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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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 second extraordinary general meeting (the “**EGM**”) of Datang International Power Generation Co., Ltd. (the “**Company**” or “**Datang International**”) will be held at the 1608 Conference Room of Datang International, 9 Guangningbo Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on 29 August 2016 (Monday) to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the “Resolution on Entering into the Transfer Agreement in relation to Coal-to-chemical and the Related Project by the Company and Zhongxin Energy and Chemical Technology Company Limited” (*Note 1*)

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 29 July 2016 (Friday) to 29 August 2016 (Monday) (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 29 July 2016 (Friday) 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 28 July 2016 (Thursday).

By Order of the Board
Ying Xuejun
Secretary to the Board

Beijing, the PRC, 13 July 2016

Notes:

1. On 30 June 2016, the Company entered into the transfer agreement in relation to coal-to-chemical and the related project (the “**Transfer Agreement**”) with Zhongxin Energy and Chemical Technology Company Limited (“**Zhongxin Energy and Chemical**”), pursuant to which the Company conditionally agreed to sell and Zhongxin Energy and Chemical conditionally agreed to acquire the Transaction Target at a consideration of RMB1; meanwhile, the Company agreed to waive the Target Companies from repayment of certain entrusted loans provided by the Company, and the maximum principal amount of such exempted entrusted loans shall be RMB10 billion.

Given that Zhongxin Energy and Chemical is a wholly-owned subsidiary of China Datang Corporation (“**CDC**”), a controlling shareholder of the Company, and therefore, the transaction contemplated under the Transfer Agreement constitutes a connected transaction of the Company. CDC and its associates shall abstain from voting at this resolution at the EGM.

For details on the above transaction contemplated under the Transfer Agreement, please refer to the relevant announcement of the Company dated 30 June 2016 (the “**Announcement**”) and the circular to be dispatched to shareholders. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the Announcement.

2. 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 8 August 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 (on-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:

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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, Liu Chuandong, Wang Xin, Liang Yongpan, Ying Xuejun, Zhu Shaowen, Cao Xin, Zhao Xianguo, Liu Haixia, Guan Tiangang, Feng Genfu, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu**

* *Independent non-executive directors*