of the Company, and are binding on the Company, Shareholders, the relevant personnel who attend or present at the shareholders’ general meeting.</p>	<p><b>Rule 2</b> The Rules apply to <b>the matters relating to the convening, proposal, notification and holding of</b> the shareholders’ general meeting of the Company, and are binding on the Company, Shareholders, the relevant personnel who attend or present at the shareholders’ general meeting.</p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>3</b>	<p><b>Rule 3</b> The board of directors of the Company (the “Board”) shall strictly abide by the relevant regulations and the Articles of Association regarding various stipulations for convening the shareholders’ general meeting when arranging a shareholders’ general meeting. The secretary to the Board is in charge of carrying out various coordination and arrangements for conducting a shareholders’ general meeting.</p>	<p><del><b>Rule 3</b> The board of directors of the Company (the “Board”) shall strictly abide by the relevant regulations and the Articles of Association regarding various stipulations for convening the shareholders’ general meeting when arranging a shareholders’ general meeting.</del> <b>in strict accordance with the laws, administrative regulations, the Articles of Association, and the relevant provisions of the Rules, ensuring that shareholders can exercise their rights in accordance with the law.</b></p> <p>The secretary to the Board of the Company shall earnestly fulfill its responsibilities and organize the shareholders’ general meeting in a serious and timely manner. All directors of the Company shall diligently perform their duties to ensure the normal convening of the shareholders’ general meeting and the lawful exercise of their functions and powers. The secretary to the Board is in charge of carrying out various coordination and arrangements for conducting a shareholders’ general meeting.</p>



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No.	Before Amendment	After Amendment
4	<p><b>Rule 4</b> The shareholders' general meeting is the organ of authority of the Company, and exercises its duties and authority in accordance with the laws. 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>2. to elect and replace directors who are not representatives of employees, and to decide on matters concerning the remuneration of directors;</p> <p>3. to elect and replace supervisors who are representatives of the shareholders, and to determine matters concerning the remuneration of supervisors;</p> <p>4. to consider and to approve reports of the board of directors;</p> <p>5. to consider and to approve reports of the board of supervisors;</p> <p>6. to consider and to approve the annual financial budgets and final accounts of the Company;</p> <p>7. to consider and to approve the Company's plan for profit distribution and the plan for making up losses;</p> <p>8. to resolve on the increase or reduction of the registered capital of the Company;</p> <p>9. to resolve on the merge, division, dissolution and liquidation of the Company or the change of the nature of incorporation of the Company;</p>	<p><b>Rule 4</b> The shareholders' general meeting is the organ of authority of the Company, and <b>shall</b> exercises its duties and authority <del>in accordance with the laws</del><b>within the scope stipulated in the Company Law and the Articles of Association</b>. The shareholders' general meeting shall exercise the following functions and powers:</p> <p><del>1. to determine the business policies and investment plans of the Company;</del></p> <p><b>2.1.</b> to elect and replace directors who are not representatives of employees, and to decide on matters concerning the remuneration of directors;</p> <p><del>3. to elect and replace supervisors who are representatives of the shareholders, and to determine matters concerning the remuneration of supervisors;</del></p> <p><b>4.2.</b> to consider and to approve reports of the board of directors;</p> <p><del>5. to consider and to approve reports of the board of supervisors;</del></p> <p><b>6.</b> to consider and to approve the annual financial budgets and final accounts of the Company;</p> <p><b>7.3.</b> to consider and to approve the Company's plan for profit distribution and the plan for making up losses;</p> <p><b>8.4.</b> to resolve on the increase or reduction of the registered capital of the Company;</p> <p><del>9. to resolve on the merge, division, dissolution and liquidation of the Company or the change of the nature of incorporation of the Company;</del></p>

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No.	Before Amendment	After Amendment
	<p>10. to resolve on the issue of debentures by the Company;</p> <p>11. to resolve on the appointment, removal or non-renewal of the term of office of the audit firm;</p> <p>12. to amend the Articles of Association;</p> <p>13. to consider and to approve relevant transactions in accordance with the regulations of the securities exchange(s) where the shares of the Company are listed;</p> <p>14. to consider and to approve the provision of guarantee as specified in Rule 5 of the Rules;</p> <p>15. to consider and to approve the change of the use of proceeds;</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 3% 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><del>10.</del><b>5.</b> to resolve on the issue of debentures by the Company;</p> <p><b>6. to pass resolutions on the merger, division, spin-off, dissolution and liquidation of the Company, or the change of the form of the Company;</b></p> <p><b>7. to amend the Articles of Association;</b></p> <p><del>11.</del><b>8.</b> to resolve on the appointment, and removal <del>or non-renewal of the term of office</del> of the audit firm <b>that undertakes the audit engagement of the Company;</b></p> <p><del>12. to amend the Articles of Association;</del></p> <p><b>9. to consider and approve the guarantee matters as specified in Article 51 of the Articles of Association;</b></p> <p><b>10. to consider matters involving the purchase or disposal of major assets by the Company within one year that exceed 30% of the latest audited total assets of the Company;</b></p> <p><del>13. to consider and to approve relevant transactions in accordance with the regulations of the securities exchange(s) where the shares of the Company are listed;</del></p> <p><del>14. to consider and to approve the provision of guarantee as specified in Rule 5 of the Rules;</del></p> <p><del>15.</del><b>11.</b> to consider and to approve the change of the use of proceeds;</p> <p><del>16.</del><b>12.</b> to consider and to approve the share incentive plan <b>and employee share ownership scheme;</b></p>

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No.	Before Amendment	After Amendment
		<p><del>17.13.</del> to consider proposals submitted by <del>the</del>—a shareholder or shareholders <b>individually or jointly</b> holding no less than <del>1%3%</del> of the voting shares of the Company;</p> <p><b>14. to consider and approve transaction matters required to be reviewed and approved pursuant to the rules of the stock exchange where the Company’s shares are listed;</b></p> <p><del>18.15.</del> 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>The shareholders’ general meeting may authorise the board of directors to resolve on the issuance of corporate bonds.</b></p> <p><b>Subject to a resolution of the shareholders’ general meeting or a resolution of the board of directors authorised by these Articles of Association or the shareholders’ general meeting, the Company may issue shares or corporate bonds convertible into shares, provided that such issuance shall comply with the laws, administrative regulations, the regulations of the CSRC and the rules of the stock exchange.</b></p> <p><b>Except for the powers that may be expressly authorised by the shareholders’ general meeting as set out above, or unless otherwise provided by laws, administrative regulations, and the regulations of the CSRC or the rules of the stock exchange, the remaining powers of the shareholders’ general meeting shall not be exercised by the board of directors or any other institution or individual by way of authorisation.</b></p>

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No.	Before Amendment	After Amendment
5	<p><b>Rule 5</b> The following external guarantees to be provided by the Company shall be considered and approved by the shareholders' general meeting.</p> <p>1. any guarantee to be provided after the total amount of external guarantee provided by the Company and its controlling subsidiaries has reached or exceeded 50% of the latest audited net assets value;</p> <p>2. any guarantee to be provided after the total amount of external guarantee provided by the Company has reached or exceeded 30% of the latest audited total assets value;</p> <p>3. any guarantee to be provided in favour of any entity which is subject to a gearing ratio of over 70%;</p> <p>4. any guarantee to be provided to shareholders, the actual controllers or their connected parties.</p>	<p><b>Rule 5</b> The following external guarantees to be provided by the Company shall be considered and approved by the shareholders' general meeting <b>after being considered and approved by the board of director.</b></p> <p><b>1. any single guarantee with an amount exceeding 10% of the latest audited net assets value of the Company;</b></p> <p><del>2.1.</del> any guarantee to be provided after the total amount of external guarantee provided by the Company and its controlling subsidiaries has <del>reached or</del> exceeded 50% of the latest audited net assets value;</p> <p><del>2.</del> any guarantee to be provided after the total amount of external guarantee provided by the Company has reached or exceeded 30% of the latest audited total assets value;</p> <p><b>3. any guarantee to be provided after the total amount of external guarantee provided by the Company and its controlling subsidiaries has exceeded 30% of the latest audited total assets value;</b></p> <p><b>4. guarantees which, calculated based on the amount provided to others on a cumulative basis over a period of 12 consecutive months, exceed 30% of the latest audited total assets of the Company;</b></p> <p><del>3.5.</del> any guarantee to be provided in favour of any entity which is subject to a gearing ratio of over 70%;</p> <p><del>4.6.</del> any guarantee to be provided to shareholders, the actual controllers or their connected parties.</p> <p><b>7. other guarantees as required by the stock exchange where the Company's shares are listed or as stipulated in the Articles of Association.</b></p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>6</b>	<b>Rule 6</b> Without the prior approval of the shareholders' general meeting, the Company shall not enter into a contract with a person other than a director, supervisor, manager or other senior management whereby the management of all or a material part of the business of the Company is delegated to such person.	<b>Rule 6</b> Except where the Company is in a state of crisis or other exceptional circumstances, <del>Without the prior approval of</del> <del>at</del> the shareholders' general meeting <b>by way of special resolution</b> , the Company will not enter into a contract with a person other than a director, <del>supervisor, manager or other</del> senior management whereby the management of all or a material part of the business of the Company is delegated to such person.
<b>7</b>	<b>Rule 9</b> Shareholders' general meetings are divided into annual shareholders' general meetings and extraordinary shareholders' general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual shareholders' general meetings shall be held once every year within six months after the end of the previous financial year. An extraordinary shareholders' general meetings can be convened as required.	<b>Rule 9</b> Shareholders' general meetings are divided into <del>annual shareholders' general meetings</del> <b>annual general meetings</b> and extraordinary shareholders' general meetings. Shareholders' general meetings shall be convened by the board of directors. <b>Annual</b> shareholders' general meetings shall be held once every year within six months after the end of the previous financial year. An extraordinary shareholders' general meetings can be convened as required.

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No.	Before Amendment	After Amendment
8	<p><b>Rule 10</b> The board of directors shall convene an extraordinary shareholders' general meeting within 2 months of the occurrence of any of the following circumstances:</p> <p>1. when the number of directors is less than the number of directors required by the Company Law or less than two-thirds of the number of directors required by the Articles of Association of the Company;</p> <p>2. when the uncovered losses of the Company amount to one third of its total share capital;</p> <p>3. when the shareholders holding no less than 10% of the Company's issued and outstanding voting shares request in writing to convene an extraordinary shareholders' general meeting;</p> <p>4. when the board of directors considers necessary or upon the request of the board of supervisors.</p> <p>5. Other circumstances stipulated by the laws, administrative regulations, departmental rules and regulations and the Articles of Association.</p>	<p><b>Rule 10</b> The board of directors <b>of the Company</b> shall convene an extraordinary shareholders' general meeting within 2 months <b>from the date</b> of the occurrence of any of the following circumstances:</p> <p>1. when the number of directors is less than the number of directors required by the Company Law or less than <b>two-thirds</b> of the number of directors required by the Articles of Association of the Company;</p> <p>2. when the uncovered losses of the Company amount to <b>one third</b> of its total share capital;</p> <p>3. when a shareholder or <del>the</del> shareholders <b>individually or jointly</b> holding no less than 10% of the Company's <del>issued and outstanding voting</del> shares request in writing to convene an extraordinary shareholders' general meeting;</p> <p>4. when the board of directors considers necessary; <del>or upon the request of the board of supervisors.</del></p> <p><b>5. when proposed by the audit committee;</b></p> <p><del>5-6.</del> Other circumstances stipulated by the laws, administrative regulations, departmental rules and regulations and the Articles of Association.</p> <p><b>If the Company is unable to convene the shareholders' general meeting within the aforesaid period, it shall report to the local office of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the stock exchange where the Company's shares are listed (hereinafter referred to as the "stock exchange"), stating the reasons and making a public announcement.</b></p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>9</b>	<p><b>Rule 11</b> The independent directors have the right to propose to the board of directors to convene an extraordinary shareholders' general meeting. With regard to such proposal, the board of directors shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and the Articles of Association, provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' general meeting.</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' general meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the board of directors and no revision to the original proposal in the notice is allowed. Where the board of directors disagrees to convene the extraordinary shareholders' general meeting, it will provide the reasons and make relevant announcement.</p>	<p><b>Rule 11</b> The board of directors shall convene the shareholders' general meeting within the time period as prescribed under the Articles of Association.</p> <p><b>Subject to the consent of more than one half of all independent directors, the</b> <del>The</del> independent directors have the right to propose to the board of directors to convene an extraordinary shareholders' general meeting. With regard to such proposal, the board of directors shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and the Articles of Association, provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' general meeting.</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' general meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the board of directors and no revision to the original proposal in the notice is allowed. Where the board of directors disagrees to convene the extraordinary shareholders' general meeting, it will provide the reasons and make relevant announcement.</p>

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No.	Before Amendment	After Amendment
<b>10</b>	<p><b>Rule 12</b> The board of supervisors has the right to propose in writing to the board of directors to convene an extraordinary shareholders' general meeting. With regard such proposal, the board of directors shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and the Articles of Association, provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' general meeting.</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' general meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the board of directors and any revision to the original proposal in the notice shall be approved by the board of supervisors.</p> <p>Where the board of directors disagrees to convene the extraordinary shareholders' meeting or fails to reply within 10 days after its receipt of such proposal, it shall be deemed to be unable or fail to fulfil its obligation to convene the aforesaid meeting, and the board of supervisors may thereby independently convene and preside over the extraordinary shareholders' general meeting.</p>	<p><b>Rule 12</b> The <del>audit committee-board of supervisors</del> has the right to propose in writing to the board of directors to convene an extraordinary shareholders' general meeting. With regard such proposal, the board of directors shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and the Articles of Association, provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' general meeting.</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' general meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the board of directors and any revision to the original proposal in the notice shall be approved by the <del>audit committee-board of supervisors</del>.</p> <p>Where the board of directors disagrees to convene the extraordinary shareholders' meeting or fails to reply <b>in writing</b> within 10 days after its receipt of such proposal, it shall be deemed to be unable or fail to fulfil its obligation to convene the aforesaid meeting, and the <del>audit committee-board of supervisors</del> may thereby independently convene and preside over the extraordinary shareholders' general meeting.</p>



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No.	Before Amendment	After Amendment
11	<p><b>Rule 13</b> Shareholders requisitioning an extraordinary shareholders' general meeting or a class shareholders' general meeting shall abide by the following procedures:</p> <p>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 shareholders' general meeting or a class shareholders' general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, 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.</p> <p>2. If the board of directors 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 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.</p> <p>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.</p>	<p><b>Rule 13</b> Shareholders requisitioning an extraordinary shareholders' general meeting <del>or a class shareholders' general meeting</del> shall abide by the following procedures:</p> <p>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 shareholders' general meeting <del>or a class shareholders' general meeting</del>. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del> within 10 days after receipt of the request.</p> <p>2. If the board of directors agrees to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del>, it shall issue a notice of convening an extraordinary general meeting <del>or a class shareholders' general meeting</del> 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.</p> <p>3. If the board of directors does not agree to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del>, 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 <del>board of supervisors</del> <b>audit committee</b> in writing to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del>.</p>

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	<p>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.</p> <p>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.</p> <p>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.</p>	<p>4. If the <del>board of supervisors</del> <b>audit committee</b> agrees to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del>, it shall issue a notice of convening an extraordinary general meeting <del>or a class shareholders' general meeting</del> 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.</p> <p>5. If the <del>board of supervisors</del> <b>audit committee</b> fails to issue a notice of convening an extraordinary general meeting <del>or a class shareholders' general meeting</del> by the prescribed deadline, it shall be deemed to have failed to convene and preside over an extraordinary general meeting <del>or a class shareholders' general meeting</del>, 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.</p> <p>6. <del>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.</del></p>

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12	<p><b>Rule 14</b> In the event that the supervisory committee or shareholders decide to convene a General Meeting by themselves, they shall notify the Board in writing, and shall notify in advance the stock exchange and the representative organisation of the China Securities Regulatory Commission (the “CSRC”) in the region where the Company is located for their record. For those shareholders who decide to convene a General Meeting by themselves, the shareholding of the convening shareholders shall not be less than 10% before making an announcement of the resolutions of the General Meeting. When they serve notice of General Meeting and make an announcement of the resolutions of the General Meeting, they shall submit the relevant documentary proof to the stock exchange and the representative organisation of the CSRC in the region where the Company is located.</p>	<p><b>Rule 14</b> In the event that the <del>supervisory committee</del> <b>audit committee</b> or shareholders decide to convene a General Meeting by themselves, they shall notify the Board in writing, and shall notify in advance the stock exchange <del>and the representative organisation of the China Securities Regulatory Commission (the “CSRC”)</del> in the region where the Company is located for their record. For those shareholders who decide to convene a General Meeting by themselves, the shareholding of the convening shareholders shall not be less than 10% before making an announcement of the resolutions of the General Meeting. When they serve notice of General Meeting and make an announcement of the resolutions of the General Meeting, they shall submit the relevant documentary proof to the stock exchange <del>and the representative organisation of the CSRC in the region where the Company is located.</del></p>
13	<p><b>Rule 15</b> With respect to the shareholders’ general meeting independently convened by the board of supervisors or the shareholders, the board of directors and the Secretary of the board of directors shall provide assistance. The board of directors shall provide the register of shareholders as at the share registration date.</p>	<p><b>Rule 15</b> With respect to the shareholders’ general meeting independently convened by the <b>audit committee</b> <del>board of supervisors</del> or the shareholders, the board of directors and the Secretary of the board of directors shall provide assistance.</p> <p>The board of directors shall provide the register of shareholders as at the share registration date. <b>If the board of directors does not provide the register of shareholders, the person convening the meeting(s) may make an application to the securities registration and clearing organization to obtain the same by producing the relevant announcement of the notice of the shareholders’ general meeting. The register of shareholders obtained by the person convening the meeting shall not be used for any purpose other than convening of the shareholders’ general meeting.</b></p>
14	<p><b>Rule 16</b> Where a shareholders’ general meeting is convened independently by the board of supervisors or the shareholders, necessary costs of the meeting shall be borne by the Company.</p>	<p><b>Rule 16</b> Where a shareholders’ general meeting is convened independently by the <b>audit committee</b> <del>board of supervisors</del> or the shareholders, necessary costs of the meeting shall be borne by the Company.</p>

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15	<p><b>Rule 17</b> The shareholders' general meeting of the Company shall be convened at the address of the Company, or other venues specified in the notice of shareholders' general meeting.</p> <p>The shareholders' general meeting shall be convened on site. The Company shall provide internet or other means for the convenience of the shareholders to join the shareholders' general meeting. Those shareholders who attend through the above means shall be deemed as having attended the meeting. For shareholders attending the shareholders' general meeting via the internet or other means, they shall follow the relevant stipulations of the State securities regulatory department and the stock exchange.</p>	<p><b>Rule 17</b> The shareholders' general meeting of the Company shall be convened at the address of the Company, or other venues specified in the notice of shareholders' general meeting.</p> <p>The shareholders' general meeting shall be <b>held in a venue by way of live meetings or simultaneously through electronic communication means. For the convenience of shareholders, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in shareholders' general meetings in accordance with the laws, administrative regulations and rules of the China Securities Regulatory Commission or the Articles of Association</b> <del>convened on site. The Company shall provide internet or other means for the convenience of the shareholders to join the shareholders' general meeting.</del></p> <p><b>A</b> <del>Those shareholders may either attend and vote at the shareholders' general meeting(s) in person, or appoint a proxy to attend or vote within the scope of delegation on his/her behalf who attend through the above means shall be deemed as having attended the meeting. For shareholders attending the shareholders' general meeting via the internet or other means, they shall follow the relevant stipulations of the State securities regulatory department and the stock exchange.</del></p>

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<b>16</b>	<b>Rule 18</b> The directors, supervisors and senior managerial staff of the Company, if necessary, shall attend the shareholders' general meeting to explain and illustrate to the shareholders' queries and suggestions.	<b>Rule 18</b> <del>Where the shareholders' general meeting requires t</del> The directors, supervisors and senior managerial staff of the Company, if necessary, shall attend <del>the shareholders' general meeting to explain and illustrate to the shareholders' queries and suggestions. to attend the</del> meeting, such directors or senior managerial staff shall be present and shall respond to shareholders' enquiries. Such directors and senior managerial staff shall explain and illustrate to the shareholders' queries and suggestions, except for matters involving the Company's trade secrets that cannot be disclosed at the shareholders' general meeting.
<b>17</b>	<b>Rule 19</b> The chairman of the Board shall preside over the shareholders' general meeting. If the chairman cannot or does not perform his/her duties, the vice chairman shall preside over the meeting. If the Vice Chairman cannot or does not perform his/her duties, a director elected by more than half of the directors shall preside over the meeting.  If the Board cannot or does not perform its duties of convening a shareholders' general meeting, the board of supervisors shall convene and preside over the meeting. If the board of supervisors does not convene and preside over the meeting, shareholders individually or collectively holding 10% or more of the Company's shares for more than 90 consecutive days may convene a shareholders' general meeting by themselves and preside over the meeting.	<b>Rule 19</b> The chairman of the Board shall preside over the shareholders' general meeting. If the chairman cannot or does not perform his/her duties, <del>the vice chairman shall preside over the meeting. If the Vice Chairman cannot or does not perform his/her duties,</del> a director elected by more than half of the directors shall preside over the meeting.  <del>If the Board cannot or does not perform its duties of convening a shareholders' general meeting, the board of supervisors shall convene and preside over the meeting. If the board of supervisors does not convene and preside over the meeting, shareholders individually or collectively holding 10% or more of the Company's shares for more than 90 consecutive days may convene a shareholders' general meeting by themselves and preside over the meeting.</del>

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	<p>If the board of supervisors convenes a shareholders' general meeting by themselves, the Chairman of the board of supervisors shall preside over the meeting. If the chairman of the board of supervisors cannot or does not perform his/her duties, the vice chairman of the board of supervisors shall preside over the meeting. If the vice chairman cannot or does not perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.</p> <p>If the shareholders convene a shareholders' general meeting by themselves, the convenors shall nominate a representative to preside over the meeting.</p> <p>During the course of the shareholders' general meeting, if the presider of the meeting violates the Procedural Rules such that the shareholders' general meeting cannot proceed, a person shall be nominated at the shareholders' general meeting to act as the presider of the meeting and continue to convene the meeting provided that consent has been obtained from more than half of the shareholders with voting rights attending the shareholders' general meeting.</p>	<p>If the <b>audit committee</b> <del>board of supervisors</del> convenes a shareholders' general meeting by themselves, <b>the convenor of the audit committee</b> <del>the Chairman of the board of supervisors</del> shall preside over the meeting. If the <b>convenor of the audit committee</b> <del>chairman of the board of supervisors</del> cannot or does not perform his/her duties, <del>the vice chairman of the board of supervisors</del> <b>a member of the audit committee</b> jointly elected by more than half of the <b>member of the audit committee</b> <del>supervisors</del> shall preside over the meeting.</p> <p>If the shareholders convene a shareholders' general meeting by themselves, the convenors <b>or a representative nominated by them</b> <del>nominate a representative to</del> shall preside over the meeting.</p> <p>During the course of the shareholders' general meeting, if the presider of the meeting violates the <del>Procedural</del> Rules such that the shareholders' general meeting cannot proceed, a person shall be nominated at the shareholders' general meeting to act as the presider of the meeting and continue to convene the meeting provided that consent has been obtained from more than half of the shareholders with voting rights attending the shareholders' general meeting.</p>

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<b>18</b>	<b>Rule 20</b> At the annual shareholders' general meeting, the Board and board of supervisors shall report on their work of the previous year to the shareholders' general meeting. The independent directors shall also make their personal work reports.	<b>Rule 20</b> At the annual shareholders' general meeting, the Board <del>and board of supervisors</del> shall report on <del>its</del> <b>their</b> work of the previous year to the shareholders' general meeting. <del>The</del> <b>Each of the</b> independent directors shall also make <del>their</del> <b>his/her</b> personal work reports.
<b>19</b>	<b>Rule 21</b> The directors, supervisors and senior managerial staff shall explain and respond to shareholders' queries and suggestions at the shareholders' general meeting, except for those issues involving the Company's business secrets which shall not be disclosed at the shareholders' general meeting.	<b>The article Deleted.</b>
<b>20</b>	<p><b>Rule 24</b> When the Company convene a shareholders' general meeting, it shall engage a lawyer to provide legal opinion in respect of the following issues and make an announcement thereof:</p> <ol style="list-style-type: none"> <li>1. Whether or not the convening and its proceedings of the meeting conform to the laws, administrative regulations and the Articles of Association;</li> <li>2. Whether the qualifications of the personnel who attend the meeting, and the qualifications of the convenor(s) are lawful and valid;</li> <li>3. Whether or not the voting procedures and voting result are lawful and valid;</li> <li>4. To provide legal opinion on other relevant issues at the Company's request.</li> </ol> <p>Depending on the situation, the Board may also at the same time engage notaries or other personnel to attend the shareholders' general meeting provided that this conforms to the stipulations of the laws, administrative regulations and relevant regulatory documents.</p>	<p><b>Rule 23</b> When the Company convene a shareholders' general meeting, it shall engage a lawyer to provide legal opinion in respect of the following issues and make an announcement thereof:</p> <ol style="list-style-type: none"> <li>1. Whether or not the convening and its proceedings of the meeting conform to the laws, administrative regulations and the <b>regulations of the</b> Articles of Association;</li> <li>2. Whether the qualifications of the personnel who attend the meeting, and the qualifications of the convenor(s) are lawful and valid;</li> <li>3. Whether or not the voting procedures and voting result are lawful and valid;</li> <li>4. To provide legal opinion on other relevant issues at the Company's request.</li> </ol> <p>Depending on the situation, the Board may also at the same time engage notaries or other personnel to attend the shareholders' general meeting provided that this conforms to the stipulations of the laws, administrative regulations and relevant regulatory documents.</p>



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21	<p><b>Rule 25</b> Where an annual shareholders' general meeting is held, the board of directors, the board of supervisors and shareholders that, either individually or jointly, hold more than 3% of shares of 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>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 send a supplemental notice of the shareholders' general meeting to announce the content of the interim proposal within 2 days upon receipt of such proposal.</p> <p>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 meeting or add any new proposal after the publication of the notice.</p> <p>Such matters which are not specified in Rule 27 and the notice of the preceding paragraph and proposals which do not comply with Rule 26 of the Rules shall not be resolved at the shareholders' general meeting.</p>	<p><b>Rule 24</b> Where an annual shareholders' general meeting is held, the board of directors, the <b>audit committee</b> <del>board of supervisors</del> and shareholders that, either individually or jointly, hold more than <b>31%</b> <del>31%</del> of shares of 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>Any of the shareholders individually or jointly holding no less than <b>31%</b> <del>31%</del> 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 send a supplemental notice of the shareholders' general meeting to announce the content of the interim proposal within 2 days upon receipt of such proposal, <b>and submit such interim proposal to the shareholders' general meeting for consideration, except where the interim proposal violates laws, administrative regulations or the Articles of Association, or does not fall within the scope of authority of the shareholders' general meeting.</b></p> <p>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 meeting or add any new proposal after the publication of the notice.</p> <p>Such matters which are not specified in <del>Rule 27 and the notice of the preceding paragraph</del> <b>shareholders' general meeting</b> and proposals which do not comply with Rule <b>25</b> <del>26</del> of the Rules shall not be resolved at the shareholders' general meeting.</p>



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22	<p><b>Rule 27</b> Where a shareholders' general meeting is held, the Company shall 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.</p> <p>Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed have any other provisions, such provisions shall prevail.</p>	<p><b>Rule 26</b> Where a shareholders' general meeting is held, the <del>Company</del> <b>convener shall notify all the</b> <del>registered shareholders by way of announcement of the matters to be considered and approved at, and the date and place of the meeting</del> 20 working days prior to an annual general meeting, or <del>10 working days or 15 days (whichever is longer)</del> prior to an extraordinary general meeting.</p> <p>Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed have any other provisions, such provisions shall prevail.</p>
23	<p><b>Rule 28</b> An extraordinary shareholders' general meeting shall not determine matters not specified in the notice.</p>	<p><b>Delete this Rule.</b></p>
24	<p><b>Rule 29</b> A notice of shareholders' general meeting shall:</p> <ol style="list-style-type: none"> <li>1. be in writing;</li> <li>2. specify the place, the time and duration of the meeting;</li> <li>3. state the matters to be discussed at the meeting;</li> </ol>	<p><b>Rule 27</b> A notice of shareholders' general meeting shall <b>include:</b></p> <ol style="list-style-type: none"> <li><del>1. be in writing;</del></li> <li><del>21. specify</del> the place, the time and duration of the meeting;</li> <li><del>32. submission of state the matters and proposals to be discussed considered at the meeting;</del></li> <li><b>3. a conspicuous and explanatory text that all shareholders are entitled to attend the shareholders' general meeting and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not be a shareholder of the Company;</b></li> </ol>

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	<p>4. provide such information and explanation as are necessary for the shareholders to exercise an informed judgement on the matters to be discussed at the meeting. Such principle shall include (without limitation), where a proposal is made to merge the Company with another, to repurchase shares of the Company, to reorganise the share capital or to restructure the Company in any other way, terms of the proposed transaction must be provided in detail together with copies of the proposed agreements, if any, and the reasons for and consequences of such transactions must be properly explained;</p> <p>5. contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, manager or other senior management in the matters proposed and the impact of the proposed matters on such director, supervisor, manager or other senior management in his capacity as a shareholder in so far as it is different from the impact on the interests of other shareholders of the same class;</p> <p>6. contain the text of any special resolution proposed to be adopted at the meeting;</p> <p>7. contain conspicuously a statement that a shareholder entitled to attend and vote on the meeting is entitled to appoint one or more proxies to attend and vote on his behalf and that such proxy(ies) need not also be a shareholder/shareholders;</p>	<p><del>4. provide such information and explanation as are necessary for the shareholders to exercise an informed judgement on the matters to be discussed at the meeting. Such principle shall include (without limitation), where a proposal is made to merge the Company with another, to repurchase shares of the Company, to reorganise the share capital or to restructure the Company in any other way, terms of the proposed transaction must be provided in detail together with copies of the proposed agreements, if any, and the reasons for and consequences of such transactions must be properly explained;</del></p> <p><b>4. the share registration date for shareholders entitled to attend the shareholders' general meeting;</b></p> <p><b>5. The name and telephone number of the permanent contact person for meeting affairs;</b> <del>contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, manager or other senior management in the matters proposed and the impact of the proposed matters on such director, supervisor, manager or other senior management in his capacity as a shareholder in so far as it is different from the impact on the interests of other shareholders of the same class;</del></p> <p><b>6. the voting time and voting procedures for online and other voting methods.</b> <del>contain the text of any special resolution proposed to be adopted at the meeting;</del></p>

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	<p>8. contain the share registration date for the purpose of ascertaining the entitlement of the shareholders to attend the shareholders' general meeting;</p> <p>9. contain the name and telephone number of the main contact person for such meeting;</p> <p>10. specify the time and place when the proxy forms for such meeting are served;</p> <p>The requirements under this Rule are applicable to the notices of shareholders' general meetings convened independently by the board of supervisors or the shareholders in accordance with the Rules.</p>	<p><del>7 contain conspicuously a statement that a shareholder entitled to attend and vote on the meeting is entitled to appoint one or more proxies to attend and vote on his behalf and that such proxy(ies) need not also be a shareholder/shareholders;</del></p> <p><del>8 contain the share registration date for the purpose of ascertaining the entitlement of the shareholders to attend the shareholders' general meeting;</del></p> <p><del>9 contain the name and telephone number of the main contact person for such meeting;</del></p> <p><del>10 specify the time and place when the proxy forms for such meeting are served;</del></p> <p><b>The commencing time of voting online or through other means of any shareholders' general meeting shall not be earlier than 3:00 p.m. on the date preceding the convening of onsite shareholders' general meeting and shall not be later than 9:30 a.m. on the convening date of onsite shareholders' general meeting. Its conclusion time shall not be earlier than 3:00 p.m. on the conclusion date of onsite shareholders' general meeting.</b></p> <p>The requirements under this Rule are applicable to the notices of shareholders' general meetings convened independently by the board of supervisors <b>audit committee</b> or the shareholders in accordance with the Rules.</p>

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		<p>The notice and supplementary notice of shareholders' general meeting shall fully disclose the details of all proposals and all necessary information or explanation required for the shareholders to make reasonable judgment on matters to be discussed. Where matters to be discussed require the opinion of the independent directors, the independent directors' opinions and reasons shall be disclosed at the same time when the notice of the shareholders' general meeting or the supplementary notice is issued.</p> <p>The interval between the share registration date and the date of the meeting shall not exceed seven working days. Once the share registration date is confirmed, it shall not be changed.</p>
25	<p><b>Rule 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> <p>1. such personal information as education background, working experience and part-time job experience and etc.;</p> <p>2. whether he has connected relationship with the Company or its controlling shareholders or actual controllers;</p>	<p><b>Rule 28</b> Where elections of directors <del>and/or supervisors</del> are scheduled to be discussed at a shareholders' general meeting, the notice of such shareholders' general meeting shall contain details of the director candidates, <del>and supervisor candidates,</del> including at least the following information:</p> <p>1. such personal information as education background, working experience and part-time job experience and etc.;</p> <p>2. whether he has connected relationship with the Company or its controlling shareholders or actual controllers;</p>

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	<p>3. number of shares he holds in the Company;</p> <p>4. whether any punishment has been imposed on him by China Securities Regulatory Commission, other relevant authorities or securities exchange(s).</p> <p>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:</p> <p>1. When the number of directors or non-employee supervisors to be elected is above two, the cumulative voting system shall be implemented;</p> <p>2. 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;</p> <p>3. 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;</p>	<p>3. number of shares he holds in the Company;</p> <p>4. whether any punishment has been imposed on him by China Securities Regulatory Commission, other relevant authorities or securities exchange(s).</p> <p>The specific voting methods of implementing the cumulative voting system for electing directors—<del>or supervisors</del> (the <b>directors</b> supervisors therein exclude the employee <del>directors</del><del>representative</del> supervisors) are as follows:</p> <p>1. When the number of directors <del>or non-employee supervisors</del> to be elected is above two, the cumulative voting system shall be implemented;</p> <p>2. 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 <del>or non-employee supervisors</del> to be elected;</p> <p>3. The notice of the general meeting of shareholders shall inform the shareholders of the cumulative voting system for the directors—<del>and the supervisors</del>' 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;</p>

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	<p>4. 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;</p> <p>5. 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;</p> <p>6. 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;</p>	<p>4. When the general meeting of shareholders votes on election of directors <del>and supervisors</del>, the shareholder may vote for each director <del>or supervisor</del> candidate with the same voting rights as the shareholding; or cast all of their votes for one director <del>or supervisor</del> candidate which are the same as the number of directors <del>or supervisors</del> to be elected, or vote for a certain number of director <del>or supervisor</del> candidates respectively with the voting rights which are the same as the number of directors <del>or supervisors</del> to be elected;</p> <p>5. Shareholders who have exercised all of their votes for one or several director <del>or supervisor</del> candidates which are the same as the number of directors <del>or supervisors</del> to be elected shall no longer own the voting rights for other director <del>and supervisor</del> candidates;</p> <p>6. 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 <del>and supervisor</del> 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 <del>and supervisor</del> 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;</p>

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	<p>7. 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 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.</p>	<p>7. The director <del>or supervisor</del> 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 <del>or supervisor</del> candidates. If the number of candidates for directors <del>and supervisors</del> elected at the general meeting of shareholders exceeds the number of directors <del>and supervisors</del> supposed to be elected, the candidates with the majority of the votes will be elected as directors <del>and supervisors</del> (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 <del>and supervisors</del> supposed to be elected, then these candidates and those who ranked behind shall be considered as not elected). If the number of the directors <del>and supervisors</del> elected at the general meeting of shareholders could not reach the number of the directors <del>and supervisors</del> supposed to be elected, a separate general meeting shall be held to elect the vacant directors <del>and supervisors</del>. Where a general meeting of shareholders elects directors <del>or supervisors</del> by means of cumulative voting system, <del>the voting of directors and supervisors shall be conducted separately,</del> the voting of independent directors and non-independent directors shall be conducted separately.</p>

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26	<p><b>Rule 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. 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>Rule 30</b> Notices of the shareholders' general meetings shall be served on the shareholders (whether or not they are entitled to vote at the meetings) <b>by way of public announcement or in the manner prescribed in Chapter 19 of these Articles of Association.</b><del>by hand or prepaid mail at their addresses registered in the register of shareholders.</del> <b>Where a notice is given by way of public announcement, it shall be deemed to have been received by all relevant parties upon its publication.</b></p> <p>Notices of shareholders' general meetings to shareholders of the Domestic-Invested Shares may be served by way of public announcements. Public announcements of notices of the shareholder's general meetings <del>specified in the preceding paragraph</del> shall be published <del>in one or more newspapers designated by the securities regulatory authority of the State Council</del> <b>on the website of a recognized stock exchange or other media.</b> 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>For shareholders of foreign shares, subject to compliance with the laws, regulations and the listing rules of the place where the Company's shares are listed, the notice of the shareholders' general meeting may be given by other means, such as publication on the Company's website and on websites recognized by the regulatory authorities of the place of listing.</b></p>



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<b>27</b>	<b>Rule 33</b> All the registered shareholders on the share registration date and their proxies are entitled to attend the shareholders' general meetings and to exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association.	<b>Rule 31</b> All the registered shareholders on the share registration date and their proxies are entitled to attend the shareholders' general meetings. <del>and</del> <b>The Company and the convenor may not refuse on any grounds. Shareholders attending the shareholders' general meetings or their proxies shall to</b> exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association.
<b>28</b>	<b>Rule 34</b> Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his proxy(ies) to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of such shareholder, exercise the following rights:  1. the shareholder's right to speak at the meeting;  2. the right to demand, whether on his own or together with others, a poll;  3. the right to exercise voting rights on a show of hands or on a poll, provided however, that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.	<b>Delete this Rule.</b>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>29</b>	<p><b>Rule 35</b> Where the natural person shareholder attends in person the shareholders' general meeting, he shall present his identification card or other valid document of identification and the stock account card; where the natural person shareholders appoint proxy(ies) to attend the shareholders' general meeting, the proxy(ies) shall present his/their valid document(s) of identification and the proxy form(s).</p> <p>The legal person shareholder shall appoint its legal representative or a proxy(ies) appointed by such legal representative to attend a shareholders' general meeting. Where the legal representative attends the shareholders' general meeting, he shall present his identification card and valid evidence of his identity as the legal representative; where a proxy(ies) is/are authorized to attend the shareholders' general meeting, such proxy(ies) shall present his/their identification card(s) and the written proxy form(s) duly issued by the legal representative of the legal person shareholder.</p>	<p><b>Rule 33</b> Where the natural person shareholder attends in person the shareholders' general meeting, he shall present his identification card or other valid document of identification<del>and the stock account card</del>; where the<del>natural person shareholders</del> appoint proxy(ies) <b>appointed</b> to attend the shareholders' general meeting, the proxy(ies) shall present his/their valid document(s) of identification and the proxy form(s).</p> <p>The legal person shareholder shall appoint its legal representative or a proxy(ies) appointed by such legal representative <b>or by the legal person shareholder itself</b> to attend a shareholders' general meeting. Where the legal representative attends the shareholders' general meeting, he shall present his identification card and valid evidence of his identity as the legal representative; where a proxy(ies) is/are authorized to attend the shareholders' general meeting, such proxy(ies) shall present his/their identification card(s) and the written proxy form(s) duly issued by the legal representative of the legal person shareholder <b>or by legal person shareholder itself</b>.</p>

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30	<p><b>Rule 36</b> A proxy form issued by a shareholder where such shareholder appoints a proxy to attend the shareholders' general meeting on his/its behalf shall contain the following information:</p> <ol style="list-style-type: none"> <li>1. name of the proxy;</li> <li>2. whether the proxy is authorized to vote;</li> <li>3. instruction of casting approval for, opposition or abstention vote against each proposed resolution at the shareholders' general meeting;</li> <li>4. the date of issuance and validity term of the proxy form;</li> <li>5. signature of such shareholder or signature of a person who is authorized in writing by such shareholder, if the shareholder appointing the proxy is a legal person, such proxy form shall have the company seal of such shareholder affixed, and the signature of the legal representative of such shareholder or that of the person duly authorized by the legal representative.</li> </ol>	<p><b>Rule 34</b> A proxy form issued by a shareholder where such shareholder appoints a proxy to attend the shareholders' general meeting on his/its behalf shall contain the following information:</p> <ol style="list-style-type: none"> <li><b>1. name of the appointing shareholder, and the class and number of shares held in the Company;</b></li> <li><del>2. name of the proxy;</del></li> <li><del>2. whether the proxy is authorized to vote;</del></li> <li><b>3. shareholders' specific instructions, including</b> instructions of casting approval for, opposition or abstention vote against each proposed resolution at the shareholders' general meeting;</li> <li>4. the date of issuance and validity term of the proxy form;</li> <li><b>5. if the appointing shareholder is an individual shareholder, the proxy form shall be signed by the individual shareholder in person; if the appointing shareholder is a legal person shareholder, the proxy form shall bear the company seal of such legal person entity; signature of such shareholder or signature of a person who is authorized in writing by such shareholder, if the legal person shareholder appointing the proxy is a legal person, such proxy form shall have the company seal of such legal person shareholder affixed, and the signature of the legal representative of such legal person shareholder or that of the person duly authorized by the legal representative.</b></li> </ol>

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31	<p><b>Rule 37</b> A shareholder of the Company, being a recognised clearing house within the definition of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong may authorise such person or persons as it thinks fit to act as its proxy(ies) at any meeting or class shareholders' general meeting of the Company provided however, that if more than one person is so authorized, the proxy form shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized will be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise as an individual shareholder of the Company.</p>	<p><b>Rule 35</b> A shareholder of the Company, being a recognised clearing house within the definition of the Securities and Futures (<del>Clearing Houses</del>) Ordinance of Hong Kong may authorise such person or persons as it thinks fit to act as its proxy(ies) at any <b>shareholders' general meeting</b> <del>or class shareholders' general meeting</del> of the Company provided however, that if more than one person is so authorized, the proxy form shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized will be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise as an individual shareholder of the Company.</p>
32	<p><b>Rule 38</b> The proxy form appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote or not less than 24 hours prior to the time specified for the adoption of the resolutions. If such proxy form is signed by another person authorized by the appointing shareholder, relevant power of attorney or other authorization documents authorizing the execution of the proxy form shall be notarised. The notarised power of attorney or other authorization documents shall, together with the proxy form appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.</p> <p>If the appointing shareholder is a legal person, its legal representative or any person authorized by its board of directors or other decision-making body shall attend the shareholders' general meeting as its representative.</p>	<p><del><b>Rule 36</b> The proxy form appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote or not less than 24 hours prior to the time specified for the adoption of the resolutions. If such proxy form</del> <b>prescribed in Rule 34 of the Rules</b> <del>is signed by another person authorized by the appointing shareholder, relevant power of attorney or other authorization documents authorizing the execution of the proxy form shall be notarised. The notarised power of attorney or other authorization documents shall, together with the proxy form appointing the voting proxy</del> <b>prescribed in Rule 34 of the Rules</b>, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.</p> <p><del>If the appointing shareholder is a legal person, its legal representative or any person authorized by its board of directors or other decision-making body shall attend the shareholders' general meeting as its representative.</del></p>

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<b>33</b>	<b>Rule 41</b> The register of attendance of a shareholders' general meeting shall be prepared by the Company. Such register shall record information such as each attendant's name (or name of unit), Identification Card number, address of domicile, the number of voting shares held or authorized, name of the appointing shareholder (or name of unit), etc.	<b>Rule 39</b> The register of attendance of a shareholders' general meeting shall be prepared by the Company. Such register shall record information such as each attendant's name (or name of unit), Identification Card number, <del>address of domicile,</del> the number of voting shares held or authorized, name of the appointing shareholder (or name of unit), etc.
<b>34</b>	<p><b>Rule 43</b> Resolutions of a shareholders' general meeting are divided into ordinary resolutions or special resolutions.</p> <p>An ordinary resolution of a shareholders' general meeting shall be adopted by affirmative votes of no less than one half of the votes being held by the shareholders who attend the meeting (including proxies).</p> <p>A special resolution of a shareholders' general meeting shall be adopted by affirmative votes of no less than two-thirds of the votes being held by the shareholders who attend the meeting (including proxies).</p>	<p><b>Rule 41</b> Resolutions of a shareholders' general meeting are divided into ordinary resolutions or special resolutions.</p> <p>An ordinary resolution of a shareholders' general meeting shall be adopted by affirmative votes of <del>no less</del> <b>more</b> than one half of the votes being held by the shareholders who attend the meeting (including <b>the shareholders appointing proxies to attend the shareholders' general meeting</b> <del>proxies</del>).</p> <p>A special resolution of a shareholders' general meeting shall be adopted by affirmative votes of no less than two-thirds of the votes being held by the shareholders who attend the meeting (including <b>the shareholders appointing proxies to attend the shareholders' general meeting</b> <del>proxies</del>).</p>

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35	<p><b>Rule 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 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.</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>Rule 42</b> A shareholder (including <del>the shareholders appointing proxies to attend the shareholders' general meeting</del><del>—proxies</del>) shall exercise the voting rights at a shareholders' meeting on the basis of the voting shares he holds. Each share shall carry one vote except for the election of directors<del>and supervisors</del> that shall adopt the cumulative voting system as prescribed by Article <del>78</del><b>66</b> of the Articles of Association.</p> <p>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.</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>Where a shareholder acquires voting shares of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the portion of shares exceeding the prescribed percentage shall not carry voting rights within thirty-six months from the date of acquisition, and shall not be counted in the total number of voting shares present at the shareholders' general meeting.</b></p>

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		<p><b>The board of directors, independent directors, shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit proxies for shareholders' voting rights. In soliciting such voting rights, the solicitors shall fully disclose to the solicited shareholders the specific voting intentions and other relevant information. It is prohibited to solicit shareholders' voting rights by means of consideration or disguised forms of consideration. Except as otherwise required by law, the Company shall not impose any minimum shareholding requirement for proxy solicitation.</b></p>
36	<p><b>Rule 45</b> When connected transactions are being discussed in a shareholders' general meeting, the connected shareholders shall not vote on such transactions, and their voting shares shall not be counted in the total voting shares held by the shareholders present at the shareholders' general meeting. Announcement of resolutions adopted at such shareholders' general meeting shall fully disclose the voting of the non-connected shareholders.</p>	<p><b>Rule 43</b> When connected transactions are being discussed in a shareholders' general meeting, the connected shareholders shall not vote on such transactions, and <del>their</del>-voting shares <b>held by them</b> shall not be counted in the total voting shares held by the shareholders present at the shareholders' general meeting. Announcement of resolutions adopted at such shareholders' general meeting shall fully disclose the voting of the non-connected shareholders.</p>
37	<p><b>Rule 46</b> The Company shall provide convenience by various means and manners for the shareholders to attend the shareholders' general meetings, including providing modern information technology such as online voting platform, provided however, that the Company shall ensure the legality and validity of such shareholders' general meetings.</p>	<p><b>Delete this Rule.</b></p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>38</b>	<p><b>Rule 47</b> Unless a poll is demanded by the following persons (before or after any voting by show of hands), voting at a shareholders' general meeting shall be conducted by show of hands:</p> <ol style="list-style-type: none"> <li>1. chairman of the meeting;</li> <li>2. at least two shareholders entitled to vote or their proxies;</li> <li>3. one or more shareholders (including proxies) individually or jointly holding 10% or more of the voting shares held by all shareholders present at the meeting.</li> </ol> <p>Unless voting by poll is proposed, the chairman of the meeting shall declare whether a proposal has been adopted according to the results of voting by show of hands, and record the same in the minutes of the meeting as conclusive evidence. There is no need to prove the number or proportion of the votes for or against a given resolution adopted at such meeting.</p> <p>The demand for voting by poll may be withdrawn by the person who makes such demand.</p>	<p><del><b>Rule 44</b> Unless a poll is demanded by the following persons (before or after any voting by show of hands), voting at a shareholders' general meeting shall be conducted by show of hands:</del></p> <ol style="list-style-type: none"> <li><del>1. chairman of the meeting;</del></li> <li><del>2. at least two shareholders entitled to vote or their proxies;</del></li> <li><del>3. one or more shareholders (including proxies) individually or jointly holding 10% or more of the voting shares held by all shareholders present at the meeting.</del></li> </ol> <p><del>Unless voting by poll is proposed, the chairman of the meeting shall declare whether a proposal has been adopted according to the results of voting by show of hands, and record the same in the minutes of the meeting as conclusive evidence. There is no need to prove the number or proportion of the votes for or against a given resolution adopted at such meeting.</del></p> <p><del>The demand for voting by poll may be withdrawn by the person who makes such demand.</del></p> <p><b>The shareholders' general meeting shall adopt voting by registered ballot.</b></p>



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39	<p><b>Rule 48</b> A poll demanded on such matters as the election of the chairman or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of such voting by poll shall still be deemed to be resolutions adopted at that meeting.</p>	<p><b>Rule 45</b> <del>A poll demanded on such matters as the election of the chairman or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of such voting by poll shall still be deemed to be resolutions adopted at that meeting.</del></p> <p>Before voting on a proposal at the shareholders' general meeting, two shareholder representatives shall be elected to take part in counting and scrutinising votes. Where the matter under consideration involves a connected relationship with a shareholder, such shareholder and its proxy shall not take part in counting or scrutinising votes.</p> <p>When votes are cast on proposals at the shareholders' general meeting, an attorney and shareholder representatives shall be jointly responsible for counting and scrutinizing votes, and the voting results shall be announced on the spot. The voting results shall be recorded in the minutes of the meeting.</p> <p>Shareholders or their proxies who vote via online or other means shall have the right to verify their voting results through the corresponding voting system.</p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>40</b>	<p><b>Rule 49</b> A shareholders' general meeting shall take vote on all proposals one by one. Where different proposals are raised for the same matters, such proposals shall be voted in accordance with the time sequence of the proposals' submission. The shareholders' general meeting shall not postpone the voting or leave the resolution not voted unless such particular causes as force majeure events have resulted in the suspension of the meeting or the failure to adopt resolutions.</p>	<p><b>Rule 46</b> <del>Except where the cumulative voting system is adopted, A</del>—a shareholders' general meeting shall take vote on all proposals one by one. Where different proposals are raised for the same matters, such proposals shall be voted in accordance with the time sequence of the proposals' submission. The shareholders' general meeting shall not postpone the voting or leave the resolution not voted unless such particular causes as force majeure events have resulted in the suspension of the meeting or the failure to adopt resolutions.</p>
<b>41</b>	<p><b>Rule 52</b> The time of the conclusion of an on-site shareholders' general meeting shall not be earlier than that is held through internet or otherwise. The presiding person of the shareholders' general meeting shall announce the voting and its result of each resolution and whether each resolution has been adopted according to such results.</p> <p>Prior to the voting results is proclaimed, listed company, vote counter, scrutineer, major shareholders, internet service provider, are other relevant parties, who are involved in the voting at the scene, via internet, or otherwise shall bear confidential obligations to the voting and its results.</p>	<p><b>Rule 48</b> The time of the conclusion of an on-site shareholders' general meeting shall not be earlier than that is held through internet or otherwise. The presiding person of the shareholders' general meeting shall announce the voting and its result of each resolution and whether each resolution has been adopted according to such results.</p> <p>Prior to the voting results is proclaimed, listed company, vote counter, scrutineer, <del>major</del> shareholders, internet service provider, are other relevant parties, who are involved in the voting at the scene, via internet, or otherwise shall bear confidential obligations to the voting and its results.</p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>42</b>	<p><b>Rule 53</b> The shareholders attending a shareholders’ general meeting shall deliver any of the following opinion about the proposals submitted for voting: consent, objection or abstention.</p> <p>Where there are ballots on which the words are not filled in, are wrongly filled in or are not recognizable or the ballots that are not cast, relevant voters shall be regarded as having given up their voting rights and the voting results of their shares shall be regarded as “abstention”.</p>	<p><b>Rule 49</b> The shareholders attending a shareholders’ general meeting shall deliver any of the following opinion about the proposals submitted for voting: consent, objection or abstention-, <b>except for declarations made in accordance with the intentions of the actual holders, where the securities registration and clearing institution, acting as the nominee holder of shares under the stock connect mechanism between the Mainland China and the Hong Kong stock markets.</b></p> <p>Where there are ballots on which the words are not filled in, are wrongly filled in or are not recognizable or the ballots that are not cast, relevant voters shall be regarded as having given up their voting rights and the voting results of their shares shall be regarded as “abstention”.</p>
<b>43</b>	<p><b>Rule 55</b> On a poll taken at a shareholders’ general meeting, a shareholder (including proxy(ies)) entitled to two or more votes need not cast all his votes for or against in the same way.</p>	<p><b>Delete this Rule.</b></p>
<b>44</b>	<p><b>Rule 56</b> When the number of votes for and against a resolution are equal, whether the vote is taken by show of hands or on a poll, the chairman of the meeting shall be entitled to cast an additional vote.</p>	<p><b>Delete this Rule.</b></p>

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<b>45</b>	<b>Rule 57</b> Where any shareholder is, under the Company Law or the Listing Rules, required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any vote cast by or on behalf of such shareholder (including his proxy(ies)) in contravention of such requirement or restriction shall not be counted in the total number of voting shares held by the shareholders (or, proxies) attending such shareholders' general meeting.	<b>Rule 52</b> Where any shareholder is, under the Company Law or <del>the Listing Rules</del> <b>the listing rules of the place where the shares are listed</b> , required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any vote cast by or on behalf of such shareholder (including <b>the shareholders appointing proxies to attend the shareholders' general meeting</b> —his proxy(ies)) in contravention of such requirement or restriction shall not be counted in the total number of voting shares held by the shareholders (or, <b>the shareholders appointing proxies to attend the shareholders' general meeting</b> proxies) attending such shareholders' general meeting.
<b>46</b>	<b>Rule 60</b> Where a shareholders' general meeting adopts the resolutions concerning the election of directors or supervisors, the commencement dates of their term of office shall be determined in accordance with the resolutions of the shareholders' general meeting.	<b>Rule 55</b> Where a shareholders' general meeting adopts the resolutions concerning the election of directors <del>or supervisors</del> , the commencement dates of their term of office shall be determined in accordance with the resolutions of the shareholders' general meeting.

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>47</b>	<p><b>Rule 61</b> The following matters shall be approved by ordinary resolutions of the shareholders' general meeting:</p> <p>1. the work reports of the board of directors and the board of supervisors;</p> <p>2. the plans prepared by the board of directors for profit distribution and making up losses;</p> <p>3. the appointment and removal of members of the board of directors and the board of supervisors, their remuneration and the methods of payment thereof;</p> <p>4. the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>5. other matters other than those required by laws, administrative regulations or the Articles of the Company to be approved by special resolutions.</p>	<p><b>Rule 56</b> The following matters shall be approved by ordinary resolutions of the shareholders' general meeting:</p> <p>1. the work reports of the board of directors<del>and the board of supervisors</del>;</p> <p>2. the plans prepared by the board of directors for profit distribution and making up losses;</p> <p>3. the appointment and removal of members of the board of directors<del>and the board of supervisors</del>, their remuneration and the methods of payment thereof;</p> <p>4.<del>the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</del></p> <p>5.<del>4.</del> other matters other than those required by laws, administrative regulations or the Articles of the Company to be approved by special resolutions.</p>

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48	<p><b>Rule 62</b> The following matters shall be approved by special resolutions of the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>1. the increase or reduction of the Company's share capital and the issuance of any class of shares, warrants or other similar securities;</li> <li>2. the issuance of bonds by the Company;</li> <li>3. the division, merger, dissolution or liquidation of the Company;</li> <li>4. any amendment to the Articles of Association;</li> <li>5. any acquisition or disposal of assets after the amount of the buying or selling of material assets by the Company for the last 12 months has reached or exceeded 30% of the latest audited total assets;</li> <li>6. any external guarantee to be provided after the total amount of external guarantee provided by the Company has reached or exceeded 30% of the latest audited total assets;</li> <li>7. share incentive plan;</li> <li>8. all other matters stipulated by laws, administrative regulations or the Articles of Association, and other matters decided in ordinary resolutions adopted by the shareholders' general meeting as having significant impact on the Company and requiring adoption by special resolutions.</li> </ol>	<p><b>Rule 57</b> The following matters shall be approved by special resolutions of the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>1. the increase or reduction of the Company's <b>registered capital</b><del>—share capital and the issuance of any class of shares, warrants or other similar securities</del>;</li> <li>2. the issuance of bonds by the Company <b>or authorization of the board of directors to make resolutions on the issuance of corporate bonds</b>;</li> <li>3. the division, <b>spin-off</b>, merger, dissolution or liquidation of the Company;</li> <li>4. any amendment to the Articles of Association;</li> <li>5. <del>any acquisition or disposal of assets after</del> <b>any event that</b> the amount of the buying or selling of material assets by the Company for the last 12 months has <del>reached or</del> exceeded 30% of the latest audited total assets;</li> <li>6. <b>based on the principle of cumulative calculation of the guarantee amount for 12 consecutive months</b>, any <del>external</del> guarantee to be provided <del>after</del> <b>for</b> the total amount of external guarantee provided by the Company has <del>reached or</del> exceeded 30% of the latest audited total assets;</li> <li>7. share incentive plan;</li> <li>8. <b>adjustment to the profit distribution policy of the Company</b>;</li> </ol>

**APPENDIX II      COMPARISON TABLE OF THE AMENDMENTS TO THE RULES  
OF PROCEDURE FOR THE GENERAL MEETINGS OF  
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No.	Before Amendment	After Amendment
		<p>8.<del>9.</del> all other matters stipulated by laws, administrative regulations or the Articles of Association, and other matters decided in ordinary resolutions adopted by the shareholders' general meeting as having significant impact on the Company and requiring adoption by special resolutions.</p> <p><b>Unless it is otherwise provided in this Rule or the Articles of Association, matters considered by the shareholders' general meeting shall be approved by ordinary resolutions.</b></p>
49	<p><b>Rule 63</b> At a shareholders' general meeting, the presiding person of the meeting shall decide whether a resolution is adopted. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p><del>Rule 58 At a shareholders' general meeting, the presiding person of the</del> meeting <b>shall announce the voting and its result of each resolution and whether each resolution has been adopted according to such results, shall</b> decide whether a resolution is adopted. His decision shall be final and shall be announced at the meeting and <b>shall</b> recorded <del>the same</del> in the minutes of meeting.</p>
50	<p><b>Rule 64</b> In the event that the votes are counted at a shareholders' general meeting, the counting results shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the register of attendance and the proxy forms for proxies attending the meeting shall be kept at the domicile of the Company.</p>	<p><b>Delete this Rule.</b></p>

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OF PROCEDURE FOR THE GENERAL MEETINGS OF  
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No.	Before Amendment	After Amendment
51	<p><b>CHAPTER 7 SPECIAL PROCEDURES FOR CLASS SHAREHOLDERS</b></p> <p><b>Rule 65</b> Shareholders holding different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association.</p> <p>.....</p> <p><b>Rule 72</b> In addition to shareholders of shares of other classes, shareholders of the Domestic Invested Shares and shareholders of the Overseas-Listed Foreign-Invested Shares are deemed to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply to any of the following circumstances:</p> <p>1. where the Company issues, upon approval by a special resolution at a shareholders' general meeting, the Domestic-Invested Shares and the Overseas Listed Foreign-Invested Shares once in every 12 months, either separately or concurrently, and the respective numbers of the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares proposed to be issued do not exceed 20% of the respective numbers of the issued and outstanding Domestic Invested Shares and Overseas-Listed Foreign-Invested Shares;</p> <p>2. where the Company's plan to issue the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares at the time of incorporation is completed within 15 months from the date of approval by the securities regulatory authority of the State Council.</p>	<p><b>Delete CHAPTER 7 SPECIAL PROCEDURES FOR CLASS SHAREHOLDERS, i.e. delete Rules 65 to 72.</b></p> <p><b>Newly added: Rule 59: "Where the Company is required to convene a class shareholders' meeting in respect of any significant matter pursuant to the requirements of the securities regulatory authority of the place where the Company's shares are listed, the procedures for convening, voting and other relevant matters at such class shareholders' general meeting shall be conducted with reference to the relevant provisions of this chapter governing the shareholders' general meeting."</b></p>



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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
<b>52</b>	<p><b>Rule 73</b> The Secretary of the board of directors shall be responsible to take minutes of a shareholders' general meeting, and shall record the following items:</p> <ol style="list-style-type: none"> <li>1. time, venue, agenda, name of convener;</li> <li>2. names of the presiding person of the shareholders' general meeting and the directors, supervisors and senior management attending such meeting;</li> <li>3. number of the shareholders and proxies attending such meeting, the total number of voting shares held by such shareholders and represented by such proxies, and the proportion of such voting shares to the total number of shares of the Company;</li> <li>4. deliberation process, main points of the speech delivered and the voting result of each proposal discussed at the meeting;</li> <li>5. the enquiries, opinion or suggestions raised by shareholders and corresponding responses or explanations given by directors, supervisors and senior management;</li> <li>6. name of the legal adviser, vote counter and scrutineer;</li> <li>7. other information that shall be recorded in the minutes in accordance with the Articles of Association.</li> </ol>	<p><b>Rule 60</b> The Secretary of the board of directors shall be responsible to take minutes of a shareholders' general meeting, and shall record the following items:</p> <ol style="list-style-type: none"> <li>1. time, venue, agenda, name of convener;</li> <li>2. names of the presiding person of the shareholders' general meeting and the directors,<del>—supervisors</del> and senior management attending such meeting;</li> <li>3. number of the shareholders and proxies attending such meeting, the total number of voting shares held by such shareholders and represented by such proxies, and the proportion of such voting shares to the total number of shares of the Company;</li> <li>4. deliberation process, main points of the speech delivered and the voting result of each proposal discussed at the meeting;</li> <li>5. the enquiries, opinion or suggestions raised by shareholders and corresponding responses or explanations given by directors,<del>—supervisors</del> and senior management;</li> <li>6. name of the legal adviser, vote counter and scrutineer;</li> <li>7. other information that shall be recorded in the minutes in accordance with the Articles of Association.</li> </ol>

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No.	Before Amendment	After Amendment
53	<p><b>Rule 74</b> The convener of a shareholders' general meeting shall ensure the truthfulness, accuracy and completeness of the minutes of such shareholders' general meeting.</p> <p>Such minutes shall be signed by the convener of the shareholders' general meeting or its representative, the presiding person of the meeting, the Secretary of the board of directors, and the directors, supervisors and senior management attending the meeting. The minutes shall be kept together with the register of attendance, proxy forms and other valid record on voting via internet or other means, and shall be kept for at least 10 years.</p>	<p><del><b>Rule 61</b> The convener of a shareholders' general meeting shall ensure the truthfulness, accuracy and completeness of the minutes of such shareholders' general meeting.</del></p> <p><del>Such</del><b>The minutes of the meetings</b> shall be signed by <b>directors, the secretary of the board of directors</b>, the convener of <del>the shareholders' general meeting</del> or its representative, the presiding person of the meeting, <del>the Secretary of the board of directors, and the directors, supervisors and senior management attending</del> <b>present or attending the meeting, and the truthfulness, accuracy and completeness of the minutes of such meeting shall be ensured.</b> The minutes shall be kept together with the register of attendance, proxy forms and other valid record on voting via internet or other means, and shall be kept for at least 10 years.</p>
54	<p><b>Rule 77</b> In the Rules, the term "above" includes the figure listed.</p>	<p><b>Rule 64</b> In the Rules, the term "above" includes the figure listed. <b>Such terms as "beyond", "less than" and "more than" shall not include the figures listed.</b></p>
55	—	<p><b>In the rules, references to "shareholders' general meeting" and "manager" have been changed to "shareholders' general meeting" and "general manager", respectively.</b></p>

*Notes:*

1. Save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or rearrangement of certain articles, the serial numbering of the articles of these Rules of Procedure for the General Meetings as so amended shall be changed accordingly, including those referred to in cross references.
2. The proposed amendments to the Rules of Procedure for the General Meetings are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedure for the General Meetings, the Chinese version shall prevail.

No.	Before amendments	After amendments
1	<p><b>Rule 3</b> Specialised committees</p> <p>The Board may set up specialised committees such as the Strategy Committee, the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee, etc. in accordance with the relevant resolutions of the general meeting of the Company.</p> <p>Members of the specialised committees shall only be composed of directors. For the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee, the independent directors must constitute majority and serve as convenor of the such committees. There must be at least one independent director who is an accounting professional in the Audit Committee. Each specialised committee shall be accountable to the Board. The proposed resolution(s) of each specialised committee shall be submitted to the Board for review and decision. The above-mentioned committees shall formulate the relevant rules of work which shall take effect upon approval by the Board.</p>	<p><b>Rule 3</b> Specialised committees</p> <p>The Board may set up specialised committees such as the Strategy Committee, the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee, etc. in accordance with the relevant resolutions of the general meeting of the Company.</p> <p>Members of the specialised committees shall only be composed of directors. For the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee, the independent directors must constitute majority and serve as convenor of the such committees. There must be at least one independent director who is an accounting professional in the Audit Committee. Each specialised committee shall be accountable to the Board. The proposed resolution(s) of each specialised committee shall be submitted to the Board for review and decision. The above-mentioned committees shall formulate the relevant rules of work which shall take effect upon approval by the Board.</p>
2	<p><b>Rule 4</b> Regular meetings</p> <p>Meetings of the Board can be regular meetings or ad hoc meetings. The Board shall convene at least one regular meeting in each of the first and second half of a year respectively.</p>	<p><b>Rule 4</b> Regular meetings</p> <p>Meetings of the Board can be regular meetings or ad hoc meetings. The Board shall convene at least <b>four meetings and shall convene</b> one regular meeting in each of the first and second half of a year respectively.</p>

No.	Before amendments	After amendments
<b>3</b>	<p><b>Rule 6</b> Ad hoc meetings</p> <p>The Board shall convene an ad hoc meeting should any of the following circumstances takes place:</p> <ol style="list-style-type: none"> <li>When proposed by shareholders representing more than 1/10 of voting rights;</li> <li>When jointly proposed by more than 1/3 of the directors;</li> <li>When proposed by the supervisory committee;</li> <li>When the chairman of the Board considers that a meeting is necessary;</li> <li>When proposed by more than 1/2 of the independent directors;</li> <li>When proposed by the managers;</li> <li>When requested by the securities regulatory authorities;</li> <li>Other circumstances as required by the Articles of Association of the Company.</li> </ol>	<p><b>Rule 6</b> Ad hoc meetings</p> <p>The Board shall convene an ad hoc meeting should any of the following circumstances takes place:</p> <ol style="list-style-type: none"> <li>When proposed by shareholders representing more than <del>1/10</del><b>one-tenth</b> of voting rights;</li> <li>When jointly proposed by more than <del>1/3</del><b>one-third</b> of the directors;</li> <li>When proposed by the <b>Audit Committee</b><del>supervisory committee</del>;</li> <li>When the chairman of the Board considers that a meeting is necessary;</li> <li>When proposed by <b>more than 1/2 half</b> of the independent directors;</li> <li>When proposed by the general managers;</li> <li>When requested by the securities regulatory authorities;</li> <li>Other circumstances as required by the Articles of Association<del>of the Company</del>.</li> </ol>

No.	Before amendments	After amendments
4	<p><b>Rule 7</b> Procedures for proposing an ad hoc meeting</p> <p>When a proposal is made to convene an ad hoc meeting of the Board in accordance with the stipulations of the above Rule, it must be submitted via the Board office, or a written proposal is signed (stamped with seal) by a proposer and submitted directly to the chairman of the Board. The written proposal must contain the following matters:</p> <ol style="list-style-type: none"> <li>1. The name or title of the proposer;</li> <li>2. The reasons for the proposal or the objective facts upon which it is based;</li> <li>3. The proposed time or deadline, venue and means of convening the meeting;</li> <li>4. Clear and concrete proposed resolutions;</li> <li>5. The ways to contact the proposer and the date of the proposal, etc.</li> </ol> <p>The content of the proposed resolutions must be within the scope of authorities of the Board as stipulated by the Articles of Association of the Company. Relevant materials on the proposed resolutions must be submitted at the same time.</p>	<p><b>Rule 7</b> Procedures for proposing an ad hoc meeting</p> <p>When a proposal is made to convene an ad hoc meeting of the Board in accordance with the stipulations of the above Rule, it must be submitted via the Board office, or a written proposal is signed (stamped with seal) by a proposer and submitted directly to the chairman of the Board. The written proposal must contain the following matters:</p> <ol style="list-style-type: none"> <li>1. The name or title of the proposer;</li> <li>2. The reasons for the proposal or the objective facts upon which it is based;</li> <li>3. The proposed time or deadline, venue and means of convening the meeting;</li> <li>4. Clear and concrete proposed resolutions;</li> <li>5. The ways to contact the proposer and the date of the proposal, etc.</li> </ol> <p>The content of the proposed resolutions must be within the scope of authorities of the Board as stipulated by the Articles of Association <del>of the Company</del>. Relevant materials on the proposed resolutions must be submitted at the same time.</p>

No.	Before amendments	After amendments
	<p>The Board office shall forward the above-mentioned written proposal and relevant materials to the chairman of the Board on the same day upon receipt. If the chairman of the Board is of the opinion that the content of the proposed resolutions are not clear or concrete, or that the relevant materials are not sufficient, he/she can request the proposer to make amendments or provide supplements.</p> <p>The chairman of the Board shall convene a meeting of the board of directors and preside at the meeting within ten days after having received the proposal or the request by the securities regulatory authorities.</p>	<p>The Board office shall forward the above-mentioned written proposal and relevant materials to the chairman of the Board on the same day upon receipt. If the chairman of the Board is of the opinion that the content of the proposed resolutions are not clear or concrete, or that the relevant materials are not sufficient, he/she can request the proposer to make amendments or provide supplements.</p> <p>The chairman of the Board shall convene <b>an ad hoc</b> meeting of the board of directors and preside at the meeting within ten days after having received the proposal <del>or the request by the securities regulatory authorities.</del></p>
5	<p><b>Rule 9</b> Methods and time limits for notice of convening a regular or ad hoc meeting of the board of directors:</p> <p>1. When the time and venue of a regular meeting of the board of directors are determined by the Board in advance, no notice is required to be served for convening such meeting;</p>	<p><b>Rule 9</b> Methods and time limits for notice of convening a regular <del>or ad hoc</del> meeting of the board of directors:</p> <p>1. When the time and venue of a regular meeting of the board of directors are determined by the Board in advance, no notice is required to be served for convening such meeting;</p>

No.	Before amendments	After amendments
	<p>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 and supervisors 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;</p> <p>3. The notice shall be issued in Chinese, with an English version including the agenda and matters to be considered attached when necessary;</p> <p>4. When a director has attended a meeting and that he/she does not raise the opinion before or while attending the meeting that he/she has not received the notice of meeting, it shall be deemed that a notice has been served to him/her;</p> <p>5. A regular or an ad hoc meeting of the board of directors can be held by way of a telephone conference or with the assistance or similar communication equipment. When holding such meetings, all attending directors shall be deemed attending the meeting in person as long as the attending directors can listen to the speeches of other directors clearly and communicating with one another.</p>	<p>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 <del>Chairman</del><b>Company</b> shall notify all directors <del>and supervisors 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</del> <b>of the time and location thereof no less than 14 days prior to the convening of the regular meeting of the board of directors, or no less than 10 days prior to the convening of an ad hoc meeting of the board of directors, by means such as personal delivery, facsimile, post, or email; in case of an emergency requiring the prompt convening of an ad hoc meeting of the board of directors, the meeting notice may be given at any time by telephone or other verbal means, and the convener shall provide an explanation at the meeting;</b></p> <p>3. The notice shall be issued in Chinese, with an English version including the agenda and matters to be considered attached when necessary;</p> <p>4. When a director has attended a meeting and that he/she does not raise the opinion before or while attending the meeting that he/she has not received the notice of meeting, it shall be deemed that a notice has been served to him/her;</p>

No.	Before amendments	After amendments
		<p>5. A regular or an ad hoc meeting of the board of directors can be held by way of a telephone conference or with the assistance or similar communication equipment. When holding such meetings, all attending directors shall be deemed attending the meeting in person as long as the attending directors can listen to the speeches of other directors clearly and communicating with one another.</p>
6	<p><b>Rule 11</b> Convening of the meeting</p> <p>A meeting of the board of directors shall only be held if more than half of the directors attend. If some directors refuse or delay to attend the meeting resulting in the minimum requirement for the quorum of the meeting not being satisfied, the chairman of the Board and the secretary to the Board shall report to the regulatory authorities in due course.</p> <p>Supervisors may attend the meeting of the board of directors; managers and the secretary to the Board who do not act as directors as well shall attend the meeting of the board of directors. The presider of the meeting may notify other relevant persons to attend the meeting of the board of directors if he/she deems necessary.</p>	<p><b>Rule 11</b> Convening of the meeting</p> <p>A meeting of the board of directors shall only be held if more than half of the directors attend. If some directors refuse or delay to attend the meeting resulting in the minimum requirement for the quorum of the meeting not being satisfied, the chairman of the Board and the secretary to the Board shall report to the <b>securities</b> regulatory authorities in due course.</p> <p><del>Supervisors may attend the Board meeting;</del> <b>General</b> managers and the secretary to the Board who do not act as directors as well shall attend the meeting of the board of directors. The presider of the meeting may notify other relevant persons to attend the meeting of the board of directors if he/she deems necessary.</p>



No.	Before amendments	After amendments
7	<p><b>Rule 14</b> Means for convening the meeting</p> <p>The principle is that the meeting of the board of directors shall be convened on site. The Board can submit written resolutions in lieu of convening a meeting of the board of directors, but the proposal of such resolutions shall be delivered to each director by any one of the methods including delivery by hand, post, telegram and fax. When a Board resolution is delivered to all directors and has obtained the signed agreement of all directors and delivered to the Company Secretary by the above- mentioned ways, the resolution shall become a resolution of the board of directors and no convening of meeting of the board of directors is required.</p>	<p><b>Rule 14</b> Means for convening the meeting</p> <p>The principle is that the meeting of the board of directors shall be convened on site, <b>and it may also be convened via video conference, telephone conference or other means of communication, or by combining physical attendance with such communication methods. All directors participating in the meeting through such means of communication shall be deemed to have attended the meeting in person.</b></p> <p><b>If a director attends a meeting via telephone, video, or other means of communication and is unable to sign the resolutions at the meeting in real time, he or she may cast a verbal vote, and shall complete the written signing procedures as soon as practicable after the meeting. The verbal vote of a director shall have the same effect as a written signature, provided that the subsequent written signature must be consistent with the verbal vote cast during the meeting.</b></p>

No.	Before amendments	After amendments
		<p>The Board can submit written resolutions in lieu of convening a meeting of the board of directors, but the proposal of such resolutions shall be delivered to each director by <del>any one of the methods</del> <b>such as</b> <del>including</del> delivery by hand, <del>fax,</del> post, <del>telegram and email</del> <b>fax</b>. <b>Where the number of directors who have signed in agreement has reached the statutory quorum required under laws, regulations and the Articles of Association for making a decision on the relevant matter, and such signed resolutions have been submitted to the secretary of the board of directors in the manner described above</b> <del>When a Board resolution is delivered to all directors and has obtained the signed agreement of all directors and delivered to the Company Secretary by the above-mentioned ways, such the resolutions shall become a resolutions of the board of directors and no convening of meeting of the board of directors is required, unless otherwise provided by applicable laws, regulations and/or the relevant Listing Rules.</del></p>

No.	Before amendments	After amendments
8	<p><b>Rule 17</b> Voting at the meeting</p> <p>After each proposed resolution has been thoroughly discussed, the presider shall ask the directors in attendance to proceed to voting when appropriate.</p> <p>Voting at the meeting is conducted in a “one person one vote” system, carried out by registering the names of the voters and in written form.</p> <p>The casting of vote by directors shall consist of the choices of For, Against and Abstained. The directors in attendance shall choose one of them; for a director not having made a choice or have chosen more than one choice at the same time, the presider of the meeting shall request the director concerned to make a choice again. If he/she refuses to make a choice again, he/she will be deemed as having abstained from voting. Those who leave the venue during the meeting and do not come back and have not made any choice will be deemed as having abstained from voting.</p>	<p><b>Rule 17</b> Voting at the meeting</p> <p>After each proposed resolution has been thoroughly discussed, the presider shall ask the directors in attendance to proceed to voting when appropriate.</p> <p>Voting at the meeting is conducted in a “one person one vote” system, <b>either by a show of hands or on a poll, as determined by the presider of the Board meeting</b><del>carried out by registering the names of the voters and in written form.</del></p> <p>The casting of vote by directors shall consist of the choices of For, Against and Abstained. The directors in attendance shall choose one of them; for a director not having made a choice or have chosen more than one choice at the same time, the presider of the meeting shall request the director concerned to make a choice again. If he/she refuses to make a choice again, he/she will be deemed as having abstained from voting. Those who leave the venue during the meeting and do not come back and have not made any choice will be deemed as having abstained from voting.</p> <p>For <del>those meetings convened on site</del><b>Board meetings convened on site, by means of communication, or by a combination of both</b>, the presider of the meeting shall announce the voting results on site; while in other cases, the presider of the meeting shall ask the secretary to the Board to notify the directors the voting results within the next working day of the stipulated voting deadline.</p> <p>For those directors who cast their votes after the presider has announced the voting results or after the stipulated deadline, their votes shall not be counted.</p>

No.	Before amendments	After amendments
9	<p><b>Rule 18</b> Counting voting results</p> <p>After the directors in attendance have completed the voting, the securities affairs representatives and the relevant personnel of the Board office shall collect the directors' ballot papers immediately, and hand them over to the secretary to the Board for counting purpose under the scrutiny of a supervisor or independent director.</p> <p>For those meetings convened on site, the presider of the meeting shall announce the voting results on site; while in other cases, the presider of the meeting shall ask the secretary to the Board to notify the directors the voting results within the next working day of the stipulated voting deadline.</p> <p>For those directors who cast their votes after the presider has announced the voting results or after the stipulated deadline, their votes shall not be counted.</p>	Delete this Rule.

No.	Before amendments	After amendments
<b>10</b>	<p><b>Rule 22</b> Special stipulations regarding the distribution of profits</p> <p>For those matters requiring the meeting of the board of directors to pass a resolution on the distribution of profits, the distribution proposal to be submitted to the Board for review can be notified beforehand to the registered accountants, who shall be asked to issue a draft audit report based on the distribution proposal (with all financial data other than the distribution amount having been confirmed). After the Board has passed a resolution on the distribution, it shall ask the registered accountants to issue an official audit report and then, the Board shall pass resolutions on the regular reports and other relevant matters based on the official audit report issued by the registered accountants.</p>	Delete this Rule.
<b>11</b>	<p><b>Rule 19</b> Passing of resolutions</p> <p>Except for the circumstances stipulated in Article 20 of the Order, any proposed resolution considered and passed by the Board at the meeting shall be passed with more than half the total number of all Directors casting “For” votes. When the laws, administrative regulations and the Articles of Association of the Company stipulate that the Board must pass a resolution with more Directors’ consent, such stipulations shall be abided by.</p> <p>If there is any inconsistency in the content and meanings of different resolutions, the most recently passed resolution(s) shall prevail.</p>	<p><b>Rule 1918</b> Passing of resolutions</p> <p>Except for the circumstances stipulated in Article <del>20</del><b>19</b> of the Order, any proposed resolution considered and passed by the Board at the meeting shall be passed with more than half the total number of all Directors casting “For” votes. When the laws, administrative regulations and the Articles of Association of the Company stipulate that the Board must pass a resolution with more Directors’ consent, such stipulations shall be abided by.</p> <p>If there is any inconsistency in the content and meanings of different resolutions, the most recently passed resolution(s) shall prevail.</p>

No.	Before amendments	After amendments
<b>12</b>	<p><b>Rule 26</b> Minutes of meeting</p> <p>The Secretary to the Board shall arrange the personnel of the Board office to make proper records of the meeting of the board of directors. The minutes of meeting shall include the following details:</p> <ol style="list-style-type: none"> <li>1. The session of the meeting, the time, venue and means of convening;</li> <li>2. The circumstances on serving the notice of meeting;</li> <li>3. The convenor and presider of the meeting;</li> <li>4. The situations of the directors attending in person and attending by proxy;</li> <li>5. The proposed resolutions of the meeting for consideration, each director's key points of speech and main opinion on each matter, as well as his/her casting of vote on each proposed resolution;</li> <li>6. The voting method and results of each proposed resolution (specifying the actual numbers of For, Against and Abstained votes);</li> <li>7. Other matters that in the opinion of the directors in attendance should be recorded.</li> </ol>	<p><b>Rule 264</b> Minutes of meeting</p> <p>The Secretary to the Board shall arrange the personnel of the Board office to make proper records of the meeting of the board of directors. <b>Minutes of the Board meeting shall be truthful, accurate, and complete. The directors attending the meeting, the secretary to the Board, and the minute taker shall sign the minutes, which shall be properly maintained.</b></p> <p>The minutes of <b>the Board</b> meeting shall include the following details:</p> <ol style="list-style-type: none"> <li>1. The session of the meeting, the time, venue and means of convening;</li> <li>2. The circumstances on serving the notice of meeting;</li> <li>3. The <b>names of</b> convenor and presider of the meeting;</li> <li>4. The situations of the directors attending in person and attending by proxy;</li> <li><b>5. The agenda of the meeting;</b></li> <li><b>56.</b> The proposed resolutions of the meeting for consideration, each director's key points of speech and main opinion on each matter, as well as his/her casting of vote on each proposed resolution;</li> <li><b>67.</b> The voting method and results of each proposed resolution (specifying the actual numbers of For, Against and Abstained votes);</li> <li><b>78.</b> Other matters that in the opinion of the directors in attendance should be recorded.</li> </ol>

No.	Before amendments	After amendments
13	<p><b>Rule 27</b> Summary of the meeting and records of resolutions</p> <p>In addition to the minutes of meeting, if necessary, the secretary to the Board can also arrange the personnel of the Board office to make a summary of the meeting about the main circumstances of the meeting, and prepare individual records of resolutions passed at the meeting according to the voting results.</p>	<p><b>Rule 275 Resolutions</b><del>Summary of the meeting and records of resolutions</del></p> <p>In addition to the minutes of meeting, if <del>necessary</del>, the secretary to the Board <del>shall</del><del>can</del> also arrange the personnel of the Board office to <del>make a summary of the meeting about the main circumstances of the meeting, and</del> prepare individual <del>records of resolutions</del> <b>of meeting for the contents of resolutions</b> passed at the meeting according to the voting results.</p>
14	<p><b>Rule 28</b> Signing by directors</p> <p>The directors in attendance shall affix their signatures for confirmation purpose on the minutes of meeting and records of resolutions in their own capacities as well as in the capacities of appointed attendees by proxies. If the directors have different opinions on the minutes of meeting or records of resolutions, they may make written explanations at the time of signing. If necessary, they should report to the regulatory authorities in due course and may also make public statements.</p> <p>If the directors do not sign to confirm in accordance with the above stipulation, and do not make written explanations, nor report to the regulatory authorities, nor make public statements on their different opinions, they are deemed as having fully agreed with the content of the minutes of meeting and records of resolutions.</p>	<p><b>Rule 286</b> Signing by directors</p> <p>The directors in attendance shall affix their signatures for confirmation purpose on the minutes of meeting and <del>records of</del> resolutions <b>of meeting</b> in their own capacities as well as in the capacities of appointed attendees by proxies. If the directors have different opinions on the minutes of meeting or <del>records of</del> resolutions <b>of meeting</b>, they may make written explanations at the time of signing. If necessary, they should report to the <b>securities</b> regulatory authorities in due course and may also make public statements.</p> <p>If the directors do not sign to confirm in accordance with the above stipulation, and do not make written explanations, nor report to the <b>securities</b> regulatory authorities, nor make public statements on their different opinions, they are deemed as having fully agreed with the content of the minutes of meeting and <del>records of resolutions</del> <b>of meeting</b>.</p>

No.	Before amendments	After amendments
15	---	<p><b>Rule 31—29</b> Duties of independent directors</p> <p>As members of the board of directors, independent directors owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently perform the following responsibilities:</p> <ol style="list-style-type: none"> <li>1. Participate in the decision-making of the board of directors and express clear opinions on matters under discussion;</li> <li>2. Supervise potential material conflicts of interest between the Company and its controlling shareholder, actual controller, directors, or senior management, and safeguard the lawful rights and interests of minority shareholders;</li> <li>3. Provide professional and objective advice on the Company's operations and development, and promote the improvement in the decision-making quality of the board of directors;</li> <li>4. Perform other duties as stipulated by laws, administrative regulations, the regulations of the CSRC, and the provisions of the Articles of Association.</li> </ol>



No.	Before amendments	After amendments
16	<p><b>Rule 31</b> Powers of independent directors</p> <p>The appointment qualifications, selection and dismissal of independent directors are determined in accordance with the stipulations of the laws, administrative regulations, rules of relevant authorities and the Articles of Association. Independent directors shall constitute half or more of the members of the specialised remuneration, audit and nomination committees.</p> <p>In addition to the powers of the directors stipulated by the Articles of Association, the independent directors may also exercise the following special powers:</p> <ol style="list-style-type: none"> <li>1. To independently engage external audit institutions or advisory institutions;</li> <li>2. To propose to the board of directors the convening of an extraordinary general meeting;</li> <li>3. To propose the convening of a meeting of the board of directors;</li> <li>4. To lawfully solicit shareholders' rights from shareholders in an open manner;</li> <li>5. To express independent opinions on matters that may harm the interests of the Company or its minority shareholders;</li> <li>6. To exercise other powers as prescribed by laws, administrative regulations, the CSRC, the stock exchange and the Articles of Association.</li> </ol>	<p><b>Rule 301</b>—Powers of independent directors</p> <p>The appointment qualifications, selection and dismissal of independent directors are determined in accordance with the stipulations of the laws, administrative regulations, rules of relevant authorities and the Articles of Association. Independent directors shall constitute half or more of the members of the specialised remuneration, audit and nomination committees.</p> <p>In addition to the powers of the directors stipulated by the Articles of Association, the independent directors may also exercise the following special powers:</p> <ol style="list-style-type: none"> <li>1. To independently engage <b>intermediaries to conduct audits, consultancy or verification on specific matters of the Company</b><del>external audit institutions or advisory institutions</del>;</li> <li>2. To propose to the board of directors the convening of an extraordinary general meeting;</li> <li>3. To propose the convening of a meeting of the board of directors;</li> <li>4. To lawfully solicit shareholders' rights from shareholders in an open manner;</li> <li>5. To express independent opinions on matters that may harm the interests of the Company or its minority shareholders;</li> </ol>

No.	Before amendments	After amendments
	<p>Where an independent director exercises any of the powers listed in items (1) to (3) of the preceding paragraph, such exercise shall be subject to the consent of more than half of all independent directors.</p> <p>Where an independent director exercises the powers set out in the preceding paragraph, the Company shall make timely disclosures. If such powers cannot be exercised as intended, the Company shall disclose the specific circumstances and reasons.</p> <p>The expenses needed for hiring intermediaries and the exercise of other powers by the independent directors shall be borne by the Company.</p>	<p>6. To exercise other powers as prescribed by laws, administrative regulations, the CSRC, the stock exchange and the Articles of Association.</p> <p>Where an independent director exercises any of the powers listed in items (1) to (3) of the preceding paragraph, such exercise shall be subject to the consent of more than half of all independent directors.</p> <p>Where an independent director exercises the powers set out in the preceding paragraph, the Company shall make timely disclosures. If such powers cannot be exercised as intended, the Company shall disclose the specific circumstances and reasons.</p> <p>The expenses needed for hiring intermediaries and the exercise of other powers by the independent directors shall be borne by the Company.</p>

No.	Before amendments	After amendments
17	—	<p><b>Rule 32</b> Special meeting of independent directors</p> <p>The Company shall establish a special meeting mechanism attended by independent directors. For matters such as related party transactions to be considered by the board of directors, prior approval shall be obtained from the special meeting of independent directors.</p> <p>The Company shall convene special meetings of independent directors on a regular or ad hoc basis. The matters set out in items (1) to (3) of the first paragraph of Article 114 and those listed in Article 115 of the Articles of Association shall be considered by the special meeting of independent directors.</p> <p>The special meeting of independent directors may study and discuss other matters concerning the Company as necessary.</p> <p>The special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of all independent directors. Where the convener fails or is unable to perform such duties, two or more independent directors may convene the meeting themselves and elect one among them to preside.</p> <p>Minutes shall be prepared for special meetings of independent directors in accordance with the prescribed procedures, and the opinions of the independent directors shall be recorded in the minutes. Independent directors shall sign the minutes for confirmation.</p>

No.	Before amendments	After amendments
18	<p><b>Rule 33</b> Independent directors' right of privy</p> <p>The Company shall provide information to the independent directors regarding those matters requiring discussion by the Board in accordance with the laws, administrative regulations, other regulatory documents and the requirements of the Articles of Association. If an independent director is of the opinion that the information is insufficient, he/she may ask for supplementary information. If two or more than two independent directors are of the opinion that the materials are incomplete, or the arguments are not insufficient or are not provided in time, they can jointly propose to the board of directors to postpone the convening of the meeting of the board of directors, or postpone the review of that matter. The Board shall adopt such proposal.</p> <p>The information provided by the Company to the independent directors shall be retained by the Company and by the independent directors themselves for at least 10 years.</p>	<p><b>Rule 33</b> Independent directors' right of privy</p> <p><b>Prior to the convening of a Board meeting,</b> <del>the</del> Company shall provide information to the independent directors regarding those matters requiring <b>consideration</b> <del>discussion</del> by the Board in accordance with the laws, administrative regulations, other regulatory documents and the requirements of the Articles of Association. <del>If an independent Director is of the opinion that the information is insufficient, he/she may ask for supplementary information.</del> <b>The independent directors may communicate with the secretary to the Board to ask questions, request for supplementary materials, and offer opinions and suggestions on matters to be considered. The board of directors and relevant personnel shall seriously study the questions, requests and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of the amendments to the motions, etc.</b> If two or more than two independent directors are of the opinion that the materials are incomplete, or the arguments are not insufficient or are not provided in time, they can jointly propose to the Board to postpone the convening of the meeting of the board of directors, or postpone the review of that matter. The Board shall adopt such proposal.</p> <p>The information provided by the Company to the independent directors shall be retained by the Company and by the independent directors themselves for at least 10 years.</p>

No.	Before amendments	After amendments
19	—	<p><b>Rule 34</b> Voting by independent directors</p> <p>If independent directors vote against or abstain from voting on Board meeting resolutions, they must specify the specific reasons and basis for their decision, the legality and compliance of the matters involved in the proposal, potential risks, and the impact on the rights of the Company and minority shareholders. When disclosing Board meeting resolutions, the Company should simultaneously disclose the dissenting opinions of independent directors and include them in the Board meeting resolutions and meeting records.</p>
20	<p><b>Rule 34</b> Retention of meeting files</p> <p>The meeting files of the meeting of the board of directors include the notice of meeting, meeting materials, meeting sign-in log book, letters of appointment authorising directors authorised to attend as proxies, audio recording information of the meeting, ballot papers, minutes of meeting with the attending directors' confirmation signatures, summary of meeting, records resolutions, public announcement on the resolutions passed, etc shall be retained by the secretary to the Board.</p> <p>The retention period of the meeting files of the meeting of the board of directors shall be over ten years.</p>	<p><b>Rule 345</b> Retention of meeting files</p> <p>The meeting files of the meeting of the board of directors include the notice of meeting, meeting materials, meeting sign-in log book, letters of appointment authorising directors authorised to attend as proxies, audio recording information of the meeting, ballot papers, minutes of meeting with the attending directors' confirmation signatures, <b>resolutions</b> <del>summary</del> of meeting, <del>records resolutions</del>, public announcement on the resolutions passed, etc shall be retained by the secretary to the Board.</p> <p>The retention period of the meeting files of the meeting of the board of directors shall be over ten years.</p>
21	—	<p><b>In these rules, references to “shareholders’ general meeting” and “manager” have been changed to “general meeting” and “general manager”, respectively.</b></p>

*Notes:*

1. Save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or rearrangement of certain articles, the serial numbering of the articles of the Rules of Procedure for the Board of Directors as so amended shall be changed accordingly, including those referred to in cross references.
2. The proposed amendments to the Rules of Procedure for the Board of Directors are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedure for the Board of Directors, the Chinese version shall prevail.