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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)

THIRD SUPPLEMENTAL NOTICE OF THE 2017 FIRST A-SHARE CLASS MEETING

REFERENCE IS MADE TO (i) the announcement of Datang International Power Generation Co., Ltd. (the “**Company**”) dated 28 November 2016 (the “**Whitewash Announcement**”) 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; (ii) the Notice of the 2017 First A-Share Class Meeting of the Company (the “**A-Share Class Meeting**”) 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 the Class Meetings (the “**Second Clarification Announcement**”); (vi) the announcement of the Company dated 23 January 2017 in relation to the postponement of the EGM and the Class Meetings (the “**Postponement Announcement**”); (vii) the whitewash circular of the Company dated 9 February 2017 in respect of, among other things, the A-Share Issuance, the H-Share Issuance and the Whitewash Waiver (the “**Whitewash Circular**”); (viii) the supplemental notice and revised proxy form of the Company dated 9 February 2017 in respect of the A-Share Class Meeting; (ix) the whitewash second supplemental announcement of the Company dated 21 February 2017 in respect of, among other things, the postponement of the EGM and the Class Meetings (the “**Whitewash Second Supplemental Announcement**”); (x) the whitewash third supplemental announcement of the Company dated 3 March 2017 in respect of, among other things, the postponement of the EGM and the Class Meetings (the “**Whitewash Third Supplemental Announcement**”); (xi) the whitewash supplemental circular to the Whitewash Circular dated 13 March 2017 (the “**Whitewash Supplemental Circular**”); and (xii) the whitewash fourth supplemental announcement of the Company dated 16 March 2017 in respect of, among other things, the postponement of the EGM and the Class Meetings (the “**Whitewash Fourth Supplemental Announcement**”).

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

THIRD SUPPLEMENTAL NOTICE IS HEREBY GIVEN that, for the reasons set out in the Whitewash Supplemental Announcement, the Postponement Announcement, the Whitewash Second Supplemental Announcement, the Whitewash Third Supplemental Announcement and the Whitewash Fourth Supplemental Announcement, the A-Share Class Meeting 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 10:30 a.m. on 31 March 2017 (Friday) to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTIONS

- I. 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 (Second Revision)” (*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
- II. To consider and approve the “Resolution on the Proposal for Non-public Issuance of A-Shares of the Company (Third Revision)” (*Note 1*)

- III. 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 (Second Revision)” (*Note 2*)
- IV. 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*)
- V. 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 (Second Revision)” (*Note 4*)
- VI. 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 5*)

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC, 16 March 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 Liu Jizhen, Feng Genfu, Luo Zhongwei, Liu Huangsong and Jiang Fuxiu.

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 (Third Revision)” (the “**Proposal (Third Revision)**”), please refer to the overseas regulatory announcement of the Company dated 13 March 2017 headed the “Proposal for Non-public Issuance of A-Shares (Third Revision)” and the Whitewash Supplemental Circular. The major details of the resolution numbered I in this notice are set out in the Proposal (Third Revision) and the overseas regulatory announcements of the Company dated 28 November 2016, 6 January 2017 and 13 March 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 the 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 the A-Share Subscription Supplemental Agreement.

On 13 March 2017 (after trading hours), the Company and CDC entered into the A-Share Subscription Second Supplemental Agreement to make amendments to the issue price of the A-Share Subscription Shares, the number of A-Share Subscription Shares to be issued and other relevant matters as newly required by the CSRC. Following that the Company and CDC amended the H-Share Subscription Agreement correspondingly for the abovementioned changes, and entered into the H-Share Subscription Supplemental Agreement.

For the major details of the execution of the conditional subscription agreements (including the A-Share Subscription Agreement, the A-Share Subscription Supplemental Agreement, the A-Share Subscription Second Supplemental Agreement, the H-Share Subscription Agreement, the H-Share Subscription Amendment Agreement and the H-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, the Whitewash Supplemental Announcement, the Whitewash Circular, the Whitewash Second Supplemental Announcement, the Whitewash Third Supplemental Announcement and the Whitewash Supplemental Circular.

3. The major details of the resolution numbered IV 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 V in this notice are set out in the overseas regulatory announcement of the Company dated 13 March 2017 headed “The Risk Alert and Remedial Measures for Dilution of Immediate Return on Non-public Issuance of Shares (Second Revision)”.

5. 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”.
6. For details of the resolutions numbered I to VI in this notice, reference can also be made to the Whitewash Circular and the Whitewash Supplemental Circular.
7. Other Matters
 - (1) The notice of attendance for the A-Share Class Meeting published by the Company on 25 January 2017 is still valid for the postponed A-Share Class Meeting. The Company will publish any indicative announcement required by the Articles as and when appropriate. Completion of and return of the notice of attendance shall not preclude Shareholders from attending and voting at the A-Share Class Meeting.
 - (2) If the Shareholders themselves had issued relevant revised and/or second revised proxy forms in accordance with the announcements of the Company dated 9 February 2017 and 13 March 2017, those revised and/or second revised proxy forms shall remain valid. If the Shareholders themselves intend to adjust their voting preference of former issued revised proxy forms based on this notice, the third revised proxy forms shall be filled in again. Otherwise, the revised and/or the second revised proxy forms are not required to be filled in again. For the avoidance of doubt, if the same Shareholder successively issued both the revised, second revised and third revised proxy forms in respect of the A-Share Class Meeting based on the announcements dated 9 February 2017, 13 March 2017 and this notice, the voting preference made based on the third revised proxy form attaching to this notice shall prevail.
 - (3) The A-Share Class Meeting (onsite meeting) is expected to last for half hour. Shareholders and their proxies attending the A-Share Class Meeting shall be responsible for their own travel and accommodation expenses.
 - (4) 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