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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 2017 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2017 first extraordinary general meeting (the “**EGM**”) of Datang International Power Generation Co., Ltd. (the “**Company**” or “**Datang International**”) 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 23 January 2017 (Monday) to consider and, if thought fit, pass the following resolutions. Unless otherwise defined herein, capitalized terms used in this notice shall have the same meaning as those defined in the announcement of the Company dated 28 November 2016 headed “(I) Connected Transaction in respect of the Proposed Share Issuance (II) Specific Mandates (III) Application for Whitewash Waiver and (IV) Resumption of Trading of A-Shares (the “**Announcement**”).

### **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 for the Plan of Non-public Issuance of A-Shares and Non-public Issuance of H-Shares by the Company” (*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 Proposal for Non-public Issuance of A-Shares of the Company” (*Note 1*)
  - IV. To consider and approve the “Resolution on Execution of the Conditional Subscription Agreement for the Non-Public Issuance of Shares between the Company and Specific Target and Connected Transactions Involved in the Issuance” ie, the A-Share Subscription Agreement, the H-Share Subscription Agreement and the transactions contemplated thereunder (*Note 2*)
  - V. To consider and approve the “Resolution on Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares of the Company for the 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 Activity by the Company” (*Note 4*)
  - VII. To consider and approve the “Resolution on 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”( *Note 5*)
  - VIII. To consider and approve the “Resolution on Waiver of Obligation to Make General Offer by China Datang Corporation for Issuance”
  - 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 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 Application for Whitewash Waiver by China Datang Corporation and Issuance of Documents on Whitewash Waiver by Datang International Power Generation Co., Ltd.”:

“**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

Holders of H-shares of the Company (“**Holders of H-shares**”) should note that, in order to determine the list of Holders of H-shares who will be entitled to attend the H-Share Class Meeting of the Company, the register of members of the Company will be closed from 25 December 2016 (Sunday) to 23 January 2017 (Monday) (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 25 December 2016 (Sunday) 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 23 December 2016 (Friday).

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

Beijing, the PRC, 9 December 2016

*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) four independent non-executive Directors, namely Feng Genfu, Luo Zhongwei, Liu Huangsong, Jiang Fuxiu.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to CDC and 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, Wang Yeping, 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 and 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.*

*Certain figures included in this notice have been subject to rounding adjustments. Any discrepancies in the numbers are due to rounding.*

*Notes:*

1. For the full text of the “Resolution on Proposal for Non-public Issuance of A-Shares of the Company”(the“**Proposal**”) mentioned in the resolution numbered III in this notice, please refer to the overseas regulatory announcement of the Company dated 28 November 2016 headed the “Proposal for Non-public Issuance of A-shares”. The major details of the resolution numbered II in this notice are set out in the Proposal and the overseas regulatory announcements of the Company dated 28 November 2016 headed “Proposal for Non-public Issuance of A-Shares” and “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.

For the major details of the execution of the conditional subscription agreement for the non-public issuance of shares between the Company and specific target and the connected transactions involved in the non-public issuance mentioned above, please refer to the Announcement. The major details of the resolution numbered XI in this notice are also set out in such announcement and the shareholders' circular to be published by the Company.

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 "Resolution on Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares of the Company for the Investment in Projects".
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 "Resolution on the Report on the Use of Proceeds from the Previous Fund Raising Activity by the Company".
5. The major details of the resolution numbered VII in this notice are set out in the overseas regulatory announcement of the Company dated 28 November 2016 headed "The Risk Alert and Remedial Measures for Dilution of Immediate Return Non-public Issuance of Shares".
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 circular to be despatched to the shareholders soon.

## 9. 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 3 January 2017. 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) 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, the A-Share Class Meeting and the H-Share Class Meeting does not exceed half of the total number of shares with voting rights at the EGM, the A-Share Class Meeting and the H-Share Class Meeting, the Company will inform again the shareholders of matters to be considered, date and venue of the meeting by way of announcement within five days. The Company can convene the EGM, the A-Share Class Meeting and the H-Share Class Meeting as noticed by an 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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