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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)

**ANNOUNCEMENT
CONNECTED TRANSACTION
ESTABLISHMENT OF A JOINT VENTURE**

JOINT VENTURE AGREEMENT

The Board is pleased to announce that, on 11 August 2023, Datang Renewables HK and Datang Yunnan entered into the Joint Venture Agreement in relation to, among others, the establishment of the JV Company with joint contribution by the parties to jointly develop Xundian Julongliang Wind Power Project (Phase II) and other clean energy power generation projects as authorised by the shareholders' meeting of the JV Company.

Pursuant to the Joint Venture Agreement, the total project investment amounts to approximately RMB656,083,600, and the project capital (i.e. the registered capital of the JV Company) accounts for 34% of the total investment, representing an amount of approximately RMB223,068,424, of which Datang Renewables HK will contribute RMB66,920,527.2 in cash, representing 30% of the registered capital; and Datang Yunnan will contribute RMB156,147,896.8 in cash, representing 70% of the registered capital. The difference between the total project investment and the project capital shall be settled by way of project financing.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Datang Renewables HK is a wholly-owned subsidiary of the Company. As CDC directly and indirectly holds approximately 65.61% of the issued share capital of the Company, it is the controlling shareholder of the Company as defined under the Listing Rules. As Datang Yunnan is a wholly-owned subsidiary of CDC, Datang Yunnan is thus a connected person of the Company. Therefore, the Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all conducted within a 12-month period or were otherwise related. The counterparties to the Transaction and the Previous Transactions are all subsidiaries of CDC and such transactions are similar in nature. Accordingly, such transactions shall be aggregated. The highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) upon aggregation with the Previous Transactions exceeds 5%, but as the Company has complied with all the requirements for connected transactions under Chapter 14A of the Listing Rules (including the independent Shareholders' approval requirement) in respect of Category I Transaction, the Transaction is not required to be reclassified by aggregating with Category I Transaction. As the highest applicable percentage ratio in respect of the Transaction upon aggregation with Category II Transaction exceeds 0.1% but is 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.

In addition, pursuant to Rule 14.22 of the Listing Rules, a series of transactions will be aggregated and treated as if they were one transaction if they were all conducted within a 12-month period or were otherwise related. The counterparties to the Transaction and the Previous Transactions are all subsidiaries of CDC and such transactions are similar in nature. Accordingly, such transactions shall be aggregated. The highest applicable percentage ratio upon aggregation with the Previous Transactions exceeds 5% but is less than 25%, constituting a discloseable transaction of the Company. But as the Company has complied with the requirements for discloseable transactions under Chapter 14 of the Listing Rules in respect of Category I Transaction, the Transaction is not required to be reclassified by aggregating with Category I Transaction. As the highest applicable percentage ratio of the Transaction upon aggregation with Category II Transaction is less than 5%, it does not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and thus the Transaction is not subject to the announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

JOINT VENTURE AGREEMENT

On 11 August 2023, Datang Renewables HK and Datang Yunnan entered into the Joint Venture Agreement in relation to, among others, the establishment of the JV Company with joint contribution by the parties to jointly develop Xundian Julongliang Wind Power Project (Phase II) and other clean energy power generation projects as authorised by the shareholders' meeting of the JV Company. Upon the completion of the Transaction, Datang Renewables HK and Datang Yunnan will hold 30% and 70% equity interests in the JV Company, respectively.

The principal terms of the Joint Venture Agreement are as follows:

Date:	11 August 2023
Parties:	Datang Renewables HK and Datang Yunnan
Total Project Investment:	Approximately RMB656,083,600 (subject to revision based on total settlement amount), for which the project capital (i.e. the registered capital of the JV Company) accounts for 34% of the total investment, representing an amount of approximately RMB223,068,424. The difference between the total project investment and the project capital shall be settled by way of project financing.
Amount of Capital Contribution:	<p>(a) Datang Renewables HK will contribute RMB66,920,527.2 in cash, representing 30% of the registered capital;</p> <p>(b) Datang Yunnan will contribute RMB156,147,896.8 in cash, representing 70% of the registered capital.</p> <p>The project capital and the amount of capital contribution by both parties under the Joint Venture Agreement have been determined after arm's length negotiation between both parties and with reference to various factors, including nature of the business, demand for working capital and future development plans of the JV Company.</p>
Way of Capital Contribution:	Contribution in monetary currency by each of both parties
Time of Capital Contribution:	RMB5,000,000 for the initial capital contribution, which shall be made by both parties in proportion to their shareholding ratio and is scheduled to be completed within one month upon obtaining the approval of the investment in and construction of Xundian Julongliang Wind Power Project (Phase II) and annual investment plan; the subsequent amount of paid-in capital contribution to be made by both parties for the Project(s) shall be determined based on the progress of the development and construction of the Project(s) but shall not be made later than 31 December 2024 (subject to adjustment based on the actual progress of the Project(s)).
Nature of the Joint Venture:	Limited liability company

Scope of Business:

Licensed items: power generation business, power transmission business, power supply (distribution) business; power supply business; hydropower generation; construction engineering works (except for nuclear power station construction and operation and civil airport construction). (For items subject to approval in accordance with the law and the business activities may only be conducted upon approval by the relevant departments, the specific business items shall be subject to the approval documents or permits issued by the relevant departments)

General items: power generation technical services; wind power generation technical services; solar power generation technical services; land use right leasing. (Except for those items subject to approval in accordance with the law, business activities shall be conducted independently according to the law with the business license)

Subject to those contained in the business license for enterprise legal person issued by the market regulation and administration department.

Corporate Governance:

The JV Company is proposed to set up a board of directors consisting of five directors, including one director proposed to be appointed by Datang Renewables HK and three directors proposed to be appointed by Datang Yunnan, who shall be subject to election by the shareholders' meeting of the JV Company; and one employee representative director to be elected among the employee representatives by way of the employee representatives meeting of the JV Company. The board of directors is proposed to have one chairman, who shall be recommended by Datang Yunnan and elected by the board of directors.

The JV Company is proposed to set up a supervisory committee consisting of three supervisors, including one supervisor proposed to be appointed by Datang Renewables HK and one supervisor proposed to be appointed by Datang Yunnan, who shall be subject to election by the shareholders' meeting of the JV Company; and one employee representative supervisor to be elected among the employee representatives of Datang Yunnan by way of the employee representatives meeting of the JV Company. The supervisory committee is proposed to have one chairman, who shall be elected by more than half of all the supervisors.

REASONS FOR AND BENEFITS OF ENTERING INTO THE JOINT VENTURE AGREEMENT

Xundian Julongliang Wind Power Project (Phase II) is located in Xundian Hui and Yi Autonomous County, Kunming City, Yunnan Province. The site is rich in wind resources and is one of the key areas for the Company's development during the "14th Five-Year Plan" period and in the long term. The entering into of the Joint Venture Agreement is conducive to promoting the development and construction of Xundian Julongliang Wind Power Project (Phase II), and facilitating the development of the Company's subsequent new energy projects (if any) in Xundian, Yunnan Province, which is in line with the development strategy of the Company, as well as national development objectives of "carbon peaking and carbon neutrality", and contributes to the promotion of the Company's high-quality development.

The Directors (excluding the connected Directors, but including the independent non-executive Directors) are of the view that the terms of the Joint Venture Agreement are entered into on normal commercial terms, which are fair and reasonable and in the interest of the Company and the Shareholders as a whole, notwithstanding that the Transaction is not conducted in the ordinary and usual course of business of the Company. Mr. Yu Fengwu, Mr. Liu Quancheng, Ms. Zhu Mei, Mr. Wang Shaoping and Mr. Shi Feng, being Directors, have abstained from voting on the resolution in relation to the Joint Venture Agreement considered and approved at the Board meeting by virtue of their positions in CDC Group thus being connected Directors. Save as disclosed above, no Director has any material interest in the Joint Venture Agreement and shall abstain from voting on the relevant Board resolution.

LISTING RULES IMPLICATIONS

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Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all conducted within a 12-month period or were otherwise related. The counterparties to the Transaction and the Previous Transactions are all subsidiaries of CDC and such transactions are similar in nature. Accordingly, such transactions shall be aggregated. The highest applicable percentage ratio upon aggregation with the Previous Transactions exceeds 5%, but as the Company has complied with all the requirements for connected transactions under Chapter 14A of the Listing Rules (including the independent Shareholders' approval requirement) in respect of Category I Transaction, the Transaction is not required to be reclassified by aggregating with Category I Transaction. As the highest applicable percentage ratio in respect of the Transaction upon aggregation with Category II Transaction exceeds 0.1% but is 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.

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GENERAL INFORMATION

Information on the Company

The Company is a joint stock limited company incorporated in the PRC in September 2004. The Group is primarily engaged in the development, investment, construction and management of wind power and other renewable energy resources; research and development, application and promotion of low carbon technology; research, sale, testing and maintenance of renewable energy-related equipment; power generation; design, construction and installation, repair and maintenance of domestic and overseas power projects; import and export services of renewable energy equipment and technology; foreign investment; renewable energy-related consulting services.

Information on Datang Renewables HK

Datang Renewables HK is a company incorporated in Hong Kong with limited liability in January 2011 and a wholly-owned subsidiary of the Company. It is mainly engaged in businesses relating to power and energy projects.

Information on Datang Yunnan

Datang Yunnan is a company incorporated in the PRC with limited liability in May 2015 and a wholly-owned subsidiary of CDC. The business scope of Datang Yunnan mainly covers: development, investment, construction, operation and management of power energy, organization of power (thermal) production, operation and sales; examination and maintenance and commissioning of electric power equipment; power technology development and consulting services, contracting and consulting of electric power engineering; development of new energy, development and sales of power materials and coal, science and technology and environmental protection, logistics, leasing and other related businesses.

DEFINITIONS

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

- “Board” the board of Directors of the Company
- “Category I Transaction” the Capital Contribution Agreement of Datang Hami New Energy Co., Ltd.* (大唐哈密新能源有限公司) entered into between the Company and Datang Xinjiang Power Generation Co., Ltd.* (大唐新疆發電有限公司) on 28 December 2022, in relation to, among others, the establishment of Datang Hami New Energy Co., Ltd. with joint contribution by the parties thereto. For details, please refer to the announcement of the Company dated 28 December 2022 and the circular of the Company dated 29 December 2022
- “Category II Transaction” the Investment Agreement on Dayao Dapingdi Phase II Photovoltaic Project and Capital Increase Agreement of Datang (Dayao) New Energy Development Co., Ltd.* (大唐(大姚)新能源開發有限公司) entered into between Datang Renewables HK and Datang Yunnan on 13 June 2023, in relation to, among others, the increase in capital contribution made by the parties thereto in the sum of RMB172,561,356 to Datang (Dayao) New Energy Development Co., Ltd. in proportion to their shareholdings therein. For details, please refer to the announcement of the Company dated 13 June 2023

“CDC”	China Datang Corporation Ltd.* (中國大唐集團有限公司), a state-owned enterprise incorporated in the PRC, whose ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, and is the controlling shareholder of the Company
“CDC Group”	CDC and its subsidiaries, excluding the Group
“Company”	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 (Stock Code: 01798)
“connected Director(s)”	any Director(s) who is/are considered to have a material interest in the Joint Venture Agreement under Rules 2.15 and 2.16 of the Listing Rules
“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Datang Renewables HK”	Datang Renewables (H.K.) Co., Limited* (大唐新能源(香港)有限公司), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Datang Yunnan”	Datang Yunnan Power Generation Co., Ltd.* (大唐雲南發電有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of CDC
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

“Joint Venture Agreement”	the Investment Agreement on Xundian Julongliang Wind Power Project (Phase II) and Capital Contribution Agreement for Datang (Xundian) Clean Energy Co., Ltd. (《尋甸巨龍樑風電項目(二期)投資協議暨大唐(尋甸)清潔能源有限公司出資協議》) entered into by Datang Renewables HK and Datang Yunnan on 11 August 2023 in relation to the establishment of the JV Company with joint contribution
“JV Company”	Datang (Xundian) Clean Energy Co., Ltd.* (大唐(尋甸)清潔能源有限公司), a company proposed to be incorporated in the PRC in accordance with the Joint Venture Agreement with limited liability
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region and Taiwan
“Previous Transactions”	collectively, Category I Transaction and Category II Transaction
“Project(s)”	Xundian Julongliang Wind Power Project (Phase II) and other clean energy power generation projects as authorised by the shareholders’ meeting of the JV Company
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Company’s shares
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Transaction”	the establishment of the JV Company with joint contribution by Datang Renewables HK and Datang Yunnan pursuant to the Joint Venture Agreement

“Xundian Julongliang
Wind Power Project
(Phase II)”

Xundian Julongliang 120MW Wind Power Project (Phase II). Xundian Julongliang Wind Power Project (Phase II) is located in Xundian Hui and Yi Autonomous County, Kunming, Yunnan Province, and such phase is a wind power project with a total installed capacity of 120MW

“%”

per cent.

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

Beijing, the PRC, 11 August 2023

As at the date of this announcement, the executive director of the Company is Mr. Liu Guangming; the non-executive directors are Mr. Yu Fengwu, Mr. Liu Quancheng, Ms. Zhu Mei, Mr. Wang Shaoping and Mr. Shi Feng; and the independent non-executive directors are Mr. Lo Mun Lam, Raymond, Mr. Yu Shunkun and Mr. Qin Haiyan.

* *For identification purpose only*