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 2015 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 second extraordinary general meeting (the "EGM") of Datang International Power Generation Co., Ltd. (the "Company" or "Datang International") will be held at Summer Room of 2/F, The Westin Beijing Financial Street, No. 9B Financial Street, Xicheng District, Beijing, the People's Republic of China (the "PRC") on 14 August 2015 (Friday) at 9:30 a.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the "Resolution on the Provision of Entrusted Loans to Certain Subsidiaries" *(Note 1)*

2. To consider and approve the "Resolution on the Adjustments of Independent Directors of the Company" *(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, pursuant to the articles of association of the Company (the "Articles"), the register of members of the Company will be closed from 16 July 2015 (Thursday) to 14 August 2015 (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 16 July 2015 (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 15 July 2015 (Wednesday).

By Order of the Board
Zhou Gang
Secretary to the Board

Beijing, the PRC,
29 June 2015

Notes:

1. (1) Pursuant to the resolution of the Board, on 29 June 2015, the Company and Xuanwu Branch of Industrial and Commercial Bank of China Limited entered into "Agreement on General Entrusted Loan and Entrustment Agent" and "Mandate for General Entrusted Loan Business" (collectively, the "Framework Agreement") to provide entrusted loan of an amount of not more than RMB4 billion to Datang Inner Mongolia Duolun Coal Chemical Company Limited ("Duolun Coal Chemical Company"), based on its actual needs, with a term of one year. Separate entrusted loan contracts will be entered into by the parties in relation to the provision of the entrusted loan, provided that such contracts shall be in compliance with the principles and terms and conditions under the Framework Agreement.

   (2) Pursuant to the resolution of the Board, on 29 June 2015, the Company and Beijing Railway Sub-branch of China Construction Bank Corporation and Inner Mongolia Datang International Xilinhaote Mining Co., Ltd. ("Xilinhaote Mining Company") entered into "Entrusted Loan Contract" to provide entrusted loan of an amount of not more than RMB2 billion to Xilinhaote Mining Company, based on its actual needs, with a term of one year.

   For the details of the above-mentioned entrusted loans, please refer to the related announcement dated 29 June 2015.

2. To consider and approve Mr. Luo Zhongwei, Mr. Liu Huangsong and Mr. Jiang Fuxiu to hold the office as Independent non-executive Directors of the eighth session of the Board.

   Biographies of Mr. Luo Zhongwei, Mr. Liu Huangsong and Mr. Jiang Fuxiu are as follow:-

   Biography of Mr. Luo Zhongwei:
   Mr. Luo, aged 59, a Doctor of Economics. Mr. Luo is currently a researcher of the Institute of Industrial Economics of Chinese Academy of Social Sciences, a professor and doctoral supervisor of the Graduate School of Chinese Academy of Social Sciences and the chief analyst of the Innovation Engineering Project of Chinese Academy of Social Sciences. He is also the director of Small and Medium-sized Enterprises Research Centre under Chinese Academy of Social Sciences, a legislative consultant to the Law on Promotion of Small and Medium-sized Enterprises for the National People's Congress, a member of the Investment Advisory Committee of the Investment Association of China, a member of the Management Modernisation Working Committee of China Enterprise Confederation, as well as a scholar and tutor of the "Light of the West" Scheme under the Organization Department of the Communist Party of China. Mr. Luo served as an independent director of Zhejiang China Commodities City Group Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600415) and Sichuan Langsha Holding Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600137). Mr. Luo has long term engagement in research on industry and corporate strategies, corporate management, promotion and policy of small and medium-sized enterprises, development and reform of state-owned enterprises. He has extensive experience in strategic planning for corporate development and corporate management.

   Biography of Mr. Liu Huangsong:
   Mr. Liu, aged 47, a Master of Science and a Doctor of Economics from Fudan University. Mr. Liu is currently the chief economist of Hengdeli Holdings Limited and the deputy director of the Center for Securities Studies of Fudan University. Mr. Liu served as deputy section chief and officer of Shanghai Municipal Bureau of Statistics and director of the Bureau's Statistics and Industry Development Center, the general manager of the investment planning department, the general manager of the development and research department and a supervisor of China Worldbest Group, the vice general manager of a listed company under the group and the assistant to the group president, the director, researching professor and doctoral supervisor of Research Centre for Economic Prosperity of Shanghai Academy of Social Sciences, as well as the independent director of Hengdeli Holdings Limited, Shanghai Prime Machinery Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 02345), Jingwei Textile Machinery Co., Ltd. (a company listed on the Hong Kong Stock Exchange, stock code: 00350) and Changan Fund Management Co., Ltd. Mr. Liu was the recipient of the "Enlightening Scholar" in Shanghai, and he also received the Zhang Zhongli Awards for Academic Achievement and the Shanghai Philosophical and Social Science Award. Mr. Liu has long term engagement in research in economics and has extensive experience in economic operation and corporate management. Mr. Liu is currently the independent director of Shanghai Xinhua Media Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600825), Shanghai Zijiang Enterprise Group Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600210) and Changan International Trust Co., Ltd.

   Biography of Mr. Jiang Fuxiu:
   Mr. Jiang, aged 46, a Doctor of Economics and a Postdoctoral Scholar in Management (Accounting). Mr. Jiang is currently the director, professor and doctoral supervisor of the Finance Department of the School of Business of Renmin University of China. He was also shortlisted as a candidate for the New Century Excellent Talent Support Plan of the Ministry of Education in 2010. Mr. Jiang supervised a number of key projects and general projects under the National Natural Science Foundation, and published tens of articles on national and international academic journals. He was consulted for aspects including financial development, strategic planning, restructuring proposal and salary incentive by various large-scale domestic companies and listed companies. Mr. Jiang has long term engagement in research in economics and has extensive experience in corporate governance and financial management. Mr. Jiang is currently the independent director of four listed companies on the Shanghai Stock Exchange, namely Yantai Longyuan Power Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300105), Beijing UTour International Travel Service Co., Ltd. (a company listed on

the Shenzhen Stock Exchange, stock code: 002707), Lancy Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002612) and Shandong Qixing Iron Tower Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002359).

The term of office of the above directors, if elected, will commence on date of approval by the shareholders at the EGM to the expiration of the term of the eighth session of the Board (i.e. 30 June 2016). If elected, each of the above directors will be entitled to the annual remuneration of RMB100,000 (after tax), by being an independent non-executive director as set out in the Allowance Policy for Directors of the Eighth Session of the Board considered and approved by the Company in the third EGM in 2013. As at the date of this notice, the above directors do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. They have not been subjected to any public sanctions by statutory or regulatory authority.

Save as disclosed above, the above directors 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 (as defined in the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange). Save as disclosed above, there are no other matters concerning the proposed appointment of the above directors that need to be brought to the attention of the shareholders and the 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.

3. 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 24 July 2015. 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 is expected to last for an 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, Hu Shengmu, Wu Jing, Liang Yongpan, Zhou Gang, Cao Xin, Cai Shuwen, Liu Haixia, Guan Tiangang, Yang Wenchun, Dong Heyi, Ye Yansheng*, Zhao Jie*, Jiang Guohua*, Feng Genfu**

* *Independent non-executive director*