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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 2015 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2015 annual general meeting (the “**AGM**”) of Datang International Power Generation Co., Ltd. (the “**Company**” or “**Datang International**”) will be held at 1608 Conference Room, Datang International Power Generation Co., Ltd., 9 Guangningbo Street, Xicheng District, Beijing, the People's Republic of China (the “**PRC**”) on 30 June 2016 (Thursday) at 9:30 a.m. to consider and, if thought fit, pass the following resolutions:

### **ORDINARY RESOLUTIONS**

1. to consider and approve the “Report of the Board of Directors (the “**Board**”) for the Year 2015” (including Independent Directors’ Report on Work)
2. to consider and approve the “Report of the Supervisory Committee for the Year 2015”
3. to consider and approve the “Proposal of Final Accounts for the Year 2015”
4. to consider and approve the “Profit Distribution Proposal for the Year 2015” (*Note 1*)
5. to consider and approve the “Resolution on the Appointment of Ruihua China CPAs (Special Ordinary Partnership) and RSM Nelson Wheeler” (*Note 2*)

### **SPECIAL RESOLUTIONS**

6. to consider and approve the “Resolution on the Registration of Debt and Financing Instruments of Non-financial Corporate” (*Note 3*)
7. to consider and approve the “Proposal on Proposing to the General Meeting to Grant a Mandate to the Board to Determine the Issuance of New Shares of Not More Than 20% of Each Class of Shares” (*Note 4*)

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

Holder 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 1 June 2016 (Wednesday) to 30 June 2016 (Thursday) (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 1 June 2016 (Wednesday) are entitled to attend and vote at the AGM. In order to be entitled to the attendance of the AGM, 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 31 May 2016 (Tuesday).

If the above ordinary resolution numbered 4 regarding “Profit Distribution Proposal for the Year 2015” is approved by shareholders at the AGM and in order to confirm shareholders’ entitlement to the final dividend, the register of members of the Company will be closed from 8 July 2016 (Friday) to 14 July 2016 (Thursday) (both dates inclusive) and no transfer of any H share of the Company will be registered. Holders of H shares whose names appear on the register of members of the Company on 14 July 2016 (Thursday) are entitled to the distribution of final dividend for the year 2015. To ensure the eligibility of receiving the proposed final dividend, 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 7 July 2016 (Thursday).

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

Beijing, the PRC  
16 May 2016

*Notes:*

1. As audited by Ruihua China CPAs (Special Ordinary Partnership) and RSM Nelson Wheeler, net profit attributable to the equity holders of the Company for the accounting year ended 31 December 2015 under PRC Accounting Standards for Business Enterprises and International Financial Reporting Standards amounted to approximately RMB2,809,030,000 and RMB2,787,740,000, respectively. The Company withdrew 10% of the net profit of the parent company under PRC Accounting Standards for Business Enterprises as statutory surplus reserve amounting to approximately RMB457,150,000 for the year 2015.

The Company's profit distribution proposal for the year 2015 is as follows:

Based on the Company's total share capital (as at 31 December 2015, the Company's total share capital was 13,310,037,578 shares), the Company proposes to distribute a dividend of RMB0.17 per share (tax inclusive) to all shareholders and the total amount of the dividends to be distributed is approximately RMB2,262,710,000.

*Non-Resident Individual Shareholders*

In accordance with the requirement under the Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation of the People's Republic of China, the Company is obligated to withhold and pay individual income tax on behalf of the individual Holders of H shares ("Individual H Shareholders"); and Individual H Shareholders are entitled to certain preferential tax treatments according to the tax treaty between the PRC and the nation in which the Individual H Shareholder resides and the provisions in respect of the tax arrangements between mainland China and Hong Kong (Macau). The Company shall withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders (who are Hong Kong residents, Macau residents or residents of those countries having treaties with China on individual income tax rate of 10% on dividends). For Individual H Shareholders who are residents of those countries having treaties with China for less than 10% individual income tax rate on dividends, the Company may make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the Notice of the State Administration of Taxation in relation to Printing and Issuing the Administrative Measures (Tentative) on Preferential Tax Treatment Entitled by Non-residents (Guo Shui Fa [2009] No.124). For Individual H Shareholders who are residents of those countries having treaties with China for individual income tax rate on dividends being higher than 10% but lower than 20%, the Company shall withhold and pay the individual income tax at the actual agreed tax rate under the relevant treaties. For Individual H Shareholders who are residents of those countries which have not entered into any tax treaties with China or have entered into treaties with China for a 20% individual income tax on dividends or under other circumstances, the Company shall withhold and pay the individual income tax at a tax rate of 20%.

### *Non-Resident Enterprise Shareholders*

In accordance with the “Enterprise Income Tax Law of the People’s Republic of China” and its implementation regulations which came into effect on 1 January 2008, the Company is obligated to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise shareholders whose names appear on the register of members for H shares of the Company when distributing the 2015 final dividends to them. For H shares of the Company registered other than in the name(s) of individual(s), including HKSCC Nominees Limited, other nominees or trustees, or other organizations or groups, shall be deemed to be shares held by non-resident enterprise shareholder(s). On such basis, enterprise income tax shall be withheld from dividends payable to such shareholder(s).

The Company shall comply with the relevant provisions to withhold and pay enterprise income tax on behalf of the relevant shareholders with reference to the register of members of the Company as of the record date.

### *Profit Appropriation for Investors of Northbound Trading*

For investors of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) (including enterprises and individuals) investing in the A shares of the Company listed on the Shanghai Stock Exchange (the “Northbound Trading”), their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for such withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises or individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by such competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of appropriation of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A shares of the Company.

The Company will make an announcement on matters in relation to the distribution of dividends to holders of A shares of the Company in due course.

### *Profit Appropriation for Investors of Southbound Trading*

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “Southbound Trading”), the Company has entered into the Agreement on Appropriation of Cash Dividends of H Shares for Southbound Trading (港股通H股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the Holders of H Shares for Southbound Trading, will receive cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H shares of Southbound Trading will be paid in Renminbi. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)), for dividends received by individual domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the companies of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The companies of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of appropriation of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for Holders of H Shares.

The Company has appointed Bank of China (Hong Kong) Limited as the receiving agent which will receive the 2015 final dividends declared by the Company on behalf of the Holders of H shares. The 2015 final dividends will be paid by the receiving agent on or before 29 August 2016 and cheques for dividends will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary post to the Holders of H shares who are entitled to receive such cheques for dividends at their own risk.

2. The Company proposes to re-appoint Ruihua China CPAs (Special Ordinary Partnership) and RSM Nelson Wheeler as certified public accountants for carrying out auditing of the domestic and overseas financial statements of the Company, respectively, for the year 2015. The appointment term is one year with the audit fee amounting to approximately RMB15,980,000;
3. The thirty-third meeting of the eighth session of the Board agreed the Company to register debt and financing instruments (DFI) of non-financial corporate within 12 months from the date of approval at the general meeting, and to flexibly issue the DFI within the valid period of registration in accordance with the actual condition of the Company; and authorized any two of the directors or management of the Company to deal with all relevant matters concerning this registration of debt and financing instruments (DFI) of non-financial corporate and the possible subsequent issuance.
4. The Board agreed to propose to the general meeting to grant the following mandates to the Board:
  - (1) To propose, subject to the requirements of note (2) of this resolution, to generally and unconditionally authorise the Board to, within 12 months from the date of approval of this resolution at the Company's general meeting, exercise all rights of the Company to allot or issue, either separately or concurrently, domestic shares (A shares) and overseas-listed foreign shares (H shares) and execute or grant any offers, agreements and arrangements which may require the exercise of such rights;
  - (2) Pursuant to the approval of note (1) of this resolution, the Board may allot or issue, either separately or concurrently, A shares and H shares with the respective numbers of A shares and H shares to be allotted or issued, either separately or concurrently, not more than 20% of the respective number of the issued A shares and H shares of the Company;

- (3) Subject to the restrictions of note (1) and note (2) of this resolution, the Board may, within the given limits, determine the respective numbers of A shares and H shares to be allotted or issued, either separately or concurrently;
- (4) Subject to the restrictions of notes (1), (2) and (3) of this resolution and according to the Company's actual condition of the allotment or issuance of new A shares and new H shares, either separately or concurrently, the Board may increase the registered capital of the Company and make appropriate amendments to Articles 18 and 21 to the "Articles of Association of Datang International Power Generation Co., Ltd".

## 5. Other Matters

- (1) Each of the Holders of H shares entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (2) If Holders of H shares have appointed more than one proxy to attend the AGM, the proxies can only exercise their voting rights by way of poll.
- (3) To be valid, 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, Wanchai, Hong Kong, in not less than 24 hours before the time scheduled for holding the AGM.
- (4) Holders of H shares who wish to attend the AGM are required to return the notice of attendance by hand, post, cable or fax to the Company's office address on or before 8 June 2016. Completion and return of the notice of attendance will not preclude a shareholder of the Company from attending and voting at the AGM in person.
- (5) The AGM (onsite) is expected to last for one hour. Attending shareholders and their proxies shall be responsible for their own travel and accommodation expenses.

The Company's office address:

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*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, Zhu Shaowen, Jiang Guohua\*, Feng Genfu\*, Luo Zhongwei\*, Liu Huangsong\*, Jiang Fuxiu\**

\* *Independent non-executive Directors*