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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 2021 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 third 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 17 November 2021 (Wednesday) to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the “Resolution on Amendments to the Articles of Association and the Procedural Rules for the Board of Directors”:
 - 1.1 To amend the Articles of Association (*Note 1*)
 - 1.2 To amend the Procedural Rules for the Board of Directors (*Note 1*)

ORDINARY RESOLUTIONS

2. To consider and approve the “Resolution on the Adjustments to the Directors of the Company”:
 - 2.1 Mr. Liu Jianlong serves as a non-executive Director of the tenth session of the Board of the Company (*Note 2*)
 - 2.2 Mr. Su Min serves as a non-executive Director of the tenth session of the Board of the Company (*Note 2*)
3. To consider and approve the “Resolution on the Adjustments to the Independent Non-executive Directors of the Company”:
 - 3.1 Mr. Zong Wenlong serves as an independent non-executive Director of the tenth session of the Board of the Company (*Note 3*)

- 3.2 Mr. Si Fengqi serves as an independent non-executive Director of the tenth session of the Board of the Company (*Note 3*)
- 3.3 Mr. Kou Baoquan serves as an independent non-executive Director of the tenth session of the Board of the Company (*Note 3*)
4. To consider and approve the “Resolution on the Adjustment to the Shareholders’ Representative Supervisor”:
- 4.1 Ms. Guo Hong serves as a shareholders’ representative supervisor of the tenth session of the Supervisory Committee of the Company (*Note 4*)

CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

Holders of H-shares of the Company (the “**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 12 November 2021 (Friday) to 17 November 2021 (Wednesday) (both dates inclusive), during which period no transfer of any H-shares of the Company will be registered. H Shareholders whose names appear on the register of members of the Company on 12 November 2021 (Friday) are entitled to attend and vote at the EGM. In order to be entitled to the attendance of the EGM, H Shareholders are required to deliver the transfer document together with the relevant share certificates to 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 11 November 2021 (Thursday).

By order of the Board
Jiang Jinming
Company Secretary

Beijing, the PRC
28 October 2021

Notes:

1. It was considered and approved at the twenty-third meeting of the tenth session of the Board to amend the relevant provisions of the Articles of Association and the Procedural Rules for the Board of Directors.

For details of this resolution, please refer to relevant announcement dated 28 October 2021 and the circular dated 28 October 2021 of the Company, respectively.

2. For details on the adjustments to the Directors, please refer to the announcement of the Company dated 28 October 2021 in relation to the resolutions of the Board and the proposed adjustments to the Directors of the Company.

The biographical details of Mr. Liu Jianlong and Mr. Su Min are set out as follows:

Mr. Liu Jianlong, male, aged 59, is a senior engineer with a master degree in engineering. He successively served as a member of the Party Group, deputy general manager and head of discipline inspection committee of Hunan Huayin Electric Power Co., Ltd. (湖南華銀電力股份有限公司) (currently known as Datang Huayin Electric Power Co., Ltd.); deputy director of the safety and production department of China Datang Corporation; secretary of the Party committee and deputy general manager of Datang Hebei Power Generation Co., Ltd. (大唐河北發電有限公司); director of science, technology and informatization department of China Datang Corporation Ltd.; general manager and deputy secretary of the Party committee of Jiangxi branch of China Datang Corporation Ltd.; general manager and deputy secretary of the Party committee of Jiangxi branch of Datang International; general manager and secretary of the Party committee of Datang Hubei Energy Development Co., Ltd. (大唐湖北能源開發有限公司); director of Yangtze River Economic Belt Planning and Development Center of China Datang Corporation (中國大唐集團長江經濟帶規劃發展中心); secretary of the Party committee and deputy general manager of Hunan branch of China Datang Corporation Ltd.; secretary of the Party committee and deputy general manager of Datang Huayin Electric Power Co., Ltd. (大唐華銀電力股份有限公司) (600744.SH). He is currently a full-time director of China Datang Corporation Ltd., director of Datang Huayin Electric Power Co., Ltd. (大唐華銀電力股份有限公司) (600744.SH), and non-executive director of China Datang Corporation Renewable Power Co., Limited (中國大唐集團新能源股份有限公司) (1798.HK).

Mr. Su Min, male, aged 59, is a senior engineer with a master degree in engineering. He successively served as a specialist engineer in Wuxi branch of the No. 703 Institute of China State Shipbuilding Corporation (中國船舶總公司第703研究所); an engineer of engine department, deputy chief engineer, deputy director, deputy director and deputy manager of Construction and Commissioning Company, and director of Northwest Electricity Construction Commissioning and Construction Research Institute (西北電建調試施工研究所); vice general manager of Northwest (Shaanxi) Electricity Construction Corp. Co. (西北(陝西)電建集團公司); deputy director of the infrastructure department of Shandong Electricity Bureau; chief of the infrastructure department of Shaanxi Electricity Company (陝西省電力公司); vice general manager and chief of infrastructure department as well as chief of preparation and construction department of technical improvement project in Huxian of Shaanxi Electricity Generation Company (陝西電力發電有限公司); chief of Datang Luoyang Thermal Power Plant (大唐洛陽熱電廠); general manager of Luoyang Shuangyuan Thermal Power Co., Ltd. (洛陽雙源熱電有限責任公司); general manager of Datang Luoyang Thermal Power Co., Ltd. (大唐洛陽熱電有限責任公司); deputy general manager of Henan branch of China Datang Corporation Ltd.; deputy general manager and general manager of Datang Jilin Power Generation Co., Ltd. (大唐吉林發電有限公司); and director of the engineering management department of China Datang Corporation Ltd. He is currently a full-time director of China Datang Corporation Ltd.

If elected, the terms of office of Mr. Liu Jianlong and Mr. Su Min will commence from the date of approval at the EGM until the date of conclusion of the term of office of the tenth session of the Board (i.e. 30 June 2022). Mr. Liu Jianlong and Mr. Su Min will not receive any remuneration from the Company.

As at the date of this notice, Mr. Liu Jianlong and Mr. Su Min have no 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). Neither of them has been subject to any public penalties and sanctions by statutory and regulatory authorities.

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

Save as disclosed above, there are no other matters concerning the proposed appointment of Mr. Liu Jianlong and Mr. Su Min that need to be brought to the attention of the shareholders and the Hong Kong 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. For details on the adjustments to independent non-executive Directors, please refer to the announcements of the Company dated 12 August 2021 and 28 October 2021 in relation to the expiry of the terms of independent non-executive Directors, the resolutions of the Board and the proposed adjustments to the independent non-executive Directors of the Company, respectively.

Mr. Luo Zhongwei, Mr. Liu Huangsong and Mr. Jiang Fuxiu have served as independent non-executive Directors of the Company for six consecutive years from 14 August 2015 to 13 August 2021. According to the relevant provisions of the Guiding Opinions on the Establishment of Independent Directorship of Listed Companies and the Working Guidelines for the Filing and Training of Independent Directors of Listed Companies promulgated by the Shanghai Stock Exchange, Mr. Luo Zhongwei, Mr. Liu Huangsong and Mr. Jiang Fuxiu have ceased to serve as independent non-executive Directors of the Company due to expiry of their terms of office. Their terms of office shall expire on the date when the new independent non-executive Directors were considered and approved at the EGM. Mr. Luo Zhongwei, Mr. Liu Huangsong and Mr. Jiang Fuxiu have confirmed that they had no disagreements with the Board and there are no matters need 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. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan are set out as follows:

Mr. Zong Wenlong, male, aged 48, holds a doctorate degree in accounting. He served as an independent director of many companies including Huadian Power International Corporation Limited (華電國際電力股份有限公司) (600027.SH), Beijing Aerospace Changfeng Co., Ltd. (北京航天長峰股份有限公司) (600855.SH) and Beijing Dongfang Guoxin Technology Co., Ltd. (北京東方國信科技股份有限公司) (300166.SZ). He is currently a professor of the School of Accounting and the head of the Department of Financial Accounting of Central University of Finance and Economics, an independent director of Datang Telecom Technology Co., Ltd. (大唐電信科技股份有限公司) (600198.SH), an independent director of China Television Media Ltd. (中視傳媒股份有限公司) (600088.SH) and an independent director of Ningxia Jiaze Renewables Corporation Limited (寧夏嘉澤新能源股份有限公司) (601619.SH).

Mr. Zong Wenlong's research mainly focuses on the fields of accounting theory and practice, especially the accounting standards for enterprises and the finance and accounting of non-profit organizations.

Mr. Si Fengqi, male, aged 48, holds a doctorate degree in power machinery and engineering, and is a professor and a doctoral supervisor. He was a visiting scholar at Lehigh University in the United States and a visiting scholar at the University of Alberta in Canada. He is currently the deputy director of the Key Laboratory of Energy Thermal Conversion and its Process Measurement and Control of the Ministry

of Education. He is also a director of Chinese Society of Power Engineering, vice chairman of Automatic Control Special Committee, director of Jiangsu Society for Engineering Thermophysics and director of Energy Research Association of Jiangsu Province.

Mr. Si Fengqi has long been engaged in teaching and research on areas such as smart power plants and big data of power, operating characteristics of large thermal power units, thermal automatic control, optimization and fault diagnosis.

Mr. Kou Baoquan, male, aged 53, holds a doctorate degree in electrical machinery and electrical appliances, and is a professor and a doctoral supervisor. He is currently a professor of the School of Electrical Engineering and Automation and the executive deputy director of the Key Laboratory of Energy Storage and Power Conversion Technology of the Ministry of Industry and Information Technology of Harbin Institute of Technology. He is also an IEEE member, a senior member of the China Electrotechnical Society and an editorial board member of “Smart Grid”. He is a communication review expert for the National Natural Science Foundation of China and the National Key R&D Programmes, and a communication review expert for the Provincial Science and Technology Award and the National Science and Technology Award. He was selected into the New Century Excellent Talent Support Program of the Ministry of Education in 2008.

Mr. Kou Baoquan has long been engaged in teaching and research on areas such as special electrical machinery and its control technology, energy storage and new energy power generation technology and linear electromagnetic propulsion technology. He has been granted more than 150 national invention patents and 5 international patents; he has led the drafting of 5 industry standards; published 1 academic works; and he has published more than 150 academic papers.

If elected, the terms of office of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan will commence from the date of approval at the EGM until the date of conclusion of the term of office of the tenth session of the Board (i.e. 30 June 2022). Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan will receive an annual allowance of RMB100,000 (after tax) from the Company.

As at the date of this notice, Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan have no 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). Neither of them has been subject to any public penalties and sanctions by statutory and regulatory authorities.

As at the date of this notice, save as disclosed above, Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan (i) have not held any directorship in the past three years in any other public companies listed on securities market in Hong Kong or overseas; and (ii) do not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

The nominations of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan were considered and approved by the nomination committee of the Board (the “**Nomination Committee**”). Upon receiving the controlling shareholder’s recommendations in respect of the candidates for the independent non-executive Directors, the Nomination Committee, having reviewed the composition of the Board as well as the backgrounds, skills, knowledge and experiences of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan, nominated Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan to the Board for it to propose to the shareholders to consider the elections of the above candidates as independent non-executive Directors at the EGM.

When considering the nominations of candidates for independent non-executive Directors, the Nomination Committee took into account objective criteria, such as occupation, academic qualifications and work experience, etc. in accordance with the Board diversity policy of the Company. In addition, the Nomination Committee reviewed the qualifications, independence, knowledge on operation and management of listed companies and the records of disciplinary sanctions of the candidates in accordance with the relevant PRC laws and regulations and the Articles of Association. The Nomination Committee further reviewed the resumes and the statements of the candidates for independent non-executive Directors provided by Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan, and believed that each of them meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Each of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan has also passed the review by the Shanghai Stock Exchange. The Shanghai Stock Exchange did not raise any objections to the qualifications and independence of these candidates for independent non-executive Directors.

The Board accepted the Nomination Committee's nominations and recommended the elections of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan as the independent non-executive Directors at the EGM.

The Board believed that each of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan has the character, integrity and experience as required to continue fulfilling the role of independent non-executive Director. Also, after considering that Mr. Zong Wenlong's research focuses on accounting theory and practice, Mr. Si Fengqi's long-term experience in teaching and research on areas such as smart power plants and big data of electric power, operating characteristics of large thermal power units, thermal automatic control, optimization and fault diagnosis, and Mr. Kou Baoquan's long-term experience in teaching and research on areas such as special electrical machinery and its control technology, energy storage and new energy power generation technology and linear electromagnetic propulsion technology, it is believed that their rich qualifications and experience in their respective fields can provide valuable insights and contribute to the diversity of the Board.

Each of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan doesn't hold seven or more directorships in listed companies, thus they can devote sufficient time and attention to the Company's affairs. In view of the above, the Board considers that the appointment of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan as the independent non-executive Directors is in the interests of the Company and the shareholders as a whole.

Save as disclosed above, there are no other matters concerning the proposed appointment of Mr. Zong Wenlong, Mr. Si Fengqi and Mr. Kou Baoquan 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

4. For details on the adjustment to the shareholder representative supervisor, please refer to the announcement of the Company dated 28 October 2021 in relation to the resolutions of the Supervisory Committee and the proposed adjustment to the shareholder representative supervisor of the Company.

Mr. Liu Quancheng has ceased to serve as a shareholder representative supervisor of the Company due to work adjustment. His term of office shall expire on the date when the new shareholder representative supervisor was considered and approved at the EGM. Mr. Liu Quancheng has confirmed that he had no disagreements with the Board and the Supervisory Committee and there are no matters need 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 Ms. Guo Hong are set out as follows:

Ms. Guo Hong, female, aged 51, is a senior economist with a postgraduate degree. Since 2003, she has successively served as the deputy director of the human resources department, director of the human resources department, deputy chief economist and manager of Import and Export Company of China National Water Resources & Electric Power Materials & Equipment Co., Ltd. (中國水利電力物資總公司), director of the leadership management office of the human resources department of China Datang Corporation, deputy general manager of Beijing-Tianjin-Hebei branch of Datang International, director of the human resources department, supervisor and deputy general manager of the Company. She is currently a member of the Party Committee and the secretary of the Discipline Committee of the Company.

If elected, the term of office of Ms. Guo Hong will commence from the date of approval at the EGM until the date of conclusion of the term of office of the tenth session of the Supervisory Committee (i.e. 30 June 2022). Ms. Guo Hong will receive remuneration according to relevant regulations and based on her actual positions in the Company, including salary, bonus, subsidy, employee welfare and insurance, housing fund and annuity, and will not receive any supervisor's remuneration from the Company.

As at the date of this notice, Ms. Guo Hong 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 and regulatory authorities.

As at the date of this notice, save as disclosed above, Ms. Guo Hong (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 (as defined in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning the proposed appointment of Ms. Guo Hong 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 Rule 13.51(2) (h) to (v) of the Listing Rules.

5. Other Matters

- (1) Each of the H Shareholders 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 H Shareholders 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 H Shareholders 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 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 EGM.

- (4) The above resolutions No. 2, No. 3 and No. 4 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: (1) 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, and such votes may only be voted for the candidates of the non-executive Directors of the Company. If a candidate of non-executive Director obtains more than half of the votes representing total number of shares with voting rights (on the basis of non-cumulative number of shares) from the shareholders attending the EGM, he/she will be deemed as elected; (2) 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 independent non-executive Directors upon whom he/she can vote, when electing independent non-executive Directors. Such votes may only be voted for the candidates of the independent non-executive Directors of the Company. If a candidate of independent non-executive Director obtains more than half of the votes representing total number of shares with voting rights (on the basis of non-cumulative number of shares) from the shareholders attending the EGM, he/she will be deemed as elected; (3) 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-employee representative supervisor upon whom he/she can vote, when electing non-employee representative supervisors. Such votes may only be voted for the candidates of the non-employee representative supervisor of the Company. If a candidate of non-employee supervisor obtains more than half of the votes representing total number of shares with voting rights (on the basis of non-cumulative number of shares) from the shareholders attending the EGM, he/she will be deemed as elected.
- (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
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 overseas regulatory announcements of the Company both dated 28 October 2021 in relation to the resolutions of the Board of the Company and the resolutions of the Supervisory Committee of the Company, respectively.

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

Liang Yongpan, Qu Bo, Ying Xuejun, Zhu Shaowen, Cao Xin, Zhao Xianguo, Jin Shengxiang, Sun Yongxing, Liu Jizhen, Luo Zhongwei*, Liu Huangsong*, Jiang Fuxiu*, Niu Dongxiao**

** Independent non-executive directors*