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

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

(Stock Code: 00991)

NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 first extraordinary general meeting (the "EGM") of Datang International Power Generation Co., Ltd. (the "Company" or "Datang International") will be held at the Summer Room of 2/F, The Westin Beijing Financial Street, No. 9B Financial Street, Xicheng District, Beijing, the People's Republic of China (the "PRC") on 26 February 2016 (Friday) at 9:30 a.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the "Resolution on the Company's Sales and Purchase of Coal Chemical Products for 2016" (*Note 1*)
2. To consider and approve the "Resolution on the Provision of Guarantee on the Financing of Certain Entities of the Company" (*Note 2*)
3. To consider and approve the "Resolution on the Provision of Entrusted Loans to Certain Subsidiaries" (*Note 3*)
4. To consider and approve the "Resolution on the Supply of Coal to Certain Enterprises of the Company by Beijing Datang Fuel Company and its Subsidiaries in 2016" (*Note 4*)
5. To consider and approve the "Resolution on the Engagement of China National Water Resources & Electric Power Materials & Equipment Co., Ltd. for Centralised Purchase of Project Construction Materials in 2016" (*Note 5*)
6. To consider and approve the "Resolution on the Adjustment of Director of the Company" (*Note 6*)

CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

Holders of H shares of the Company (“Holders of H shares”) should note that, pursuant to the articles of association of the Company (the “Articles”), the register of members of the Company will be closed from 28 January 2016 to 26 February 2016 (both dates inclusive), during which period no transfer of any H shares of the Company will be registered. Holders of H shares whose names appear on the register of members of the Company on 28 January 2016 are entitled to attend and vote at the EGM. In order to be entitled to attend the EGM, Holders of H shares are required to deposit the transfer document together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 27 January 2016.

By Order of the Board
Ying Xuejun
Secretary to the Board

Beijing, the PRC, 11 January 2016

Notes:

1. Inner Mongolia Datang International Keshiketeng Coal-based Gas Company Limited (“Keqi Coal-based Gas Company”), a controlling subsidiary of the Company, and Datang Inner Mongolia Duolun Coal Chemical Company Limited (“Duolun Coal Chemical Company”) entered into the Framework Agreement of Sale of Natural Gas, the Sale and Purchase Contract of Chemical Products (Keqi) and the Sale and Purchase Contract of Chemical Products (Duolun) respectively with Datang Energy and Chemical Marketing Company Limited (“Energy and Chemical Marketing Company”), a wholly-owned subsidiary of the Company, in 2014. According to the agreements, if both parties have no further amendment to the said terms of the agreements after the expiry of the terms of the agreements, the said agreements are to be extended automatically for a further term of one year. Since no change in the terms of the agreement is to be made by the relevant parties in 2016, the parties agreed to extend the terms of the above agreements for a further term of one year.
 - 1.1 Extension of the term of the Framework Agreement of Sale of Natural Gas and the Sale and Purchase Contract of Chemical Products (Keqi) entered into between Keqi Coal-based Gas Company and Energy and Chemical Marketing Company
 - (1) The term of the Framework Agreement of Sale of Natural Gas entered into between Keqi Coal-based Gas Company and Energy and Chemical Marketing Company is to be extended for a further term commencing from 1 January 2016 to 31 December 2016; During the extended the term of the agreement, Keqi Coal-based Gas Company agreed to sell coal-based natural gas to Energy and Chemical Marketing Company with an annual cap for transaction amount of approximately RMB3.075 billion;

(2) The term of the Sale and Purchase Contract of Chemical Products (Keqi) entered into between Keqi Coal-based Gas Company and Chemical Marketing Company is to be extended for a further term commencing from 1 January 2016 to 31 December 2016. During the extended term of the contract, Keqi Coal-based Gas Company agreed to sell chemical products to Energy and Chemical Marketing Company with an annual cap for transaction amount of approximately RMB296 million;

1.2 Extension of the term of the Sale and Purchase Contract of Chemical Products (Duolun) between Duolun Coal Chemical Company and Energy and Chemical Marketing Company

The term of the Sale and Purchase Contract of Chemical Products (Duolun) entered into between Duolun Coal Chemical Company and Energy and Chemical Marketing Company is to be extended for a further term commencing from 1 January 2016 to 31 December 2016. During the extended term of the contract, Duolun Coal Chemical Company agreed to, amongst others, sell the chemical products it produced to Energy and Chemical Marketing Company with an annual cap for transaction amount of approximately RMB3.7 billion;

As the above transactions constitute continuing connected transactions of the Company, China Datang Corporation (“CDC”) and its associates will abstain from voting for the resolutions in relation to the purchase of natural gas and chemical products under the Framework Agreement of Sale of Natural Gas, the Sale and Purchase Contract of Chemical Products (Keqi) and the Sale and Purchase Contract of Chemical Products (Duolun). Tianjin Jinneng Investment Company and its associates will abstain from voting for the resolutions in relation to the purchase of natural gas and chemical products under the Framework Agreement of Sale of Natural Gas and the Sale and Purchase Contract of Chemical Products (Keqi).

For details in relation to the said continuing connected transactions for the sale and purchase of coal chemical products, please refer to the announcement of the Company dated 22 December 2015 and the circular to be despatched to the Shareholders.

2. The Company has agreed at the twenty-ninth meeting of the eighth session of the Board to provide guarantee of not more than RMB6 billion for the financing of Datang Energy and Chemical Company Limited (“Energy and Chemical Company”) in 2016. Such financing will be mainly used for replacement of due borrowings and payment of interests and other expenses;

For details of the provision of guarantee for the above financing, please refer to the relevant announcements of the Company dated 22 December 2015 and 23 December 2015.

3. Details of the relevant entrusted loan agreements to be approved under this resolution are set out as follows:

3.1 On 25 December 2015, the Company, Energy and Chemical Company, Construction Bank Railway Sub-branch and Duolun Coal Chemical Company entered into the Entrusted Loan Framework Agreement (Duolun) for a term of 1 year, pursuant to which, the Company entrusted Construction Bank Railway Sub-branch to act as the lending agent to provide entrusted loans of an aggregate amount of RMB6.0 billion to Duolun Coal Chemical Company during the term of the agreement. The relevant entrusted loans will be used to replace the due borrowings and repay the principal and interests of Duolun Coal Chemical Company.

- 3.2 On 25 December 2015, the Company, Inner Mongolia Datang Energy Resource Development Company Limited (“Renewable Resource Company”) and Construction Bank Railway Sub-branch entered into the Entrusted Loan Framework Agreement (Renewable Resource) for a term of 3 years, pursuant to which, the Company entrusted Construction Bank Railway Sub-branch to act as the lending agent to provide entrusted loans of an aggregate amount of RMB4.0 billion to Renewable Resource Company during the term of the agreement. The relevant entrusted loans will be used to replace the due borrowings and repay the debts of Renewable Resource Company.
- 3.3 On 30 December 2015, Tuoketuo Power Generation Company (“TPGC”), Renewable Resource Company and Datang Corporation Finance Limited Company (“Datang Finance Company”) entered into three Entrusted Loan Agreements for a term of 1 year, pursuant to which, TPGC entrusted Datang Finance Company to act as the lending agent to provide Renewable Resource Company with entrusted loans of RMB160 million, RMB100 million and RMB1.1 billion respectively, totaling RMB1.36 billion during the term of the agreements. The relevant entrusted loans will be used to supplement the liquidity of Renewable Resource Company.

For details of the above entrusted loans, please refer to the relevant announcements of the Company dated 28 December 2015 and 30 December 2015 and the circular to be despatched to Shareholders. CDC and its associates will abstain from voting for the relevant resolutions.

4. On 31 December 2015, Beijing Datang Fuel Company and its subsidiaries entered into the following Coal Purchase and Sale Framework Agreements with the Company. Below are the continuing connected transactions within 2016:
 - 4.1 On 31 December 2015, Beijing Datang Fuel Company Limited (“Beijing Datang Fuel Company”) entered into the Coal Purchase and Sale Framework Agreement (Beijing) with the Company for a term commencing from 1 January 2016 to 31 December 2016; During the term of the agreement, Beijing Datang Fuel Company agreed to supply different types of coal to certain enterprises of the Company with an annual cap for transaction amount of approximately RMB13.712 billion;
 - 4.2 On 31 December 2015, Inner Mongolia Datang Fuel Company Limited (“Inner Mongolia Fuel Company”) entered into the Coal Purchase and Sale Framework Agreement (Inner Mongolia) with the Company for a term commencing from 1 January 2016 to 31 December 2016; During the term of the agreement, Inner Mongolia Fuel Company agreed to supply different types of coal to certain enterprises of the Company with an annual cap for transaction amount of approximately RMB3.239 billion;
 - 4.3 On 31 December 2015, Chaozhou Datang Fuel Company Limited (“Chaozhou Fuel Company”) entered into the Coal Purchase and Sale Framework Agreement (Chaozhou) with the Company for a term commencing from 1 January 2016 to 31 December 2016; During the term of the agreement, Chaozhou Fuel Company agreed to supply different types of coal to certain enterprises of the Company with an annual cap for transaction amount of approximately RMB0.598 billion;

The abovementioned continuing connected transactions for the sale and purchase of coal constitute continuing connected transactions of the Company, CDC and its associates will abstain from voting for the relevant resolutions.

For details in relation to the said continuing connected transactions for the sale and purchase of coal, please refer to the announcement of the Company dated 31 December 2015 and the circular to be despatched to the Shareholders.

5. On 29 December 2015, the Company entered into the “Framework Agreement for Engineering Materials Purchase” with China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd. (“China Water Resources and Power”) for a term commencing from 1 January 2016 to 31 December 2016; During the term of the agreement, the Company agreed to centralise the purchase of machinery, equipment and materials required for project construction through China Water Resources and Power, with an annual cap of transaction amount of RMB1.9 billion (including the project construction costs on the machinery, equipment and materials and the management service fees payable to China Water Resources and Power).

The above purchase of engineering materials constitutes a connected continuing transaction of the Company. CDC and its associates will abstain from voting for the relevant resolution.

For details of the above continuing connected transaction in relation to engineering materials, please refer to the relevant announcement of the Company dated 29 December 2015 and the circular to be despatched to the Shareholders.

6. Since Mr. Yang Wenchun will no longer hold the office as a non-executive director of the Company as a result of work rearrangement, the replacement of Mr. Yang Wenchun by Mr. Zhu Shaowen as a non-executive director of the eighth session of the Board was proposed to be tabled to the general meeting for Shareholders’ consideration and approval;

Mr. Yang Wenchun has confirmed that he has no disagreement with the Board and there are no matters relating to his discontinuance of office as a director of the Company that need to be brought to the attention of The Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and the shareholders of the Company.

Biography of Mr. Zhu Shaowen is as follows:

Aged 50, a master’s degree holder and a senior engineer. Currently, he is the Manager of Electric Power Department of Tianjin Energy Investment Group Limited. Mr. Zhu previously worked as Engineer and Deputy Head of Specialty Department at Tianjin Electric Power Science Research Institute, Head of Planning and Design Department of State Grid Tianjin Electric Power Company, Deputy Head of Project Department, Vice-manager (Person-in-Charge) and Manager of Power Development Department and Manager of Project Development Department of Tianjin Jinneng Investment Company, General Manager (concurrent) of Tianjin Jinneng Wind Power Co., Ltd. Since November 2013, Mr. Zhu has been the Manager of Electric Power Department of Tianjin Energy Investment Group Limited. Mr. Zhu has long been engaged in the management of production operation and administrative tasks in power generation enterprises, and has extensive experience in the production, operation and management of power generation enterprises.

The term of office of Mr. Zhu, if elected, will commence on the date of approval by the shareholders at the EGM to the expiration of the term of the eighth session of the Board (i.e. 30 June 2016). If elected, Mr. Zhu will not receive any remuneration during his tenure at the Company. As at the date of this notice, Mr. Zhu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He has not been subjected to any public sanctions by any statutory or regulatory authority.

Save as disclosed above, Mr. Zhu has not held any directorships in any public listed companies in the past three years and have no relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Save as disclosed above, there are no other matters concerning his proposed appointment that needs to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

7. Other Matters

- (1) Each of the Holders of H shares who is entitled to attend and vote at the EGM shall be entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (2) If Holders of H shares have appointed more than one proxy to attend the EGM, the proxies can only exercise their voting rights by way of poll.
- (3) To be valid, Holders of H shares must deliver the proxy form, and if such proxy form is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority, to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, in not less than 24 hours before the time scheduled for holding the EGM.
- (4) Holders of H shares who wish to attend the EGM are required to return the notice of attendance by hand, post, cable or fax to the Company’s office address on or before 5 February 2016. Completion and return of the notice of attendance will not preclude a shareholder of the Company from attending and voting at the EGM in person.
- (5) The EGM (site meeting) is expected to last for an hour. Shareholders and their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

The Company’s office address:

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

Postcode: 100033

Telephone: (8610) 8800 8669 or (8610) 8800 8682

Fax: (8610) 8800 8672

As at the date of this notice, the directors of the Company are:

Chen Jinhang, Hu Shengmu, Wu Jing, Liang Yongpan, Ying Xuejun, Cao Xin, Cai Shuwen, Liu Haixia, Guan Tiangang, Yang Wenchun, Jiang Guohua, Feng Genfu*, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu**

* *Independent non-executive director*