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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 2015 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2015 third 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 29 October 2015 (Thursday) at 9:30 a.m. to consider and, if thought fit, pass the following resolution:

### **ORDINARY RESOLUTION**

1. To consider and approve the “Resolution on Entering into the Leasing and Factoring Business Cooperation Agreement with Shanghai Datang Financial Lease Co., Ltd.” *(Note 1)*

## **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 30 September 2015 (Wednesday) to 29 October 2015 (Thursday) (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 30 September 2015 (Wednesday) 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 29 September 2015 (Tuesday).

By Order of the Board

**Zhou Gang**

*Secretary to the Board*

Beijing, the PRC,  
11 September 2015

*Notes:*

1. The Company and Shanghai Datang Financial Lease Co., Ltd. (“Shanghai Datang Financial Lease Company”) entered into the “Leasing and Factoring Business Cooperation Agreement”; and the term of the agreement is 36 months from the effective date of the agreement. During the effective term of the agreement, Shanghai Datang Financial Lease Company shall provide no more than RMB10 billion to the Company and its entities as financial leasing fee and factoring business supporting fee every 12 months from the effective date of the agreement. China Datang Corporation and its associates shall abstain from voting at this resolution.

For details of entering the “Leasing and Factoring Business Cooperation Agreement”, please refer to the related announcement of the Company dated 11 September 2015.

2. 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 9 October 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, Jiang Guohua\*, Feng Genfu\*, Luo Zhongwei\*, Liu Huangsong\*, Jiang Fuxiu\**

\* *Independent non-executive director*