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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)**

**ANNOUNCEMENT**  
**MAJOR TRANSACTION**  
**AND**  
**CONTINUING CONNECTED TRANSACTIONS**

**LEASING BUSINESS COOPERATION AGREEMENT**

On 25 April 2013, the Company entered into the Leasing Business Cooperation Agreement with Datang Lease Company, pursuant to which, the Company shall conduct certain financial leasing arrangements with a transaction amount not exceeding RMB10,000 million per year with Datang Lease Company for a term of three years commencing from 1 January 2013 to 31 December 2015.

**LISTING RULES IMPLICATIONS**

As at the date of this announcement, CDC, together with its subsidiaries, hold approximately 34.71% of the issued share capital of the Company. Datang Lease Company is a subsidiary of CDC. Datang Lease Company is therefore a connected person of the Company and the Leasing Business Cooperation Agreement and the transactions thereunder constitute continuing connected transactions of the Company.

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the transaction under the Leasing Business Cooperation Agreement are more than 5%, the transaction contemplated under the Leasing Business Cooperation Agreement is subject to the reporting, announcement requirements and the

approval by the independent shareholders of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the transaction under the Leasing Business Cooperation Agreement are more than 25% and below 75%, the transaction also constitute a major transaction of the Company and is subject to notification, announcement and shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

The Company will disclose the relevant details of the transaction in the next annual report and accounts of the Company in accordance with the relevant requirements as set out in Chapter 14A of the Listing Rules. A circular containing details of the Leasing Business Cooperation Agreement, a letter from the independent board committee and a letter from the independent financial advisor, both advising the terms of the Leasing Business Cooperation Agreement, is expected to be despatched to the Shareholders on or before 20 May 2013.

## **LEASING BUSINESS COOPERATION AGREEMENT**

**Date:**

25 April 2013

**Parties:**

The Company; and  
Datang Lease Company

**Subject matter:**

Pursuant to the Leasing Business Cooperation Agreement, the Company shall conduct financial leasing arrangements with Datang Leasing Company with an annual transaction amount not exceeding RMB10,000 million.

The parties may, from time to time during the term of the agreement, enter into finance lease contracts in respect of the financial leasing arrangements and such specific finance lease contracts shall be subject to the terms of the Leasing Business Cooperation Agreement.

**Lease term:**

A term of three years, commencing from 1 January 2013 to 31 December 2015.

**Major terms:**

1. Pursuant to the Leasing Business Cooperation Agreement, Datang Leasing Company shall treat the Company as an important client and a long-term business partner by providing quality financial leasing services and support for the Company as long as such provision of services is in compliance with laws and regulations.
2. In accordance with the business principles of a financial leasing company, Datang Leasing Company shall provide the Company with financial leasing services with an annual amount not exceeding RMB10,000 million for the investment and construction of key projects of the Company in areas including thermal power, hydropower, wind power and recycling economy.
3. By making use of its professional advantages in the financial field, Datang Leasing Company shall provide the Company with various financial consulting services such as investment and financing consulting, financial advisory, financial leasing consulting and transaction arrangements.
4. Datang Leasing Company shall provide the Company with the most favourable rates for lease fees pursuant to the relevant policies and regulations of the PRC and in line with the supply and demand of capitals in the market as well as the different structural features of different lease products. The general rates for lease fees shall be equivalent to or more favourable than those offered by other domestic financial leasing companies in China for providing similar services.
5. The agreement shall become effective when it is duly signed by the parties and affixed with their respective company seals and upon the approval by the internal authority of each of the parties, including obtaining approval of the agreement by the independent shareholders at the general meeting.

## **Annual caps**

The proposed annual caps for the transactions under the Leasing Business Cooperation Agreement for each of the three years ending 31 December 2015 shall not exceed RMB10,000 million which is determined after considering the Company's planned operation arrangements in the three years ending 31 December 2015.

## **Historical transaction amounts**

The financial leasing transaction amount between the Company and Datang Lease Company for the period from 1 January 2013 to the date of this announcement amounted to RMB600 million, details of which please refer to the announcement of the Company dated 10 April 2013.

Datang Lease Company was established on 18 December 2012. The Company did not conduct any transaction in relation to financial leasing with Datang Lease Company for the year ended 31 December 2012.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE LEASING BUSINESS COOPERATION AGREEMENT**

The financial leasing arrangements under the Leasing Business Cooperation Agreement will help the Company to broaden its financing channels and raise low-cost funds under the current situations where the size of bank loans is still tightened up and the interest rates of bank financing stays high; and will further strengthen the Company's and relevant unit's bargaining power when deploying the financial leasing business with other leasing companies. Meanwhile, Datang Lease Company will be able to develop a deeper understanding in the operation of the Company and relevant units, which in turn will be able to provide a more convenient, effective and efficient financial leasing services to the Company when compared to those services provided by other financial leasing companies.

The Directors (excluding the independent non-executive Directors, whose opinion will be contained on the circular after considering the advice of independent financial adviser) are of the view that the transaction under the Leasing Business Cooperation Agreement is fair and

reasonable and conducted on normal commercial terms and in the ordinary course of business of the Company and is in the interests of the shareholders of the Company as a whole.

## **INFORMATION OF THE PARTIES**

1. The Company was established at December 1994 and is principally engaged in the construction and operation of power plants, the sale of electricity and thermal power, the repair and maintenance of power equipment and power related technical services, with its main service areas being in the PRC.
2. CDC was established on 9 March 2003 with registered capital of RMB15,394 million and is principally engaged in the development, investment, construction, operation and management of power energy, organization of power (thermal) production and sales; manufacturing, repair and maintenance of power equipment; power technology development and consultation; power engineering, contracting and consultation of environmental power engineering; development of new energy as well as development and production of power related coal resources.
3. Datang Lease Company is a subsidiary of CDC with registered capital of RMB1,000 million, which legal representative is Su Baoqing and registered address is No.601, Luoyang Road, Dongjiang Bonded Port, Binhai New Area, Tianjin. It is principally engaged in the finance leasing business, leasing business, purchase of leased property in the PRC and from overseas countries, treatment of residual value of and maintenance of leased property, consultation on leasing transactions,

## **LISTING RULES IMPLICATIONS**

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As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the transaction under the Leasing Business Cooperation

Agreement are more than 5%, the transaction contemplated under the Leasing Business Cooperation Agreement is subject to the reporting, announcement requirements and the approval by the independent shareholders of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the transaction under the Leasing Business Cooperation Agreement are more than 25% and below 75%, the transaction also constitute a major transaction of the Company and is subject to notification, announcement and shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

The Company will disclose the relevant details of the transaction in the next annual report and accounts of the Company in accordance with the relevant requirements as set out in Chapter 14A of the Listing Rules. A circular containing details of the Leasing Business Cooperation Agreement, a letter from the independent board committee and a letter from the independent financial advisor, both advising the terms of the Leasing Business Cooperation Agreement, is expected to be despatched to the Shareholders on or before 20 May 2013.

Any Shareholder with a material interest in the transaction and its associates will abstain from voting at the general meeting to be held by the Company to, among others, consider and approve the Leasing Business Cooperation Agreement and the transactions contemplated thereunder. Therefore, CDC and its associates shall abstain from voting at the general meeting to approve the Leasing Business Cooperation Agreement and the transactions contemplated thereunder.

## **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISOR**

An independent board committee comprising the independent non-executive Directors will be formed to advise the independent shareholders on the terms of the Leasing Business Cooperation Agreement.

The Company will appoint an independent financial advisor to advise the independent board committee of the Company and the independent shareholders on the terms of the Leasing Business Cooperation Agreement.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of directors
“CDC”	China Datang Corporation, a State-owned enterprise established under the laws of the PRC and is a controlling shareholder of the Company
“Company”	Datang International Power Generation Co., Ltd., a sino-foreign joint stock limited company incorporated in the PRC on 13 December 1994, whose H Shares are listed on the Stock Exchange and the London Stock Exchange and whose A Shares are listed on the Shanghai Stock Exchange. For more information, please refer to the section headed “INFORMATION OF THE PARTIES”
“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“independent shareholder”	has the meaning ascribed to it under the Listing Rules

“Datang Lease Company”	Datang Finance Lease Company. For more information, please refer to the section headed “INFORMATION OF THE RELEVANT PARTIES”
“independent shareholder”	has the meaning ascribed to it under the Listing Rules
“Leasing Business Cooperation Agreement”	the leasing business cooperation agreement dated 25 April 2013 entered into between the Company and Datang Lease Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Beijing, the PRC, 25 April 2013

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

*Liu Shunda, Hu Shengmu, Cao Jingshan, Fang Qinghai, Zhou Gang, Liu Haixia, Guan Tiangang, Mi Dabin, Ye Yonghui, Li Gengsheng, Li Yanmeng\*, Zhao Zunlian\*, Li Hengyuan\*, Zhao Jie\*, Jiang Guohua\**

*\* Independent non-executive Directors*