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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 H-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 H-Share Class Meeting of the Company (the “**H-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 H-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 H-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 11:00 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 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*)
- III. 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 3*)
- IV. 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 4*)

### **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 H-Share Class Meeting set out in this notice, i.e. 31 March 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 H-Share Class Meeting. For the purpose of ascertaining the entitlement of H-Shareholders to attend the H-Share Class Meeting, 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 2017 first extraordinary general meeting and the 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 2017 first extraordinary general meeting and the 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 2017 first extraordinary general meeting and the 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 2017 first extraordinary general meeting and the 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 2017 first extraordinary general meeting and the 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 2017 first extraordinary general meeting and the postponed H-Share Class Meeting, i.e. 9 February 2017.
- (e) On 23 January 2017, the Company published the Postponement Announcement in respect of, among other things, the postponement of the 2017 first extraordinary general meeting and the 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 2017 first extraordinary general meeting and the postponed H-Share Class Meeting, i.e. 24 February 2017.
- (f) On 21 February 2017, the Company published the Whitewash Second Supplemental Announcement in respect of, among other things, the postponement of the 2017 first extraordinary general meeting and the H-Share Class Meeting and the extension of the related H-Share book closure period to the date of the postponed 2017 first extraordinary general meeting and the postponed H-Share Class Meeting, i.e. 20 March 2017.

- (g) On 3 March 2017, the Company published the Whitewash Third Supplemental Announcement in respect of, among other things, the postponement of the 2017 first extraordinary general meeting and the H-Share Class Meeting and the extension of the related H-Share book closure period to the date of the postponed 2017 first extraordinary general meeting and the postponed H-Share Class Meeting, i.e. 28 March 2017.
- (h) On 16 March 2017, the Company published the Whitewash Fourth Supplemental Announcement in respect of, among other things, the postponement of the 2017 first extraordinary general meeting and the H-Share Class Meeting and the extension of the related H-Share book closure period to the date of the postponed 2017 first extraordinary general meeting and the postponed H-Share Class Meeting, i.e. 31 March 2017.

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, 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 III 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)”.

4. 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”.
5. For details of the resolutions numbered I to IV in this notice, reference can also be made to the Whitewash Circular and the Whitewash Supplemental Circular.
6. Other Matters
  - (1) Each of the H-Shareholders entitled to attend and vote at the H-Share Class Meeting 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 H-Share Class Meeting, the proxies can only exercise their voting rights by way of poll.
  - (3) To be valid, H-Shareholders must deliver the third revised 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 H-Share Class Meeting.

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 in the former issued revised proxy forms based on this notice, the third revised proxy forms shall be filled in again. Otherwise, the revised and/or 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 H-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.

- (4) The notice of attendance for the H-Share Class Meeting published by the Company on 25 January 2017 is still valid for the postponed H-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 H-Shareholders from attending and voting at the H-Share Class Meeting.
- (5) The H-Share Class Meeting (onsite meeting) is expected to last for approximately 30 minutes. Shareholders and their proxies attending the H-Share Class Meeting shall be responsible for their own travel and accommodation expenses.

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