

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2016 third extraordinary general meeting (the “EGM”) of Datang International Power Generation Co., Ltd. (the “**Company**” or “**Datang International**”) will be held at 1608 Conference Room, Datang International, 9 Guangningbo Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on 27 October 2016 (Thursday) to consider and, if thought fit, pass the following resolutions:

### **ORDINARY RESOLUTIONS**

1. to consider and approve the “Resolution on Entering into the Financial Cooperation Agreement with Datang Financial Lease Co., Ltd.” (*Note 1*)
2. to consider and approve the “Resolution on the Allowance Criteria for the Directors of the Ninth Session of the Board and the Supervisors of the Ninth Session of the Supervisory Committee” (*Note 2*)

## 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 27 September 2016 (Tuesday) to 27 October 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 27 September 2016 (Tuesday) are entitled to attend and vote at the EGM. In order to be entitled to the attendance of 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 26 September 2016 (Monday).

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

Beijing, the PRC, 12 September 2016

*Notes:*

1. On 1 September 2016, the Company entered into the Financial Cooperation Agreement (the “**Agreement**”) with Datang Financial Lease Co., Ltd. (“**Datang Lease Company**”) pursuant to which, the Company shall conduct financial leasing and other businesses with an aggregate amount of not more than RMB5 billion for every 12 months from 1 September 2016 with Datang Lease Company for a term of 36 months commencing from 1 September 2016 to 31 August 2019.

As Datang Lease Company is a subsidiary of China Datang Corporation (“**CDC**”), a controlling shareholder of the Company, the Agreement and the transactions thereunder constitute connected transactions of the Company, and CDC and its associates will abstain from voting in respect of this resolution at the EGM.

For details of the Agreement and the transactions thereunder, please refer to the relevant announcement of the Company dated 1 September 2016 (the “**Announcement**”) and the circular to be despatched to the shareholders soon. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the Announcement.

2. The Company proposed to pay an allowance of RMB100,000 (after tax) on a lump sum basis to each independent non-executive director every year; and to reimburse non-executive directors (including independent non-executive directors) and external supervisors of the Company for their travel expenses, meal and lodging expenses and other out-of-pocket expenses (collectively referred to as the “**Travel Subsidies**”) incurred for attending the meetings of the board of directors and the supervisory committee convened by the Company. The above-mentioned proposal on allowance for independent non-executive directors and Travel Subsidies for non-executive directors and external supervisors will come into effect after being considered and approved by the Shareholders at the EGM.

### 3. Other Matters

- (1) Each of the Holders of H shares entitled to attend and vote at the EGM, 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 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 6 October 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 (onsite meeting) is expected to last for one 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, 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*