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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 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (the “AGM”) of Datang International Power Generation Co., Ltd. (the “Company” or “Datang International”) will be held at the meeting room of 5/F, InterContinental Hotel, No. 11 Financial Street, Xicheng District, Beijing, the People’s Republic of China (the “PRC”) on 6 June 2012 (Wednesday) at 9:00 a.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS:

1. to consider and approve the “Report of the Board of Directors (the “Board”) for the Year 2011” (including Independent Directors’ Report on Work);
2. to consider and approve the “Report of the Supervisory Committee for the Year 2011”;
3. to consider and approve the “Proposal of Final Accounts for the Year 2011”;
4. to consider and approve the “Profit Distribution Proposal for the Year 2011” (Note 1);
5. to consider and approve the “Resolution on the Re-appointment of RSM China Certified Public Accountants Co., Ltd.” (Note 2);
6. to consider and approve the “Resolution on the Provision of Guarantees for Certain Subsidiaries of the Company” (Note 3);
7. to consider and approve the “Resolution on the Provision of a Counter-guarantee for the Borrowings of Datang International (Hong Kong) Limited” (Note 4);
8. to consider and approve the “Resolution on the Provision of an Entrusted Loan to Sichuan Datang International Ganzi Hydropower Development Co., Ltd.” (Note 5);
9. to consider and approve the “Resolution on the Supply of Coal by Beijing Datang Fuel Co., Ltd. to Datang International and its Controlled Subsidiaries” (Note 6);
10. to consider and approve the “Resolution on the Supply of Coal by Inner Mongolia Datang Fuel Co., Ltd. to the Enterprises Managed by the Inner Mongolia Branch of Datang International” (Note 7);

SPECIAL RESOLUTION:

11. to consider and approve the “Proposal on Proposing to the Shareholders’ General Meeting to Grant a Mandate to the Board to Determine the Issuance of New Shares of Not More Than 20% of Each Class of Shares” (Note 8).

CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

Holders of H shares of the Company (“Holders of H shares”) should note that, pursuant to the articles of association of the Company (the “Articles”), the register of members of the Company will be closed from 8 May 2012 (Tuesday) to 6 June 2012 (Wednesday) (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 8 May 2012 (Tuesday) are entitled to attend and vote at the AGM. In order to be entitled to the attendance of the AGM, 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 7 May 2012 (Monday).

If the above ordinary resolution numbered (4) regarding “Profit Distribution Proposal for the Year 2011” is approved by shareholders at the AGM and in order to confirm shareholders’ entitlement to the final dividend, the register of members of the Company will be closed from 13 June 2012 (Wednesday) to 19 June 2012 (Tuesday) (both dates inclusive) and 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 19 June 2012 (Tuesday) are entitled to the distribution of final dividend for the year 2011. To ensure the eligibility of receiving the final dividend, 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 12 June 2012 (Tuesday).

The distribution of final dividend shall be implemented after the approval from shareholders on the annual general meeting.

By Order of the Board
Zhou Gang
Secretary to the Board

Beijing, the PRC
19 April 2012

Notes:

1. As audited by RSM China Certified Public Accountants Co., Ltd. and RSM Nelson Wheeler, net profit attributable to the equity holders of the Company for the fiscal year ended 31 December 2011 under PRC Accounting Standards for Business Enterprises and International Financial Reporting Standards amounted to approximately RMB1,910,110,000 and RMB1,971,200,000, respectively. The Company withdrew 10% of the net profit of the parent company under PRC Accounting Standards for Business Enterprises as statutory surplus reserve amounting to approximately RMB322,720,000.

The Company’s profit distribution proposal for the year 2011 is as follows:

Based on the Company’s total share capital (as at 31 December 2011, the Company’s total share capital was 13,310,037,578 shares), the Company proposes to distribute a dividend of RMB0.11 per share (tax included) to all shareholders and the total amount of the proposed cash dividends to be distributed is approximately RMB1,464,100,000.

2. The Board of the Company proposes to re-appoint RSM China Certified Public Accountants Co., Ltd. (Special Ordinary Partnership) and RSM Nelson Wheeler Certified Public Accounts (Hong Kong) as certified public accountants for carrying out the domestic and overseas auditing work of the Company for the year 2012. The appointment term is one year with the audit fee amounting to RMB14.22 million (excluding the audit fee of internal control).
3. The Company or its wholly-owned subsidiaries proposed to provide guarantees for the financing of the following subsidiaries of the Company:
 - (1) Shanxi Datang International Zuoyun Wind Power Company Limited, a wholly-owned subsidiary of the Company, proposed to provide a guarantee to Shanxi Datang International Yungang Thermal Power Company Limited (“YTP”), a wholly-owned subsidiary of the Company, covering the full amount of YTP’s financing according to its actual needs. The guarantee amount shall not exceed RMB80 million and shall be used for the liquidity of the working capital of YTP.
 - (2) The Company proposed to provide a guarantee, in proportion to its shareholding (51%), to Shenzhen Datang Baochang Gas Power Generation Co., Ltd. (“BGP”), a controlled subsidiary of the Company, for BGP’s financing based on its actual needs. The guarantee amount shall not exceed RMB600 million and shall be used for the replacement of due loans and the replenishment of working capital.

According to the Listing Rules of the Shanghai Stock Exchange, the above matters relating to the provision of guarantee is required to be submitted to the general meeting for shareholders’ approval. For details of the provision of guarantee, please refer to the announcement of the Company dated 16 April 2012.

4. In view of the provision of guarantee by China Datang Overseas Investment Co., Ltd. (“CDTO”) for the borrowings of Datang International (Hong Kong) Limited (“Hong Kong Company”), a wholly-owned subsidiary of the Company, with its 358,680,000 H shares of the Company, the Company proposes to provide a counter-guarantee for the guarantee provided by CDTO. The counter-guarantee amount is HK\$660 million, and shall be a guarantee with joint liability. As the asset-liability ratio of the Hong Kong Company is over 70%, according to the Listing Rules of the Shanghai Stock Exchange, the above proposal on counter-guarantee is required to be submitted the general meeting for shareholders’ consideration and approval. As the counter-guarantee constitutes a connected transaction of the Company as defined under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), shareholders who have material interest in the transaction and its associates (as defined in the Listing Rules) are required to abstain from voting at this resolution at the AGM.

For details of the counter-guarantee, please refer to the announcement of the Company dated 17 April 2012.

5. The Company proposed to grant an entrusted loan through a commercial bank, with an amount not exceeding RMB3,000 million to Sichuan Datang International Ganzi Hydropower Development Company Limited (“GHC”), a controlled subsidiary of the Company, based on the actual needs of GHC. The entrusted loan shall be used for GHC’s project construction or replacement of due loans. The entrusted loan constitutes a connected transaction of the Company as defined under Chapter 14A of the Listing Rules, shareholders who have material interest in the transaction and its associates (as defined in the Listing Rules) are required to abstain from voting at this resolution at the AGM.

For details of the entrusted loan, please refer to the announcement of the Company dated 17 April 2012 and the circular to be issued by the Company on or before 9 May 2012.

6. Beijing Datang Fuel Co., Ltd. (“BDF”), a controlled subsidiary of the Company, entered into a Framework Agreement for Purchase and Sale of Coal dated 18 April 2012 with the Company. The term of the agreement is for a period of one year commencing from 1 January 2012 to 31 December 2012. During the term of the agreement, BDF shall supply different varieties of coal to the Company and its subsidiaries, and the annual cap for the transaction amount is expected to be approximately RMB21,700 million. The agreement constitutes continuing connected transactions of the Company, any shareholders and their associates (as defined in the Listing Rules) who have material interest in the transaction are required to abstain from voting for this resolution at the AGM.

For details of the agreement, please refer to the announcement of the Company dated 18 April 2012 and the circular to be issued by the Company on or before 10 May 2012.

7. Inner Mongolia Datang Fuel Co., Ltd. (“IMDF”), a wholly-owned subsidiary of BDF (which is in turn a controlled subsidiary of the Company), entered into the Inner Mongolia Purchase of Coal Contracts dated 18 April 2012 with certain subsidiaries of the Company located in Inner Mongolia. The term of the contract is for a period of one year commencing from 1 January 2012 to 31 December 2012. During the term of the contract, IMDF shall supply coal for production purposes to certain subsidiaries of the Company located in Inner Mongolia, and the annual cap for the transaction amount is expected to be approximately RMB5,200 million. The agreement constitutes continuing connected transactions of the Company, any shareholders and their associates (as defined in the Listing Rules) who have material interest in the transaction are required to abstain from voting for this resolution at the AGM.

For details of the agreement, please refer to the announcement of the Company dated 18 April 2012 and the circular to be issued by the Company on or before 10 May 2012.

8. The Board agreed to propose to the AGM to grant the following mandates to the Board:
- (1) To propose, subject to the requirements of note (2) of the special resolution, to generally and unconditionally authorise the Board to, within 12 months from the date of approval of the special resolution at the Company's shareholders' general meeting, exercise all rights of the Company to authorise, allot or issue, either separately or concurrently, domestic shares (A shares) and overseas-listed foreign shares (H shares) and execute or grant any offers, agreements and arrangements which may require the exercise of such rights;
 - (2) Pursuant to the approval of note (1) of the special resolution, the Board may allot or issue, either separately or concurrently, A shares and H shares with the respective numbers of A shares and H shares to be allotted or issued, either separately or concurrently, not more than 20% of the respective number of the issued A shares and H shares of the Company;
 - (3) Subject to the restrictions of note (1) and note (2) of the special resolution, the Board may, within the given limits, determine the respective numbers of A shares and H shares to be allotted or issued, either separately or concurrently, and
 - (4) Subject to the restrictions of notes (1), (2) and (3) of the special resolution and according to the Company's actual condition of the allotment or issue of new A shares and new H shares, either separately or concurrently, the Board may increase the registered capital of the Company and make appropriate amendments to Articles 18 and 21 to the "Articles of Association of Datang International Power Generation Co., Ltd".
9. Other Matters
- (1) Holders of H shares should note that, pursuant to the Articles, the register of members of the Company will be closed from 8 May 2012 (Tuesday) to 6 June 2012 (Wednesday) (both dates inclusive), during which period no transfer of any H shares will be registered. Holders of H shares whose names appear on the register of members of the Company on 8 May 2012 (Tuesday) are entitled to attend and vote at the AGM.
 - (2) Each of the Holders of H shares entitled to attend and vote at the AGM, 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.
 - (3) If Holders of H shares have appointed more than one proxy to attend the AGM, the proxies can only exercise their voting rights by way of poll.
 - (4) To be valid, Holders of H shares must deliver the proxy form, and if such proxy 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 AGM.
 - (5) Holders of H shares who wish to attend the AGM are required to return the notice of attendance by hand, post, cable or fax to the Company's office address on or before 16 May 2012 (Wednesday). Completion and return of the notice of attendance will not preclude a shareholder of the Company from attending and voting at the AGM in person.
 - (6) The AGM is expected to last for two hours. Attending shareholders and their proxies 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 (8610) 8800 8682
Fax: (8610) 8800 8672

As at the date of this notice, the directors of the Company are:

Liu Shunda, Hu Shengmu, Cao Jingshan, Fang Qinghai, Zhou Gang, Liu Haixia, Guan Tiangang, Su Tiegang, Ye Yonghui, Li Gengsheng, Li Yanmeng, Zhao Zunlian*, Li Hengyuan*, Zhao Jie* and Jiang Guohua**

* *Independent non-executive director*