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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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “AGM”) of Datang International Power Generation Co., Ltd. (the “Company”) will be held at Minfeng Room, Pan Pacific Beijing, No. 2 Hua Yuan Street, Xicheng District, Beijing, the People’s Republic of China (the “PRC”) at 9:30 a.m. on 28 June 2024 (Friday) to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Work Report of the Board of Directors for the Year 2023 (including the Work Report of Independent Directors)
2. To consider and approve the Work Report of the Supervisory Committee for the Year 2023
3. To consider and approve the Resolution on the Final Financial Report for the Year 2023
4. To consider and approve the Resolution on the Profit Distribution Proposal for the Year 2023 (*Note 1*)
5. To consider and approve the Resolution on the Engagement of Accounting Firms for the Year 2024 (*Note 2*)
6. To consider and approve the Resolution on the Financing Guarantees for the Year 2024 (*Note 3*)
7. To consider and approve the Resolution on Entering into of the Comprehensive Financial Services Cooperation Agreement with China Datang Group Capital Holding Co., Ltd. (*Note 4*)
8. To consider and approve the Resolution on the Election of the Director of the Company
 - 8.1 Mr. Wang Jianfeng serves as a non-executive Director of the eleventh session of the Board of the Company (*Note 5*)

CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

Holders of H shares of the Company (“**H Shareholders**”) 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 25 June 2024 (Tuesday) to 28 June 2024 (Friday) (both dates inclusive), during which period no transfer of any H shares will be registered. H Shareholders whose names appear on the register of members of the Company on 25 June 2024 (Tuesday) are entitled to attend and vote at the AGM. In order to be entitled to the attendance of the AGM, H Shareholders 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, Wan Chai, Hong Kong at or before 4:30 p.m. on 24 June 2024 (Monday).

If the above ordinary resolution numbered 4, the Resolution on the Profit Distribution Proposal for the Year 2023, 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 5 July 2024 (Friday) to 11 July 2024 (Thursday) (both dates inclusive), during which period no transfer of any H shares will be registered. Any H Shareholders whose names appear on the register of members of the Company on 11 July 2024 (Thursday) are entitled to the distribution of final dividend for the year 2023. To ensure the eligibility of receiving the proposed final dividend, H Shareholders are required to deposit the transfer certificate 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, Wan Chai, Hong Kong at or before 4:30 p.m. on 4 July 2024 (Thursday).

By order of the Board
Sun Yanwen
Joint Company Secretary

Beijing, the PRC
29 May 2024

Notes:

1. As audited by Baker Tilly China (Special General Partnership) and Baker Tilly Hong Kong Limited, the realized net profit of the Company (stand-alone financial statement of parent company) for the accounting year ended 31 December 2023 under the PRC Accounting Standards for Business Enterprises and International Financial Reporting Standards amounted to approximately RMB1,798.88 million and RMB1,811.99 million, respectively.

The Company's profit distribution proposal for the year 2023 is as follows:

Based on the Company's total share capital (as at present, the Company's total share capital was 18,506,710,504 shares), the Company proposes to distribute a dividend of RMB0.0075 per share (tax inclusive) to all shareholders and the total amount of the dividends to be distributed is approximately RMB138.8 million.

Non-resident Individual Shareholders

In accordance with the requirements under the Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation of the People's Republic of China, the Company shall withhold and pay individual income tax on dividends on behalf of the individual H Shareholders (the "**Individual H Shareholders**"); and Individual H Shareholders are entitled to certain preferential tax treatments according to the tax treaty between the nation in which the Individual H Shareholders reside and the PRC and the provisions in respect of the tax arrangements between mainland China and Hong Kong (Macau). The Company shall withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders (who are Hong Kong residents, Macau residents or residents of those countries having treaties with the PRC for an individual income tax rate on dividends of 10%). For Individual H Shareholders who are residents of those countries having treaties with the PRC for an individual income tax rate on dividends of less than 10%, the Company shall withhold and pay individual income tax on behalf of the Individual H Shareholders pursuant to the relevant requirements under the Announcement of the State Administration of Taxation in relation to Issuing the Administrative Measures on Preferential Treatment Entitled by Non-resident Taxpayers under Tax Treaties (SAT Announcement [2019] No. 35) (《國家稅務總局關於發佈〈非居民納稅人享受協定待遇管理辦法〉的公告》(國家稅務總局公告2019年第35號)) (the "**Measures**"). For Individual H Shareholders who are residents of those countries having treaties with the PRC for an individual income tax rate on dividends of more than 10% but less than 20%, the Company shall withhold and pay individual income tax at the actual tax rate under the treaties. For Individual H Shareholders who are residents of those countries which have not entered into any tax treaties with the PRC or have entered into treaties with the PRC for an individual income tax rate on dividends of 20% or under other circumstances, the Company shall withhold and pay individual income tax at the tax rate of 20%.

Non-resident Enterprise Shareholders

In accordance with the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on 1 January 2008, the Company is obligated to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise shareholders whose names appear on the register of members for H shares when distributing the 2023 final dividends. H shares registered other than in the name(s) of individual shareholder(s), including HKSCC Nominees Limited, other nominees or trustees, or other organizations and groups shall be deemed to be shares held by non-resident enterprise shareholder(s). On such basis, enterprise income tax shall be withheld from dividends payable to such shareholder(s).

The Company shall comply with the relevant provisions to withhold and pay enterprise income tax on behalf of the relevant shareholders with reference to the register of members as of the record date.

Profit Distribution for Investors of Northbound Trading

For investors of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (including enterprises and individuals) investing in the A shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such shares. The Company will withhold and pay income tax at the rate of 10% on behalf of those investors and will report to the tax authorities for such withholding. For investors of the Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises or individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by such competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded. Those enterprises or individuals shall collect and retain the relevant materials for future reference according to the requirements of the Measures.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A shares of the Company.

The Company will make an announcement on matters in relation to the distribution of dividends to holders of A shares of the Company in due course.

Profit Distribution for Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and Shenzhen Stock Exchange (including enterprises and individuals) investing in the H shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Appropriation of Cash Dividends of H Shares for Southbound Trading (《港股通H股股票現金紅利派發協議》) (the “**Agreement**”) with China Securities Depository and Clearing Corporation Limited, pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominee of the H Shareholders for Southbound Trading, will receive cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H shares of Southbound Trading through its depository and clearing system. The cash dividends for the investors of H shares of Southbound Trading will be paid in Renminbi.

Pursuant to the relevant requirements of the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice of the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission on the Tax Policies Related to the Pilot Program of the Shenzhen-Hongkong Stock Connect (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by individual domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the H-share companies shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and

Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The H-share companies will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for H Shareholders of the Company.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent which will receive the 2023 final dividends declared by the Company on behalf of the H Shareholders. The 2023 final dividends are expected to be paid by the receiving agent on or before 23 August 2024 and cheques for dividends are expected to be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary post to the H Shareholders who are entitled to receive such cheques for dividends at their own risk.

The dividend payable to the H Shareholders will be paid in Hong Kong dollar. The applicable exchange rate shall be the average of the central parity rate of RMB against Hong Kong dollar as published by The People's Bank of China over a period of five working days prior to the date of declaration of the dividend.

2. As considered at the twenty-sixth meeting of the eleventh session of the Board, it was approved to re-appoint Baker Tilly China (Special General Partnership) and Baker Tilly Hong Kong Limited as the Company's domestic and international financial report auditors for the year 2024, respectively, for a term of service of one year and with the audit fee of RMB12.41 million, and re-appoint Baker Tilly China (Special General Partnership) as the internal control auditor of the Company for the year 2024 for a term of service of one year and with the audit fee of RMB1.80 million.

For details of this resolution, please refer to the overseas regulatory announcements of the Company both dated 22 March 2024 in relation to (i) the resolutions of the Board of the Company and (ii) the re-appointment of accounting firms of the Company.

3. As considered at the twenty-sixth meeting of the eleventh session of the Board, the Company's new guarantee of RMB48 million and replacement of expired guarantees of RMB199 million in 2024 were approved.

For details of this resolution, please refer to the overseas regulatory announcements of the Company both dated 22 March 2024 in relation to (i) the resolutions of the Board of the Company and (ii) the financing guarantees of the Company for the year 2024.

4. On 1 March 2024, the Company entered into the Comprehensive Financial Services Cooperation Agreement with China Datang Group Capital Holding Co., Ltd. The transactions contemplated under the Comprehensive Financial Services Cooperation Agreement constitute continuing connected transactions of the Company. China Datang Corporation Ltd. and its associates shall abstain from voting on the relevant resolution.

For details, please refer to the relevant announcement of the Company dated 1 March 2024 and the circular of the Company dated 29 May 2024.

5. For details on the election of the Director of the Company, please refer to the announcement of the Company dated 26 April 2024 in relation to the resolutions of the Board and the proposed adjustment to the Director of the Company.

Mr. Cao Xin will cease to serve as a Director of the Company due to work adjustment, with effect from the date when the appointment of new Director is considered and approved at the AGM. Mr. Cao Xin has confirmed that he has no disagreement with the Board of the Company, and there is no matter that needs to be brought to the attention of the shareholders of the Company, the Shanghai Stock Exchange and the Hong Kong Stock Exchange.

The biographical details of Mr. Wang Jianfeng are set out as follows:

Mr. Wang Jianfeng, aged 55, holds a master's degree and is a professoriate senior engineer. He served as a deputy department cadre of the energy branch of Hebei Construction and Investment Company (河北省建設投資公司) and concurrently deputy general manager of Hebei Xibaipo Power Generation Co., Ltd. (河北西柏坡發電有限責任公司), deputy general manager of the energy business department I of Hebei Construction and Investment Company and concurrently deputy general manager of Hebei Xibaipo Second Power Generation Co., Ltd. (河北西柏坡第二發電有限責任公司), deputy general manager of Guodian Construction and Investment Inner Mongolia Energy Co., Ltd. (國電建投內蒙古能源有限公司) and concurrently deputy director and director of Hebei and Inner Mongolia coal power project department of Hebei Construction & Investment Group Co., Ltd. (河北建設投資集團有限責任公司), the Party branch secretary of Hebei Construction and Investment Small Loan Co., Ltd. (河北建投小額貸款有限責任公司), general manager of Construction and Investment Xingtai Thermal Power Co., Ltd. (建投邢台熱電有限責任公司), and deputy general manager, deputy secretary of the Party committee and general manager of Jointo Energy Investment Co., Ltd. Hebei (河北建投能源投資股份有限公司) (000600.SZ). He is currently the secretary of the Party committee, director and general manager of Jointo Energy Investment Co., Ltd. Hebei.

If elected, the term of office of Mr. Wang Jianfeng will commence from the date of approval by the shareholders of the Company at the AGM until the date of conclusion of the term of office of the eleventh session of the Board (i.e. 28 June 2025). Mr. Wang Jianfeng will not receive any Director's remuneration from the Company.

As at the date of this notice, Mr. Wang Jianfeng does 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 is not subject to any public disciplinary actions or sanctions by statutory and regulatory authorities.

As at the date of this notice, save as disclosed above, Mr. Wang Jianfeng (i) has not hold any directorship in any other public companies listed on 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 of the Company (as defined in the Hong Kong Listing Rules).

Save as disclosed above, there are no other matters concerning the proposed appointment of Mr. Wang Jianfeng that need to be brought to the attention of the shareholders of the Company and the Hong Kong Stock Exchange, and there are no other matters that need to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

6. Other Matters

- (1) Each of the H Shareholders 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 needs not be a shareholder of the Company.

- (2) If H Shareholders have appointed more than one proxy to attend the AGM, the proxies can only exercise their voting rights by way of poll.
- (3) To be valid, H Shareholders shall 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 notarized 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, Wan Chai, Hong Kong, in not less than 24 hours before the time scheduled for holding the AGM.
- (4) The above resolution No. 8 shall adopt the method of cumulative voting, i.e., the number of votes carried by each share held by the shareholders shall be equal to the number of positions and the shareholders may concentrate their entitled votes when voting. In particular, each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her multiplied by the total number of non-executive Directors upon whom he/she can vote, when electing non-executive Directors. Such votes may only be voted for the candidates of the non-executive Directors of the Company. If the total votes cast for a candidate of non-executive Director are more than half of the total number of shares with voting rights from the shareholders attending the AGM (on the basis of non-cumulative number of shares), he/she will be deemed as elected.
- (5) The AGM (onsite) is expected to last for one hour. Attending shareholders and their proxies shall be responsible for their own travel and accommodation expenses.

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- (6) Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as defined in the overseas regulatory announcements of the Company dated 22 March 2024 and 26 April 2024 in relation to the resolutions of the Board of the Company.

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

Wang Shunqi, Ying Xuejun, Xu Guang, Tian Dan, Ma Jixian, Zhu Shaowen, Cao Xin, Zhao Xianguo, Jin Shengxiang, Sun Yongxing, Niu Dongxiao, Zong Wenlong*, Zhao Yi*, Zhu Dahong*, You Yong**

* *Independent non-executive Directors*