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中国大唐集团新能源股份有限公司

China Datang Corporation Renewable Power Co., Limited*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 01798)

CONNECTED TRANSACTION LOAN AGREEMENT

The Board is pleased to announce that, on 12 June 2014, Datang Guazhou, a non-wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Company, pursuant to which the Company will provide a loan of RMB300,000,000 to Datang Guazhou for a term of 15 years at an interest rate of 6.55% (being the benchmark interest rate of the same kind and same term given by PBOC for Renminbi loans and adjusted in line with the benchmark interest rate of the same kind and same term given by PBOC for Renminbi loans) per annum.

Datang Guazhou is jointly owned, with 51% and 49% equity interests possessed by the Company and Datang Gansu, respectively. Datang Guazhou is thus a non-wholly-owned subsidiary of the Company. As CDC directly and indirectly holds approximately 65.61% of the issued share capital of the Company, and Datang Gansu is a wholly-owned subsidiary of CDC, they are connected persons of the Company. Accordingly, the Loan Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios in respect of the transaction contemplated under the Loan Agreement exceed 0.1% but are less than 5%, the transaction is subject to the reporting and announcement requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

On 12 June 2014, the Company entered into the Loan Agreement with Datang Guazhou, pursuant to which the Company will provide a loan of RMB300,000,000 to Datang Guazhou for a term of 15 years at an interest rate of 6.55% (being the benchmark interest rate of the same kind and same term given by PBOC for Renminbi loans and adjusted in line with the benchmark interest rate of the same kind and same term given by PBOC for Renminbi loans) per annum. The loan will be used for construction of the wind power project in Beidaqiao, Guazhou, Gansu.

LOAN AGREEMENT

The principal terms of the Loan Agreement are summarised as follows:

Date: 12 June 2014

Parties: (a) the Company (as the lender); and
(b) Datang Guazhou (as the borrower)

Amount of the loan: According to the Loan Agreement, the Company shall offer Datang Guazhou a loan with the principal amount of RMB300,000,000 by instalment according to the capital needs of construction of the wind power project in Beidaqiao, Guazhou, Gansu.

Term: 15 years from the date when the Company advances the loan to the account of Datang Guazhou.

Interest rate: 6.55% (being the benchmark interest rate of the same kind and same term given by PBOC for Renminbi loans and adjusted in line with the benchmark interest rate of the same kind and same term given by PBOC for Renminbi loans) per annum, with an interest period of 3 months for the loan.

Repayment of the loan: The interest on the loan shall be paid on each interest payment date and the principal shall be paid back by instalment sum upon maturity. The loan along with accrued interest shall be paid off when it comes due. Datang Guazhou may repay all or part of the principal of and interest on the loan prior to the payment date or the final maturity date of the loan.

Use of the loan: The loan will be used for construction of the wind power project in Beidaqiao, Guazhou, Gansu.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The terms of the Loan Agreement were negotiated on an arm's length basis among the parties. The Directors (including the independent non-executive Directors) are of the view that the terms of the transaction contemplated under the Loan Agreement are normal commercial terms, are fair and reasonable, and are in the interests of the Company and its Shareholders as a whole. Furthermore, the Directors (including the independent non-executive Directors) are of the opinion that the Loan Agreement will help satisfy capital needs of construction of the wind power project in Beidaqiao, Guazhou, Gansu, and ensure smooth progress in the construction of the project, which will in turn improve the overall economies of scale of the wind power operation of the Company.

LISTING RULES IMPLICATIONS

Datang Guazhou is jointly owned, with 51% and 49% equity interests possessed by the Company and Datang Gansu, respectively. Datang Guazhou is thus a non-wholly-owned subsidiary of the Company. As CDC directly and indirectly holds approximately 65.61% of the issued share capital of the Company, and Datang Gansu is a wholly-owned subsidiary of CDC, they are connected persons of the Company. Accordingly, the Loan Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios in respect of the transaction contemplated under the Loan Agreement exceed 0.1% but are less than 5%, the transaction is subject to the reporting and announcement requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) are of the view that the terms of the transaction contemplated under the Loan Agreement are normal commercial terms, are fair and reasonable, and are in the interests of the Company and its Shareholders as a whole.

Mr. Wang Yeping, Mr. Kou Bing'en, Mr. Zhang Chunlei and Mr. Su Min, being the connected Directors, abstained from voting at the Board meeting approving the Loan Agreement and the transaction contemplated thereunder. Other than those disclosed above, none of the Directors has any material interest in the transaction.

GENERAL INFORMATION

Information of the Company

The Company was incorporated on 9 July 2010 and is a leading renewable power generation company in the PRC in terms of wind power installed capacity. The Group is principally engaged in the development, investment, construction and management of wind power and other renewable energy sources; research and development, application and promotion of low-carbon technology; research, sale, testing and maintenance of renewable energy-related equipment; power generation; engineering, construction and installation, repair and maintenance of power projects in the PRC and abroad; import and export services in relation to renewable energy equipment and technologies; foreign investment; renewable energy-related consulting services; and property leasing.

Information of the Relevant Parties

Datang Guazhou is a limited liability company established in the PRC. Datang Guazhou is jointly owned, with 51% and 49% equity interests possessed by the Company and Datang Gansu, respectively. Datang Guazhou is principally engaged in the development, construction and operation of wind power and other new energy resources as well as the sale of emission reduction credits according to the framework of CDM.

Datang Gansu is a limited liability company established in the PRC. Datang Gansu is principally engaged in the production of power and heat; the repair, commissioning, operation maintenance, manufacture and sale of power-related equipment; machinery equipment leasing; corporate management services; technology promotion services; power-related investment and entrusted asset management; the wholesale and retail of machinery equipment (excluding compact sedans), hardware, electrical materials and electronic products; computer services; economic information advisory services; and personnel training.

CDC is a state-owned enterprise incorporated in the PRC. It is principally engaged in the development, investment, construction, operation and management of power energy; the organization of power (thermal) production and sales; the manufacturing, repair and maintenance of power equipment; power technology development and consultation; contracting and consultation of power engineering and power environmental engineering; the development of renewable power; directly trading in or acting as a consignee in importation and exportation of goods and technologies (except those restricted by the State or prohibited for import and export).

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

- “Board” means the board of directors of the Company
- “CDC” means China Datang Corporation (中國大唐集團公司), a state-owned enterprise established in the PRC and a controlling shareholder of the Company
- “CDM” means the Clean Development Mechanism, an arrangement under the Kyoto Protocol allowing industrialized countries to invest in projects that reduce greenhouse gas emissions in developing countries in order to earn emission credits
- “Company” means China Datang Corporation Renewable Power Co., Limited* (中國大唐集團新能源股份有限公司), a joint stock limited company incorporated in the PRC, the H shares of which are listed on the Stock Exchange

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Datang Gansu”	means Datang Gansu Power Generation Co., Ltd. (大唐甘肅新能源有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of CDC
“Datang Guazhou”	means Datang Guazhou Renewable Power Co., Ltd. (大唐瓜州新能源有限公司), a company incorporated in the PRC and a non-wholly-owned subsidiary of the Company
“Director(s)”	means the director(s) of the Company
“Group”	means the Company and its subsidiaries
“H Shares”	means the overseas listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	means the loan agreement dated 12 June 2014 entered into by the Company and Datang Guazhou
“PBOC”	means the People’s Bank of China
“PRC”	means the People’s Republic of China
“RMB”	means Renminbi, the lawful currency of the PRC
“Shareholder(s)”	means holder(s) of shares of the Company
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited

“subsidiary” or “subsidiaries” has the meaning ascribed to it under the Listing Rules

“%” means per cent

By order of the Board
China Datang Corporation Renewable Power Co., Limited*
Chen Yong
Joint Company Secretary

Beijing, PRC, 12 June 2014

As at the date of this announcement, the executive Directors of the Company are Mr. Hu Yongsheng and Mr. Hu Guodong; the non-executive Directors are Mr. Wang Yeping, Mr. Kou Bing'en, Mr. Zhang Chunlei and Mr. Su Min; and the independent non-executive Directors are Mr. Liu Chaoan, Mr. Lo Mun Lam, Raymond and Mr. Ma Zhizhong.

* *For identification purpose only*