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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 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 fourth 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 21 December 2023 (Thursday) to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTION

1. To consider and approve the Resolution on the Financing Proposal of Datang International as the Parent Company for the Year of 2024 (*Note 1*)

ORDINARY RESOLUTIONS

2. To consider and approve the Resolution on the Provision of Guarantee for Financing of Jixi Thermal Power Company (*Note 2*)
3. To consider and approve the Resolution on the Election of Directors of the Company (*Note 3*)
 - 3.1 Mr. Wang Shunqi serves as an executive Director of the eleventh session of the Board of the Company
 - 3.2 Mr. Xu Guang serves as a non-executive Director of the eleventh session of the Board of the Company
 - 3.3 Mr. Ma Jixian serves as a non-executive Director of the eleventh session of the Board of the Company
4. To consider and approve the Resolution on the Election of an Independent Non-executive Director of the Company (*Note 4*)

- 4.1 Mr. You Yong serves as an independent non-executive Director of the eleventh session of the Board of the Company
5. To consider and approve the Resolution on the Election of a Shareholder Representative Supervisor of the Company (*Note 5*)
- 5.1 Mr. Han Fang serves as a shareholder representative supervisor of the eleventh session of the Supervisory Committee of the Company

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 18 December 2023 (Monday) to 21 December 2023 (Thursday) (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 18 December 2023 (Monday) 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 15 December 2023 (Friday).

By order of the Board
Sun Yanwen
Joint Company Secretary

Beijing, the PRC
1 December 2023

Notes:

1. As considered and approved at the twentieth meeting of the eleventh session of the Board, the financing proposal of Datang International as the parent company for the year of 2024 was approved, in which the total amount of domestic and overseas equity financing and debt financing in 2024 will not exceed RMB80 billion.

For details of the resolution, please refer to the overseas regulatory announcement of the Company dated 23 November 2023 in relation to the resolutions of the Board.

2. As considered and approved at the nineteenth meeting of the eleventh session of the Board, it was approved that Datang Heilongjiang Power Generation Co., Ltd., a wholly-owned subsidiary of the Company, would provide a guarantee limit of approximately RMB266 million for Datang Jixi Thermal Power Co., Ltd. in proportion to its shareholding.

3. For details of the election of the Directors, please refer to the announcements of the Company dated 26 September 2023, 26 October 2023 and 1 December 2023 in relation to the resolutions of the Board and the proposed adjustments to the Directors of the Company respectively.

Mr. Liang Yongpan, Mr. Xiao Zheng and Mr. Li Jingfeng will cease to serve as Directors of the Company due to work adjustment, with effect from the date when the appointment of the newly-appointed Directors is considered and approved at the EGM. Mr. Liang Yongpan, Mr. Xiao Zheng and Mr. Li Jingfeng have confirmed that they have 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 Shunqi, Mr. Xu Guang and Mr. Ma Jixian are as follows:

Mr. Wang Shunqi, aged 56, is a professorate senior engineer with a master degree. He served as the director of the general manager work department of Henan Branch of China Datang Corporation, general manager of Datang Anyang Power Generation Company (大唐安陽發電公司), deputy chief economist and director of the market and business planning department of Henan Branch of China Datang Corporation, member of the Party Group and deputy general manager of Tibet Branch of China Datang Corporation, deputy director of the general office (the policy and legal department and the international cooperation department) of China Datang Corporation, secretary of the Party Committee and deputy general manager of Datang Anhui Power Generation Co., Ltd. (大唐安徽發電有限公司), general manager and deputy secretary of the Party Committee of Datang Anhui Power Generation Co., Ltd., chairman and secretary of the Party Committee of Datang Anhui Power Generation Co., Ltd., chairman and secretary of the Party Committee of Ningxia Company of China Datang Corporation Ltd., chairman and secretary of the Party Committee of Inner Mongolia Company of China Datang Corporation Ltd., and chairman and secretary of the Party Committee of Datang Shanxi Power Generation Co., Ltd. (大唐山西發電有限公司). He is currently the secretary of the Party Committee of the Company.

Mr. Xu Guang, aged 51, is a senior engineer with a bachelor degree. He served as the deputy director of the human resources department and director of the general manager work department (international cooperation department) of China Datang Technologies & Engineering Co., Ltd. (中國大唐集團科技工程有限公司), general manager of franchised business department, general manager of Beijing Branch of China Datang Corporation Environmental Technology Co., Ltd. (中國大唐集團環境技術有限公司), deputy dean, member of the Party Committee, secretary of the Discipline Inspection Commission, chairman of the Labour Union of China Datang Technology and Economy Research Institute (中國大唐集團技術經濟研究院) and concurrently the deputy dean of China Datang Cadre Training Institute (中國大唐集團幹部培訓學院), deputy director of political work department of China Datang Corporation, director of the party and mass work department of the Company, deputy general manager, member of the Party Committee, secretary of the Discipline Inspection Commission and chairman of the Labour Union of Datang Jingjinji Power Development Company Limited (大唐京津冀能源開發有限公司), deputy director of the party group inspection work office of China Datang Corporation Ltd., deputy secretary of the Party Committee, deputy general manager and secretary of the Discipline Inspection Commission of Datang Heilongjiang Power Generation Co., Ltd. (大唐黑龍江發電有限公司), deputy secretary of the Party Committee, chairman of the Labour Union and secretary of the Discipline Inspection Commission of Can New Technology Co., Ltd. (中新能源化科技有限公司), etc. He currently serves as the deputy secretary of the Party Committee and the chairman of the Labour Union of the Company.

Mr. Ma Jixian, aged 58, is a senior engineer with a doctoral degree. He served as the deputy director of the import and export division of the foreign economic department and director of the comprehensive division of the State Economic and Trade Commission, researcher of the important industrial products

import division, director of the trade promotion division, director of the important industrial products import division and director of the import division of the Department of Foreign Trade of the Ministry of Commerce, deputy head and member of the Party Group of the Department of Commerce of Guangxi Zhuang Autonomous Region, deputy chief of the general office, deputy chief of the office of the board of directors of China Datang Corporation Ltd., deputy chief of commercial cooperation and public relations department (international cooperation department) of China Datang Corporation Ltd., deputy general manager, member of the Party committee of China Datang Corporation Overseas Investment Co., Ltd. (中國大唐集團海外投資有限公司), and deputy chief of the international business department (foreign affairs office) of China Datang Corporation Ltd. He currently serves as a full-time director of China Datang Corporation Ltd.

If elected, the terms of office of Mr. Wang Shunqi, Mr. Xu Guang and Mr. Ma Jixian will commence from the date of approval by the shareholders of the Company at the EGM until the date of conclusion of the term of office of the eleventh session of the Board (i.e. 28 June 2025). Mr. Wang Shunqi and Mr. Xu Guang will receive remuneration (including salary, bonus, subsidy, employee welfare and insurance, housing fund and annuity) based on their actual positions in the Company pursuant to relevant provisions, and will not receive any Director's remuneration; Mr. Ma Jixian will not receive any Director's remuneration from the Company.

As at the date of this notice, each of Mr. Wang Shunqi, Mr. Xu Guang and Mr. Ma Jixian 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, each of Mr. Wang Shunqi, Mr. Xu Guang and Mr. Ma Jixian (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 Mr. Wang Shunqi, Mr. Xu Guang and Mr. Ma Jixian 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 Listing Rules.

4. For details on the election of the independent non-executive Director, please refer to the announcements of the Company dated 3 March 2023 and 1 December 2023 in relation to the resignation of an independent non-executive Director, the resolutions of the Board and the proposed adjustment to the independent non-executive Director of the Company.

Mr. Si Fengqi will cease to serve as an independent non-executive Director of the Company due to personal work reason, with effect from the date when the appointment of the newly-appointed independent non-executive Director is considered and approved at the EGM. Mr. Si Fengqi 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 and the Shanghai Stock Exchange and the Hong Kong Stock Exchange.

The biographical details of Mr. You Yong are as follows:

Mr. You Yong, aged 50, holds a master degree. He served as the legal counsel of the legal affairs department, deputy general manager of the legal affairs department and general manager of the legal affairs department of China Minmetals Corporation Limited (中國五礦股份有限公司), and co-tutor of the postgraduate students of Master of Law of the Law School of Tsinghua University. He is currently the vice chairman of the Competition Commission of ICC China, arbitrator of the China International Economic and Trade Arbitration Commission, the Beijing Arbitration Commission and Hong Kong International Arbitration Center, adjunct professor of MBA Education Center of China University of Political Science and Law, and independent director of Sino Biological, Inc. (北京義翹神州科技股份有限公司) (301047.SZ).

If elected, Mr. You Yong's term of office will commence from the date of approval by the shareholders of the Company at the EGM until the date of conclusion of the term of office of the eleventh session of the Board (i.e. 28 June 2025). Mr. You Yong will receive an annual allowance of RMB100,000 (after tax) from the Company.

As at the date of this notice, Mr. You Yong 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. You Yong (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.

The nomination of Mr. You Yong was considered and approved by the nomination committee of the Board (the "**Nomination Committee**"). Upon receiving the controlling shareholder's recommendation in respect of the candidate for the independent non-executive Director, the Nomination Committee, having reviewed the composition of the Board as well as the background, skill, knowledge and experience of Mr. You Yong, nominated Mr. You Yong to the Board for it to propose to the shareholders of the Company to consider the election of the above candidate as an independent non-executive Director at the EGM.

When considering the nomination of candidate for the independent non-executive Director, 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 candidate in accordance with the relevant PRC laws and regulations and the Articles of Association. The Nomination Committee further reviewed the resume and the statement of the candidate for the independent non-executive Director provided by Mr. You Yong, and believed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board accepted the Nomination Committee's nomination and recommended the shareholders of the Company to elect Mr. You Yong to serve as an independent non-executive Director at the EGM.

The Board is satisfied that Mr. You Yong possesses the integrity, honesty and experience as required to perform the role of an independent non-executive Director on an ongoing basis. In addition, considering Mr. You Yong's long-standing involvement in the practice of law, it is believed that his extensive qualifications and experience in the field can provide valuable insights and contribute to the diversity of the Board.

Mr. You Yong doesn't hold seven or more directorships in listed companies, and thus he can devote sufficient time and attention to the Company's affairs. In view of the above, the Board considers that the appointment of Mr. You Yong as the independent non-executive Director of the Company is in the interests of the Company and its shareholders as a whole.

Save as disclosed above, there are no other matters concerning the proposed appointment of Mr. You Yong 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 Listing Rules.

5. For details on the election of the shareholder representative supervisor, please refer to the announcement of the Company dated 23 November 2023 in relation to the resolution of the Supervisory Committee and the proposed adjustment to the shareholder representative supervisor of the Company.

Mr. Zhang Xiaoxu will cease to act as the shareholder representative supervisor of the Company due to age reason, with effect from the date when the appointment of the newly-appointed shareholder representative supervisor is considered and approved at the EGM. Mr. Zhang Xiaoxu has confirmed that he has no disagreement with the Board and the Supervisory Committee of the Company, and there are no other matters that need to be brought to the attention of the shareholders of the Company and the Shanghai Stock Exchange and the Hong Kong Stock Exchange.

The biographical details of Mr. Han Fang are as follows:

Mr. Han Fang, aged 39, is an economist with a bachelor's degree. He has served as deputy director of the securities and legal affairs department of Tianjin Jinran Public Utilities Company Limited (天津津燃公用事業股份有限公司), the league secretary and assistant manager of the capital operation department (financial industry department) of Tianjin Energy Investment Group Limited (天津能源投資集團有限公司). He currently serves as the league secretary and deputy manager of the capital operation department (financial industry department) of Tianjin Energy Investment Group Limited, the chairman of Tianjin Jinneng Financial Leasing Co., Ltd. (天津津能融資租賃有限公司) and an executive director of Jinneng International Limited.

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

As at the date of this notice, Mr. Han Fang 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. Han Fang (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 Mr. Han Fang 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 Listing Rules.

6. 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 numbered 3, 4 and 5 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: (i) 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 executive Directors and non-executive Directors upon whom he/she can vote, when electing executive Directors and non-executive Directors, and such votes may only be voted for the candidates of the executive Directors and non-executive Directors of the Company. If a candidate of executive Director and 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; (ii) 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, and 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; and (iii) 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 supervisors upon whom he/she can vote, when electing non-employee supervisor, and such votes may only be voted for the candidates of the non-employee supervisors 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.

The Company's office address:

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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 26 September 2023, 26 October 2023, 23 November 2023 and 1 December 2023 in relation to the resolutions of the Board and the resolution of the Supervisory Committee.

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

Liang Yongpan, Ying Xuejun, Xiao Zheng, Li Jingfeng, Tian Dan, Zhu Shaowen, Cao Xin, Zhao Xianguo, Jin Shengxiang, Sun Yongxing, Niu Dongxiao, Zong Wenlong*, Si Fengqi*, Zhao Yi*, Zhu Dahong**

* *Independent non-executive Directors*