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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 2020 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 second extraordinary general meeting (the “**EGM**”) of Datang International Power Generation Co., Ltd. (the “**Company**”) will be held at 1616 Conference Room, 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 18 December 2020 (Friday) to consider and, if thought fit, pass the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the “Resolution on the Change of Directors of the Company” (*Note 1*)
  - (1) Mr. Sun Yongxing serves as a non-executive Director of the tenth session of the Board of the Company
  - (2) Mr. Zhang Ping retired as a non-executive Director of the tenth session of the Board of the Company
2. To consider and approve the “Resolution on the Engagement of Accounting Firms for the Year 2020” (*Note 2*)
3. To consider and approve the “Resolution on Increasing Annual Caps of Certain Connected Transactions under the Comprehensive Product and Service Framework Agreement (2019-2021)” (*Note 3*)

### **SPECIAL RESOLUTION**

4. To consider and approve the “Resolution on the Amendments to the Articles of Association” (*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 19 November 2020 (Thursday) to 18 December 2020 (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 19 November 2020 (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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 18 November 2020 (Wednesday).

By order of the Board  
**Jiang Jinming**  
*Company Secretary*

Beijing, the PRC  
2 November 2020

### *Notes:*

1. For details on the change of Directors, please refer to the announcement of the Company dated 29 June 2020, in relation to the resolutions of the Board and the proposed change of the Directors of the Company.

Due to work adjustment, Mr. Zhang Ping ceased to act as the Director of the Company. His term of office will expire on the date of approval by the Shareholders at the EGM. Mr. Zhang Ping has confirmed that he has no disagreement with the Board, and there are no matters that need to be brought to the attention of the Shareholders and Shanghai Stock Exchange and the Hong Kong Stock Exchange.

The biographical details of Mr. Sun Yongxing are as follows:

Sun Yongxing, male, aged 53, is a member of the Communist Party of China and a senior engineer with a bachelor degree. He participated in work since July 1989. He successively served as a chief engineer of Inspection Branch of Beijing Jingneng Thermal Power Co., Ltd.; project manager of the power investment department of Beijing International Power Development and Investment Company; deputy director (presiding work) of the preparation division of Ningxia Shuidonggou Power Plant; deputy general manager (presiding work) of Ningxia Jingneng Ningdong Electric Power Co., Ltd.; manager of Jingneng (Chifeng) Energy Development Co., Ltd. (京能(赤峰)能源發展有限公司); deputy officer of the security and technological environmental department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司); deputy officer of the security and technological environmental department of Beijing Energy Group Co., Ltd. (北京能源集團有限責任公司). He is currently a full-time director for invested enterprises of Beijing Energy Group Co., Ltd. and a director of Beijing Jingneng Power Co., Ltd. (北京京能電力股份有限公司) (600578.SH).

As at the date of this notice, Mr. Sun Yongxing did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and was not subject to any public disciplinary actions or sanctions by statutory or regulatory authorities.

As at the date of this notice, save as disclosed above, Mr. Sun Yongxing (i) did not hold any directorship in public companies listed on any securities market in Hong Kong or overseas in the past three years; and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

If elected, the term of office of Mr. Sun Yongxing shall commence from the date of approval by the Shareholders at the EGM and expire on the date of the conclusion of the tenth session of the Board (i.e. 30 June 2022). Mr. Sun Yongxing will not receive any remuneration from the Company.

Save as disclosed above, there are no other matters concerning the proposed appointment of Mr. Sun Yongxing that need to be brought to the attention of the shareholders and the Hong Kong Stock Exchange, and there are no other matters that need to be disclosed in accordance with Rule 13.51 (2) (h) to (v) of the Listing Rules.

2. For details of the proposed appointment of auditors, please refer to the relevant announcement of the Company dated 20 August 2020.
3. Due to the substantial increase in the demand for material procurement and auxiliary services of new gas turbines and new energy projects of the Company, the original annual caps of the Procurement of Production and Infrastructure Materials and Relevant Auxiliary Services contemplated under the Comprehensive Product and Service Framework Agreement for the years ending 31 December 2020 and 31 December 2021 cannot meet the business requirements of the Company. Therefore, the Board passed a resolution on 28 August 2020 to propose to revise the annual caps of the Procurement of Production and Infrastructure Materials and Relevant Auxiliary Services.

As CDC, the controlling shareholder of the Company, and its subsidiaries hold a total of approximately 53.09% of the issued share capital of the Company. CDC is therefore a connected person of the Company. As such, transactions under the Comprehensive Product and Service Framework Agreement constitute continuing connected transactions of the Company. CDC and its associates will abstain from voting on this resolution at the EGM.

For details of the amendments to annual caps of the Procurement of Production and Infrastructure Materials and Relevant Auxiliary Services contemplated under the Comprehensive Product and Service Framework Agreement, please refer to the relevant announcement of the Company dated 28 August 2020 and the circular of the Company dated 30 October 2020.

4. For details of the amendments to the Articles of Association, please refer to the relevant announcement of the Company dated 30 October 2020 and the circular of the Company dated 2 November 2020.
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 post, cable, email or fax to the Company's office address on or before 27 November 2020. 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. In view of the current situation, shareholders who wish to attend the EGM are recommended to give priority to exercising the shareholders' voting rights by appointing the Chairman of the meeting to vote.

The Company's office address:

No. 9 Guangningbo Street, Xicheng District, Beijing, the PRC

Postcode: 100033

Telephone: (8610) 8800 8276 or (8610) 8800 8266

Fax: (8610) 8800 8264

Email: dtteam@dtpower.com

- (6) Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as defined in the relevant announcement of the Company dated 30 October 2020 and the circular of the Company dated 30 October 2020.

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

*Chen Feihu, Qu Bo, Liang Yongpan, Ying Xuejun, Zhu Shaowen, Cao Xin, Zhao Xianguo, Zhang Ping, Jin Shengxiang, Liu Jizhen\*, Luo Zhongwei\*, Liu Huangsong\*, Jiang Fuxiu\*, Niu Dongxiao\**

*\* Independent non-executive Directors*