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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: 991)

### **NOTICE OF 2009 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2009 second extraordinary general meeting (the "EGM") of Datang International Power Generation Co., Ltd. (the "Company") will be held at the function room of 5/F, Intercontinental Hotel, No. 11 Financial Street, Xicheng District, Beijing, the People's Republic of China (the "PRC") on 10 August 2009 (Monday) at 10:30 a.m. to consider and, if thought fit, pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the provision of guarantee by the Company for the borrowing of Inner Mongolia Datang International Zhuozi Windpower Company Limited (*Note 1*);
2. To consider and approve the provision of guarantee by the Company for the borrowing of Jiangsu Datang International Lvsigang Power Generation Company Limited (*Note 2*);
3. To consider and approve the provision of guarantee by the Company for the borrowing of Yunnan Datang International Lixianjiang Hydropower Development Company Limited (*Note 3*);
4. To consider and approve the provision of guarantee by the Company for the borrowing of Inner Mongolia Datang International Hohhot Thermal Power Generation Company Limited (*Note 4*);
5. To consider and approve the provision of guarantee by the Company for the borrowing of Inner Mongolia Datang International Renewable Energy Resource Development Company Limited (*Note 5*).

#### **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 12 July 2009 to 10 August 2009 (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 12 July 2009 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 10 July 2009.

By Order of the Board  
**Zhou Gang**  
*Secretary to the Board*

Beijing, the PRC  
26 June 2009

*Notes:*

1. The board of directors (the "Board") agreed the Company to provide a guarantee of no more than RMB1.5 billion for the borrowing of its wholly-owned subsidiary, Inner Mongolia Datang International Zhuozi Windpower Company Limited ("Zhuozi Windpower Company"), for project construction as well as production and operation. As the asset-to-liability ratio of Zhuozi Windpower Company exceeds 70%, the provision of guarantee by the Company to Zhuozi Windpower Company is required to be proposed to the general meeting for consideration and approval under the Rules Governing the Listing of Securities on the Shanghai Stock Exchange (the "Shanghai Listing Rules") and the Articles of Association.
2. The Board agreed the Company to provide a guarantee of no more than RMB4 billion for the borrowing of its subsidiary, Jiangsu Datang International Lvsigang Power Generation Company Limited ("Lvsigang Power Company"), for project construction. The Company shall provide a guarantee for the full amount of the borrowing of Lvsigang Power Company. Other shareholders of Lvsigang Power Company shall also undertake the corresponding counter-guarantee obligation in proportion to their capital contributions. The scope and the term of the counter-guarantee are equivalent to those under the guarantee contracts to be entered into by the Company with banking or non-banking financial institutions. As the asset-to-liability ratio of Lvsigang Power Company exceeds 70%, the provision of guarantee by the Company to Lvsigang Power Company is required to be proposed to the general meeting for consideration and approval under the Shanghai Listing Rules and the Articles of Association.
3. The Board agreed the Company to provide a guarantee of no more than RMB510 million for the borrowing of its subsidiary, Yunnan Datang International Lixianjiang Hydropower Development Company Limited ("Lixianjiang Hydropower Company") in proportion to its capital contribution, for replacing the entrusted loan provided to Lixianjiang Hydropower Company by the Company and replenishing the working capital. As the asset-to-liability ratio of Lixianjiang Hydropower Company exceeds 70%, the provision of guarantee by the Company to Lixianjiang Hydropower Company is required to be proposed to the general meeting for consideration and approval under the Shanghai Listing Rules and the Articles of Association.
4. The Board agreed the Company to provide a guarantee of no more than RMB663 million for the borrowing of its subsidiary, Inner Mongolia Datang International Hohhot Thermal Power Generation Company Limited ("Hohhot Thermal Power Company") in proportion to its capital contribution, for replenishing the working capital and replacing the entrusted loan provided to Hohhot Thermal Power Company by the Company. As the asset-to-liability ratio of Hohhot Thermal Power Company exceeds 70%, the provision of guarantee by the Company to Hohhot Thermal Power Company is required to be proposed to the general meeting for consideration and approval under the Shanghai Listing Rules and the Articles of Association.
5. The Board agreed the Company to provide a guarantee of no more than RMB600 million for the borrowing of its subsidiary, Inner Mongolia Datang International Renewable Energy Resource Development Company Limited ("Renewable Energy Company") in proportion to its capital contribution. As the asset-to-liability ratio of Renewable Energy Resource Company exceeds 70%, the provision of guarantee by the Company to Renewable Energy Resource Company is required to be proposed to the general meeting for consideration and approval under the Shanghai Listing Rules and the Articles of Association.

6. Other Matters

- (1) Holders of H shares should note that, pursuant to the Articles of Association, the register of members of the Company will be closed from 12 July 2009 to 10 August 2009 (both dates inclusive), during which period no transfer of any H shares will be registered. Holders of H shares whose names appear on the register of members of the Company on 12 July 2009 are entitled to attend and vote at the EGM.
- (2) 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.
- (3) If 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.
- (4) To be valid, Holders of H shares must deliver the proxy form and, if such proxy 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 of Rooms 1806-1807, 18th 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.
- (5) 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 20 July 2009. 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.
- (6) The EGM is expected to last for one hour. Attending shareholders and their proxies 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: 100140  
Telephone: (8610) 8800 8669  
Fax: (8610) 8800 8684 or (8610) 8800 8111

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

*Zhai Ruoyu, Hu Shengmu, Cao Jingshan, Fang Qinghai, Zhou Gang, Liu Haixia, Guan Tiangang, Su Tiegang, Ye Yonghui, Li Gengsheng, Xie Songlin\*, Liu Chaoan\*, Yu Changchun\*, Xia Qing\* and Li Hengyuan\**

*\* Independent non-executive directors*