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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 2019 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 second extraordinary general meeting (the “**EGM**”) of Datang International Power Generation Co., Ltd. (the “**Company**” or “**Datang International**”) will be held at 1608 Conference Room, Datang International, No. 9 Guangningbo Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on 20 December 2019 (Friday) to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the “Resolution on Entering into the Financial Business Cooperation Agreement with Datang Financial Lease Co., Ltd.” (*Note 2*)
2. To consider and approve the “Resolution on Entering into the Financial Services Agreement with China Datang Group Finance Co., Ltd.” (*Note 3*)
3. To consider and approve the “Resolution on the Allowance Criteria for Directors of the Tenth Session of the Board and Supervisors of the Tenth Session of the Supervisory Committee” (*Note 4*)

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 of Association**”), the register of members of the Company will be closed from 21 November 2019 (Thursday) to 20 December 2019 (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 21 November 2019 (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 20 November 2019 (Wednesday).

By Order of the Board
Jiang Jinming
Company Secretary

Beijing, the PRC, 5 November 2019

Notes:

1. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as defined in the announcements of the Company dated 25 July 2019 and 16 October 2019.
2. On 25 July 2019, the Company entered into the 2019 Financial Business Cooperation Agreement with Datang Financial Lease Co., Ltd (“**Datang Lease Company**”) for a term of three years, pursuant to which Datang Lease Company shall provide financial business support and economic consulting services to the Company and its subsidiaries for an aggregate value of not exceeding RMB10 billion for every 12 months from the effective date of the 2019 Financial Business Cooperation Agreement. The financial business support services to be provided by Datang Lease company under the 2019 Financial Business Cooperation Agreement relate to financial leasing, factoring and entrustment loan services.

Since Datang Lease Company is a subsidiary of China Datang Corporation Ltd. (“**CDC**”), the controlling shareholder of the Company, Datang Lease Company is a connected person of the Company. Accordingly, the 2019 Financial Business Cooperation Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company, and CDC and its associates will abstain from voting in respect of this resolution at the EGM.

For details of the above 2019 Financial Business Cooperation Agreement and the transactions contemplated thereunder, please refer to the relevant announcement of the Company dated 25 July 2019 and the circular of the Company dated 18 October 2019.

3. On 16 October 2019, the Company entered into the 2019 Financial Services Agreement with China Datang Finance Co., Ltd. (“**Datang Finance Company**”), pursuant to which, Datang Finance Company shall provide the Company and its subsidiaries with deposit services, loan services and other financial services for a term of three years commencing from 1 January 2020 to 31 December 2022. During the term of the 2019 Financial Services Agreement, the daily maximum balance of deposits of the Company and its subsidiaries with Datang Finance Company is RMB18 billion. Datang Finance Company shall grant the Company and its subsidiaries a comprehensive credit line of RMB27 billion.

As Datang Finance Company is a subsidiary of CDC, the controlling shareholder of the Company, Datang Finance Company is a connected person of the Company. The 2019 Financial Services Agreement and the transactions contemplated thereunder constitute major transaction and continuing connected transactions of the Company, and CDC and its associates will abstain from voting in respect of this resolution at the EGM.

For details of the above 2019 Financial Services Agreement and the transactions contemplated thereunder, please refer to the relevant announcement of the Company dated 16 October 2019 and the relevant circular to be despatched to the Shareholders in due course.

4. After making reference to the relevant standards of domestic listed companies and having consideration with the board of directors of the Company, the Company intends to pay an allowance of RMB100,000 (after tax) on a lump sum basis to each independent non-executive director of the tenth session of the Board every year.

The Directors and supervisors who hold positions in the Company (including subsidiaries of the Company) receive the corresponding post remuneration according to their positions in the Company, and are not entitled to additional Director's or supervisor's allowance; and the non-independent Directors and the supervisors who do not hold any positions in the Company (including subsidiaries of the Company) receive remuneration from the units they serve and are not entitled to additional remuneration from the Company.

The compensation plan for the tenth session of the Board and the tenth session of the supervisory committee is valid during the tenure of the Directors and supervisors, namely from 1 July 2019 to 30 June 2022.

5. 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 the 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, the 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 29 November 2019. 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 8267 or (8610) 8800 8266

Fax: (8610) 8800 8264

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

Chen Feihu, Wang Sen, Wang Xin, Liang Yongpan, Ying Xuejun, Zhu Shaowen, Cao Xin, Zhao Xianguo, Zhang Ping, Jin Shengxiang, Liu Jizhen, Feng Genfu*, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu**

** Independent non-executive Directors*