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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)**

## **SUPPLEMENTAL NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING**

**REFERENCE IS MADE TO** (i) the announcement of Datang International Power Generation Co., Ltd. (the “**Company**”) dated 28 November 2016 in respect of, among other things, the A-Share Issuance, the H-Share Issuance, the Subscription Agreements and the transactions contemplated thereunder, the Specific Mandates and the Whitewash Waiver (the “**Whitewash Announcement**”); (ii) the notice of the 2017 First Extraordinary General Meeting (the “**EGM**”) of the Company dated 9 December 2016; (iii) the clarification announcement of the Company dated 22 December 2016 in respect of the closure of the H-Share register of members of the Company (the “**Clarification Announcement**”); (iv) the announcement of the Company dated 6 January 2017 in respect of, among other matters, the postponement of the EGM and the Class Meetings (the “**Whitewash Supplemental Announcement**”); (v) the clarification announcement of the Company dated 11 January 2017 in respect of the postponement of the EGM and Class Meetings (the “**Second Clarification Announcement**”); and (vi) the announcement of the Company dated 23 January 2017 in relation to the postponement of EGM and Class Meetings (the “**Postponement Announcement**”).

Unless otherwise defined herein, capitalised terms used in this supplemental notice shall have the same meaning as those defined in the Whitewash Announcement or the Whitewash Supplemental Announcement or the Clarification Announcement.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that, for the reasons set out in the Whitewash Supplemental Announcement and the Postponement Announcement, the EGM will be held at 1608 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on 24 February 2017 (Friday) to consider and, if thought fit, pass the following resolutions:

### **SPECIAL RESOLUTIONS**

- I. To consider and approve the “Resolution on the Fulfilments to the Conditions for Non-public Issuance of A-Shares by the Company”
- II. To consider and approve the “Resolution on the Plan of Non-public Issuance of A-Shares and Non-public Issuance of H-Shares by the Company (Revised)” (*Note 1*)
  - (i) Type of shares to be issued and par value
  - (ii) Method of issue
  - (iii) Target subscribers
  - (iv) Subscription method
  - (v) Issue price and principle of pricing
  - (vi) Number of shares to be issued
  - (vii) Lock-up period and listing arrangement
  - (viii) Use of proceeds
  - (ix) Arrangement for the accumulated profits prior to the non-public issuance
  - (x) The relationship between the non-public issuance of A-shares and the non-public issuance of H-shares
  - (xi) The effective period for the resolution on the non-public issuance
- III. To consider and approve the “Resolution on the Proposal for Non-public Issuance of A-Shares of the Company (Second Revision)” (*Note 1*)
- IV. To consider and approve the “Resolution on the Execution of the Conditional Subscription Agreements for the Non-Public Issuance of Shares between the Company and Specific Targets and Connected Transactions Involved in the Issuance” (*Note 2*)

- V. To consider and approve the “Resolution on the Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares of the Company for Investment in Projects” (*Note 3*)
- VI. To consider and approve the “Resolution on the Report on the Use of Proceeds from the Previous Fund Raising Activities by the Company” (*Note 4*)
- VII. To consider and approve the “Resolution on the Dilution of Immediate Return and Remedial Measures on Non-public Issuance of Shares and Undertakings of Controlling Shareholders, Directors and Senior Management on Remedial Measures (Revised)” (*Note 5*)
- VIII. To consider and approve the “Resolution on the Waiver of Obligation to Make General Offer by China Datang Corporation for Issuance (Revised)” (*Note 5a*)
- IX. To consider and approve the “Resolution on the Company’s Dividend Distribution Policy and Three-year Plan for Shareholders’ Return (2016–2018)” (*Note 6*)
- X. To consider and approve the “Resolution on Proposing to the General Meeting of the Company to Authorize the Board and Relevant Directors to Handle All Matters in Relation to the Non-public Issuance of A-shares and the Non-public Issuance of H-shares at their Discretion” (*Note 7*)

### **ORDINARY RESOLUTION**

- XI. To consider and approve the “Resolution on the Application for Whitewash Waiver by China Datang Corporation and Issuance of Documents on Whitewash Waiver by Datang International Power Generation Co., Ltd. (Revised)” (*Note 5a*):

**“THAT**

- (i) subject to the granting of the waiver by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code of the obligation on the part of CDC and parties acting in concert with it to make a general offer for all securities of the Company (other than those already owned or agreed to be acquired by CDC and its concert parties) as a result of the A-Share Issuance and H-Share Issuance (the “**Whitewash Waiver**”), such waiver be and is hereby approved; and
- (ii) any one director of the Company be and is hereby authorised to do all acts and matters and sign such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver.” (*Note 2*)

## CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

For the reasons set out below, holders of the H-Shares (the “**H-Shareholders**”) should note that the H-Share register of members of the Company has been closed from 30 November 2016 (Wednesday) onwards and will remain closed up to the date of the EGM set out in this notice, i.e. 24 February 2017 (Friday) (both dates inclusive), during which period no transfer of any H-Shares will be registered. H-Shareholders whose names appeared on the H-Share register of members of the Company on 30 November 2016 (Wednesday) are entitled to attend and vote at the EGM. For the purpose of ascertaining the entitlement of H-Shareholders to attend the EGM, the last day for the transfer documents and H-Share share certificates (the “**H-Share Transfer Documents**”) to be deposited 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 was no later than 4:30 p.m. on 29 November 2016 (Tuesday).

The details are as follows:

- (a) On 14 November 2016, the Company announced that in order to ascertain the entitlement of H-Shareholders to attend the 2016 fourth extraordinary general meeting on 29 December 2016, the H-Share register of members of the Company would be closed from 30 November 2016 (Wednesday) to 29 December 2016 (Thursday) (both dates inclusive), during which no transfer of any H-Shares will be registered. The last day to register the H-Share Transfer Documents to ascertain the entitlement of H-Shareholders to attend the 2016 fourth extraordinary general meeting was 29 November 2016 (Tuesday).
- (b) On 9 December 2016, the Company announced that in order to ascertain the entitlement of H-Shareholders to attend the EGM and the 2017 First H-Share Class Meeting originally scheduled to be held on 23 January 2017, the H-Share register of members of the Company would be closed from 25 December 2016 (Sunday) to 23 January 2017 (Monday) (both days inclusive), during which no transfer of any H-Shares will be registered. The last day to register the H-Share Transfer Documents to ascertain the entitlement of H-Shareholders to attend the EGM and the 2017 First H-Share Class Meeting originally scheduled to be held on 23 January 2017 was 23 December 2016 (Friday).
- (c) On 22 December 2016, the Company published the Clarification Announcement to clarify that as the H-Share book closure period for the EGM and the 2017 First H-Share Class Meeting announced on 9 December 2016 commenced during the H-Share book closure period for the 2016 fourth extraordinary general meeting on 29 December 2016, in effect the H-Share register of members of the Company had been closed from 30 November 2016 and the last day to register the H-Share Transfer Documents to ascertain the entitlement of H-Shareholders to attend the EGM and the 2017 First H-Share Class Meeting originally scheduled to be held on 23 January 2017 was 29 November 2016 (Tuesday).

- (d) On 6 January 2017, the Company published the Whitewash Supplemental Announcement (as clarified by the Second Clarification Announcement) in respect of, among other things, the postponement of the EGM and the 2017 First H-Share Class Meeting from 23 January 2017 to 9 February 2017 and the extension of the related H-Share book closure period to the date of the postponed EGM and the postponed 2017 First H-Share Class Meeting, i.e. 9 February 2017.
- (e) On 23 January 2017, the Company published the Postponement Announcement in respect of the postponement of the EGM and the 2017 First H-Share Class Meeting from 9 February 2017 to 24 February 2017 and the extension of the related H-Share book closure period to the date of the postponed EGM and the postponed 2017 First H-Share Class Meeting, i.e. 24 February 2017.

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

Beijing, the PRC, 9 February 2017

*As at the date of the notice, the Board comprises (a) two executive Directors, namely Wang Xin and Ying Xuejun; (b) eight non-executive Directors, namely Chen Jinhang, Liu Chuandong, Liang Yongpan, Zhu Shaowen, Cao Xin, Zhao Xianguo, Liu Haixia and Guan Tiangang (Mdm.); and (c) five independent non-executive Directors, namely Feng Genfu, Luo Zhongwei, Liu Huangsong, Jiang Fuxiu and Liu Jizhen.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to CDC or parties acting in concert with it) contained in this notice and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice the omission of which would make any statements in this notice misleading.*

*As at the date of the notice, the directors of CDC comprise Chen Jinhang, Chen Feihu, Sun Hanhong, Sun Xinguo, Chen Qiliang, Xia Donglin and Wang Wanchun.*

*The directors of CDC jointly and severally accept full responsibility for the accuracy of the information contained in this notice relating to CDC or parties acting in concert with it, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice the omission of which would make any statements in this notice misleading.*

*Notes:*

1. For the full text of the “Proposal for Non-public Issuance of A-Shares (Second Revision)” (the “**Proposal (Second Revision)**”) mentioned in the resolution numbered III in this notice, please refer to the overseas regulatory announcement of the Company dated 9 February 2017 headed the “Proposal for Non-public Issuance of A-Shares (Second Revision)”. The major details of the resolution numbered II in this notice are set out in the Proposal (Second Revision) and the overseas regulatory announcements of the Company dated 28 November 2016 and 6 January 2017 headed “Resolutions of the Board of Directors”.
2. On 28 November 2016 (after trading hours), the Company entered into the A-Share Subscription Agreement with CDC. The Company has conditionally agreed to allot and issue and CDC has conditionally agreed to subscribe in cash for 2,794,943,820 A-Share Subscription Shares at the A-Share Issue Price of RMB3.56 per A-Share Subscription Share (subject to adjustments), raising gross proceeds of approximately RMB9,950 million.

Immediately after the entering into of the A-Share Subscription Agreement, the Company entered into the H-Share Subscription Agreement with CDOHKC. The Company has conditionally agreed to allot and issue and CDOHKC has conditionally agreed to subscribe in cash for 2,794,943,820 H-Share Subscription Shares at the H-Share Issue Price of HK\$2.12 per H-Share Subscription Share (subject to adjustments), raising gross proceeds of approximately HK\$5,925 million.

On 6 January 2017 (after trading hours), the Company, CDC and CDOHKC entered into the amendment agreement of H-Share Subscription Agreement to provide that CDC or its nominated wholly owned subsidiary shall substitute CDOHKC as the subscriber to the H-Share Subscription Shares; following that the Company and CDC amended the A Share Subscription Agreement correspondingly for the abovementioned changes, and entered into an A Share Subscription Supplemental Agreement.

For the major details of the execution of the conditional subscription agreements (including the A-Share Subscription Agreement, the H-Share Subscription Agreement, the H-Share Subscription Amendment Agreement and the A-Share Subscription Supplemental Agreement) for the non-public issuance of shares between the Company and specific targets and the connected transactions involved in the non-public issuance mentioned above, please refer to the Whitewash Announcement and the Whitewash Supplemental Announcement.

3. The major details of the resolution numbered V in this notice are set out in the overseas regulatory announcement of the Company dated 28 November 2016 headed “Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares of the Company”.
4. The major details of the resolution numbered VI in this notice are set out in the overseas regulatory announcement of the Company dated 28 November 2016 headed “Report on the Use of Proceeds from the Previous Fund Raising Activity”.
5. The major details of the resolution numbered VII in this notice are set out in the overseas regulatory announcement of the Company dated 9 February 2017 headed “The Risk Alert and Remedial Measures for Dilution of Immediate Return on Non-public Issuance of Shares (Revised)”.
- 5a. The major details of the resolution numbered VIII and XI in this notice are set out in the Whitewash Announcement, the overseas regulatory announcement of the Company dated 6 January 2017 headed “Resolutions of the Board of Directors”.



6. The major details of the resolution numbered IX in this notice are set out in the overseas regulatory announcement of the Company dated 28 November 2016 headed “The Company’s Dividend Distribution Policy and Three-year Plan for Shareholders’ Return (2016–2018)”.
7. Pursuant to the relevant laws, regulations as well as provisions under the Articles of Association, it is agreed to propose the general meeting to authorize the Board to handle all the matters in relation to the non-public issuance at its discretion, subject to relevant laws and regulations and the resolution of the general meeting of the Company. For details, please refer to the overseas regulatory announcement of the Company dated 28 November 2016 headed “Resolution of the Board of Directors”. The major details of the resolution numbered X in this notice are set out in that announcement.
8. For details of the resolutions numbered I to XI in this notice, reference can also be made to the Whitewash Circular despatched to the Shareholders on 9 February 2017.
9. Other Matters
  - (1) Each of the H-Shareholders 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 H-Shareholders 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, H-Shareholders must deliver the revised proxy form, and if such revised 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) H-Shareholders who wish to attend the EGM are required to return the revised notice of attendance by hand, post, cable or fax to the Company’s office address on or before 3 February 2017. Completion and return of the revised notice of attendance will not preclude a H-Shareholder from attending and voting at the EGM in person.
  - (5) Based on the calculation of written replies by Shareholders received 20 days prior to the convening of the EGM, the number of Shares held by Shareholders who intend to attend the EGM does not exceed half of the total number of Shares with voting rights at the EGM, the Company will, within five days, inform the Shareholders again of the matters to be considered, date and venue of the meeting by way of announcement. The Company can convene the EGM after issuing such announcement.
  - (6) The EGM (onsite meeting) is expected to last for approximately one hour. Shareholders and their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

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