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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 2018 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 first extraordinary general meeting (the “**EGM**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) will be held at 1608 Conference Room of Datang International Power Generation Co., Ltd., No. 9 Guangningbo Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on 16 March 2018 (Friday) to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the “Resolution on the Adjustment of Directors of the Company” *(Note 1)*
2. To consider and approve the “Resolution on the Entrustment of Datang Environment Company to Undertake the Franchise Project of Desulfurization and Denitrification of Certain Enterprises of the Company” *(Note 2)*
3. To consider and approve the “Resolution on the Entrustment of Datang Environment Company to Undertake the EPC Project on Coal Transportation System of Leizhou Power Generation Company” *(Note 3)*
4. To consider and approve the “Resolution on Entering into the Comprehensive Product and Service Framework Agreement for the Year 2018 with CDC” *(Note 4)*
5. To consider and approve the “Resolution in relation to the Connected Transaction and Acquisition of 100% Equity Interests of Datang Heilongjiang Power Generation Co., Ltd., Datang Anhui Power Generation Co., Ltd. and Datang Hebei Power Generation Co., Ltd. in Cash” *(Note 5)*

CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

Holders of H-shares of the Company (“**Holders of H-shares**”) should note that, in accordance with the Articles of Association of the Company (the “**Articles of Association**”), the register of members of the Company will be closed from 15 February 2018 (Thursday) to 16 March 2018 (Friday) (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 15 February 2018 (Thursday) 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 14 February 2018 (Wednesday).

By Order of the Board
Ying Xuejun
Company Secretary

Beijing, the PRC
30 January 2018

Notes :

1. As Mr. Liu Haixia and Ms. Guan Tiangang intended to cease to hold the office as non-executive directors of the Company due to work adjustment, it is proposed to submit the proposal to the general meeting for shareholders’ consideration and approval of the replacement of Mr. Liu Haixia and Ms. Guan Tiangang by Mr. Jin Shengxiang and Mr. Zhang Ping as non-executive directors of the ninth session of the Board;

Mr. Liu Haixia and Ms. Guan Tiangang have confirmed that they have no disagreement with the Board and there are no other matters relating to their resignation as directors of the Company that need to be brought to the attention of the Shanghai Stock Exchange, the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the shareholders of the Company.

Biographical details of Mr. Jin Shengxiang are as follows:

Aged 43, a senior engineer with a bachelor’s degree and a postgraduate degree. Mr. Jin was a cadre of Turbine Research Institute of Beijing Electric Power Research Institute (北京電力科學研究院), a cadre of Turbine Research Institute of North China Electric Power Research Institute Co., Ltd. (華北電力科學院有限責任公司), the manager of the Infrastructure Commissioning Project of Turbine Research Institute and the deputy head of Turbine Research Institute. He served as the manager of the Production Safety Department and the vice president of Beijing Jingneng International Energy Co., Ltd. (北京京能國際能源股份有限公司) and the deputy director and the director of Production and Operation Department and the director of the Production Management Department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司). He currently serves as the director of the Production Management Department of Beijing Energy Holding Co., Ltd. (北京能源集團有限責任公司). Mr. Jin has long been engaged in the production management of electricity enterprises, and has extensive knowledge and practical experience in production and operation and safety production management of electricity enterprises.

Biographical details of Mr. Zhang Ping are as follows:

Aged 50, a senior economist as well as a senior political officer with a bachelor's degree and a postgraduate degree. Mr. Zhang was the secretary of the Party Committee of Inner Mongolia Electricity Bureau (內蒙古電管局) and the Office of Diversification of Operation and Management Bureau (多經局辦公室), the manager of Political Affairs of Inner Mongolia Mengxi Silicon & Electricity Enterprise Corporation (內蒙古蒙西硅電公司), the deputy director of Party-masses Work Department, the director of General Manager Work Department and an assistant to the general manager of Inner Mongolia Daihai Electric Power Generation Co., Ltd. (內蒙古岱海發電有限責任公司), as well as the secretary of the Communist Party Discipline Supervisory Committee and the chairman of the Labor Union of Inner Mongolia Daihai Electric Power Generation Co., Ltd. He also served as the manager of the Comprehensive Management Department and the vice president of Beijing Jingneng International Energy Co., Ltd. (北京京能國際能源股份有限公司), the secretary of the Communist Party and the manager of Inner Mongolia Daihai Electric Power Generation Co., Ltd. and the general manager of Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司). He currently serves as the deputy chairman of the board of directors, the secretary of the Party General Branch and the general manager of Beijing Jingneng Power Co., Ltd. (Stock Code: 600578.SH) and the director of Beijing Jingneng Coal & Electricity Asset Management Co., Ltd. Mr. Zhang has long been engaged in the operation management and administrative management of electricity enterprises, and has extensive knowledge and practical experience in production and operation of electricity enterprises.

If Mr. Jin and Mr. Zhang are elected, their terms of office will commence from the date of approval by the shareholders in the EGM to the expiration of the term of the ninth session of the Board (i.e. 30 June 2019). If elected, Mr. Jin and Mr. Zhang will not receive any remuneration from the Company. As at the date of this notice, Mr. Jin and Mr. Zhang do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, and they have not been subject to any public sanctions by statutory or regulatory authority.

Save as disclosed above, Mr. Jin and Mr. Zhang have not held any directorships in any public listed companies in the past three years and have no relationship with any directors, senior management, substantial or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Hong Kong Stock Exchange). Save as disclosed above, there are no other matters concerning the proposed appointment of the Mr. Jin and Mr. Zhang that need to be brought to the attention of the shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

2. On 18 January 2018, Datang Environment Industry Group Co., Ltd. (“**Datang Environment Company**”) entered into an aggregate of 6 desulfurization and denitrification franchising contracts with Liaoning Datang International Huludao Thermal Power Company Limited (“**Huludao Thermal Power Company**”), Guangdong Datang International Leizhou Power Generation Co., Ltd. (“**Leizhou Power Generation Company**”), Liaoning Datang International Shendong Thermal Power Company Limited (“**Shendong Thermal Power Company**”) and Hebei Datang International Tangshan Beijiao Thermal Power Generation Company Limited (“**Tangshan Beijiao Thermal Power Company**”), all being subsidiaries of the Company, (collectively “**Such Companies**”), and the terms of the contracts are substantially the same.

It is estimated that desulfurization and denitrification tariffs (tax exclusive) to be charged by Datang Environmental Company for the provision of desulfurization and denitrification services to Such Company for the three years ended 31 December 2018, 31 December 2019 and 31 December 2020 shall not exceed RMB92.25 million, RMB314.74 million and RMB370.14 million per year, respectively. The costs incurred (tax exclusive), including those for water and electricity, for desulfurization and denitrification to be reimbursed and compensated by Datang Environmental Company to Such Company shall not exceed RMB14.71 million, RMB50.45 million and RMB60.02 million per year, respectively.

The franchise period is same as the operating period of the power generation facilities at which the franchise projects are located.

The above-mentioned transactions under the franchising contracts constitute continuing connected transactions of the Company, China Datang Corporation Limited (“**CDC**”) (previously known as China Datang Corporation) and its associates will abstain from voting on the relevant resolutions.

For details of the above-mentioned transactions under the franchising contracts, please refer to the relevant announcement of the Company dated 18 January 2018 and the circular to be sent to the shareholders.

3. On 18 January 2018, Leizhou Power Generation Company (a subsidiary of the Company) entered into the EPC project contracts on coal transportation system with Datang Environment Company, pursuant to which, Leizhou Power Generation Company engaged Datang Environment Company to undertake EPC general contracting on the coal transportation system with transaction amount of RMB385.98329 million.

The above-mentioned transaction under the EPC project contracts constitutes a connected transaction of the Company, CDC and its associates will abstain from voting on the relevant resolution.

For details of the above-mentioned transaction under the EPC project contracts, please refer to the relevant announcement of the Company dated 18 January 2018 and the circular to be sent to the shareholders.

4. On 30 January 2018, the Company entered into the Comprehensive Product and Service Framework Agreement (the “**Framework Agreement**”) with CDC. The transactions under the Framework Agreement constitute continuing connected transactions of the Company and certain services to be provided by the CDC and the Company will be subject to the approval of the independent shareholders of the Company.

CDC and its associates will abstain from voting on the relevant resolutions.

For details of the above-mentioned transactions under the Framework Agreement, please refer to the relevant announcement of the Company dated 30 January 2018 and the circular to be sent to the shareholders of the Company.

5. On 6 December 2017, the Company entered into a transfer agreement (the “**Transfer Agreement**”) with CDC in respect of the acquisition of the entire equity interests held by it in Datang Hebei Power Generation Co., Ltd., Datang Anhui Power Generation Co., Ltd. and Datang Heilongjiang Power Generation Co., Ltd. The Company conditionally agreed to acquire the entire equity interests of the above-mentioned enterprises from CDC at an aggregate consideration of RMB18,127.51 million.

The above-mentioned transaction under the Transfer Agreement constitutes a major and connected transaction of the Company, CDC and its associates will abstain from voting on the relevant resolution.

For details of the above-mentioned transaction under the Transfer Agreement, please refer to the relevant announcement of the Company dated 6 December 2017 and the circular to be sent to the shareholders of the Company.

6. 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 23 February 2018. 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, Liu Jizhen, Feng Genfu*, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu**

* *Independent non-executive Directors*