
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Datang Corporation Renewable Power Co., Limited***, you should at once hand this circular and the forms of proxy dispatched to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2023
INDEPENDENT AUDITOR'S REPORT AND
AUDITED FINANCIAL REPORT FOR 2023
FINAL FINANCIAL REPORT FOR 2023
FINANCIAL BUDGET PLAN FOR 2024
PROFIT DISTRIBUTION PLAN FOR 2023
REPORT ON OPERATION AND INVESTMENT PLAN FOR 2024
FINANCING BUDGET PLAN FOR 2024
GRANT OF GENERAL MANDATE TO THE BOARD OF
DIRECTORS TO ISSUE SHARES
GRANT OF GENERAL MANDATE TO THE BOARD OF
DIRECTORS TO REPURCHASE H SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING,
NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING IN 2024
AND
NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2024

A letter from the Board is set out on pages 1 to 15 of this circular.

The Company will convene the AGM, the Domestic Share Class Meeting and the H Share Class Meeting at 10:00 a.m. on Friday, 28 June 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC. The notice of the AGM, the notice of the Domestic Share Class Meeting and the notice of the H Share Class Meeting are set out on pages 20 to 22, pages 23 to 24 and pages 25 to 26 of this circular, respectively.

If you intend to appoint a proxy to attend the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting, you are required to complete and return the form(s) of proxy published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cdt-re.com>) in accordance with the instructions printed thereon. For H Shareholders, the form(s) of proxy should be returned to Computershare Hong Kong Investor Services Limited and for Domestic Shareholders, the form(s) of proxy should be returned to the Company's head office in the PRC, provided that the registered Shareholders and HKSCC Nominees Limited receiving the voting instructions from non-registered Shareholders shall return the completed form(s) of proxy by hand or by post not less than 24 hours before the time fixed for convening the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting or any adjourned meeting thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting or any adjourned meeting thereof should you so wish.

30 May 2024

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting for the year 2023 to be convened by the Company at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Friday, 28 June 2024
“Articles of Association”	the articles of association of the Company (as amended, supplemented or otherwise modified from time to time)
“Board of Directors” or “Board”	the board of Directors of the Company
“CDC”	China Datang Corporation Ltd., a state-owned enterprise incorporated in the PRC, the ultimate beneficial owner of which is the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, and is the controlling shareholder of the Company
“China” or “PRC”	the People’s Republic of China, which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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 and its H Shares are listed on the Stock Exchange (stock code: 01798)
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which is/are subscribed for and credited as fully paid in RMB by PRC citizens and/or PRC incorporated entities

* For identification purpose only

DEFINITIONS

“Domestic Share Class Meeting”	the first domestic share class meeting in 2024 to be convened by the Company at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC on Friday, 28 June 2024, immediately following the conclusion of the AGM
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Stock Exchange (stock code: 01798)
“H Share Class Meeting”	the first H share class meeting in 2024 to be convened by the Company at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC on Friday, 28 June 2024, immediately following the conclusion of the Domestic Share Class Meeting
“H Shareholder(s)”	holder(s) of H Share(s)
“HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining of certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Share(s) and H Share(s)

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs (as amended, supplemented or otherwise modified from time to time)
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Li Kai (Chairman)
Mr. Wang Fanghong

Non-executive Directors:

Mr. Yu Fengwu
Ms. Zhu Mei
Mr. Wang Shaoping
Mr. Shi Feng

Independent Non-executive Directors:

Mr. Lo Mun Lam, Raymond
Mr. Yu Shunkun
Mr. Qin Haiyan

Registered office in the PRC:

Room 6197, 6/F, Building 4
Courtyard 49, Badachu Road
Shijingshan District
Beijing, the PRC

Head office in the PRC:

8/F, Building 1
No. 1 Caishikou Street
Xicheng District
Beijing, the PRC

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

30 May 2024

To the Shareholders:

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2023
INDEPENDENT AUDITOR'S REPORT AND
AUDITED FINANCIAL REPORT FOR 2023
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DIRECTORS TO ISSUE SHARES
GRANT OF GENERAL MANDATE TO THE BOARD OF
DIRECTORS TO REPURCHASE H SHARES**

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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with further information on the resolutions set out below, so as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting for the relevant issues:

1. Work report of the Board of Directors for 2023;
2. Work report of the Supervisory Committee for 2023;
3. Independent auditor's report and audited financial report for 2023;
4. Final financial report for 2023;
5. Financial budget plan for 2024;
6. Profit distribution plan for 2023;
7. Report on operation and investment plan for 2024;
8. Financing budget plan for 2024;
9. Mandate to the Board of Directors to determine the issuance of new Shares of not more than 20% of the total number of Shares in issue; and
10. Mandate to the Board of Directors to determine the repurchase of up to 10% of the total number of H Shares in issue.

1. THE RESOLUTION IN RELATION TO THE WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for 2023 (including the remuneration of the Directors, Supervisors and senior management). The full text of the work report of the Board of Directors is set out in the 2023 annual report of the Company published on 29 April 2024.

LETTER FROM THE BOARD

2. THE RESOLUTION IN RELATION TO THE WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2023

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee for 2023. The full text of the work report of the Supervisory Committee is set out in the 2023 annual report of the Company published on 29 April 2024.

3. THE RESOLUTION IN RELATION TO THE INDEPENDENT AUDITOR'S REPORT AND AUDITED FINANCIAL REPORT FOR 2023

An ordinary resolution will be proposed at the AGM to approve the independent auditor's report and audited financial report of the Company for 2023. The full text of the independent auditor's report and audited financial report are set out in the 2023 annual report of the Company published on 29 April 2024.

4. THE RESOLUTION IN RELATION TO THE FINAL FINANCIAL REPORT FOR 2023

An ordinary resolution will be proposed at the AGM to approve the final financial report for 2023 audited in accordance with the China Accounting Standards for Business Enterprises and the International Accounting Standards. As shown in the 2023 consolidated financial statements of the Company according to the China Accounting Standards for Business Enterprises and the International Accounting Standards, the Company recorded operating revenue of RMB12,802,292,000, other net income and other gains of RMB404,807,000, operating expenses of RMB7,900,423,000, operating profit of RMB5,306,676,000 and net profit attributable to the owners of the parent company of RMB2,753,227,000.

5. THE RESOLUTION IN RELATION TO THE FINANCIAL BUDGET PLAN FOR 2024

An ordinary resolution will be proposed at the AGM to approve the financial budget plan for 2024. The financial budget plan is prepared with reference to the Company's historical results, development targets for 2024 and value maximization principle.

6. THE RESOLUTION IN RELATION TO THE PROFIT DISTRIBUTION PLAN FOR 2023

An ordinary resolution will be proposed at the AGM to approve the profit distribution plan for 2023.

LETTER FROM THE BOARD

Pursuant to relevant laws, regulations, the Articles of Association and other relevant documents, the Board has proposed to distribute cash dividend of RMB0.07 per share (tax inclusive), totaling RMB509,159,070.00 (tax inclusive) (the “**Final Dividend**”), to the Shareholders whose names appear on the register of members of the Company on Sunday, 14 July 2024. The Final Dividend to be distributed will be denominated and announced in RMB, of which Domestic Shareholders will be paid in RMB and H Shareholders will be paid in HK dollars. The exchange rate of HK dollars will be calculated in accordance with the average central parity rate published by the PBOC of the five working days before the day the dividend distribution announcement is made. Such Final Dividend will be distributed on or before Friday, 23 August 2024. The Final Dividend is subject to approval by the Shareholders at the AGM.

In addition, the register of members of the Company will be closed from Tuesday, 9 July 2024 to Sunday, 14 July 2024 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be qualified for entitlement of the Final Dividend, holders of H Shares of the Company shall lodge the transfer documents accompanied by relevant share certificates with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 8 July 2024.

Meanwhile, the resolution in relation to authorisation to the Board to execute the aforementioned distribution plan will be proposed at the AGM.

Withholding and Payment of Final Dividend Income Tax on Behalf of Overseas Shareholders

Withholding and Payment of Enterprise Income Tax on Behalf of Overseas Non-Resident Enterprise Shareholders

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementing rules and the requirements under the Notice on the Issues Concerning Withholding and Payment of the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Who are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) issued by the State Administration of Taxation (國家稅務總局《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), the Company will withhold and pay enterprise income tax at the rate of 10% when it distributes the Final Dividend to overseas non-resident enterprise holders of H Shares (including any H Shares of the Company registered in the name of Hong Kong Securities Clearing Company Nominees Limited, but excluding any H Shares of the Company registered in the name of Hong Kong Securities Clearing Company Nominees Limited which are held by China Securities Depository and Clearing Corporation Limited as nominee holder on behalf of investors who invest in the H Shares of the Company through Shanghai-Hong Kong Stock Connect).

LETTER FROM THE BOARD

Withholding and Payment of Individual Income Tax on behalf of Overseas Individual Shareholder

Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) and its implementing rules, the Notice of the State Administration of Taxation on Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) (the “**Tax Notice**”) and other relevant laws, regulations and requirements under normative documents, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax on behalf of the overseas individual H Shareholders:

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shareholders in the distribution of the Final Dividend;
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will withhold and pay individual income tax on behalf of the individual pursuant to the relevant requirements under the Announcement of the State Administration of Taxation on Promulgating the Administrative Measures for Convention Treatment for Non-resident Taxpayers (SAT Announcement [2019] No. 35) (《國家稅務總局關於發佈〈非居民納稅人享受協定待遇管理辦法〉的公告》(國家稅務總局公告2019年第35號));
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty on behalf of these individual H Shareholders in the distribution of the Final Dividend; and

LETTER FROM THE BOARD

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shareholders in the distribution of the Final Dividend.

Withholding and Payment of Individual Income Tax on behalf of Individual Shareholders through Hong Kong Stock Connect

Pursuant to the relevant requirements of the Notice on the Tax Policies related to the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai-Hong Kong Stock Markets (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice of the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission on the Tax Policies related to the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen-Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by individual domestic investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the companies of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors.

The Company will withhold and pay the enterprise and individual income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and based on the Company's register of members of H Shares on the record date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding and payment of enterprise and individual income tax. The Company will not be liable for any claim arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding and payment.

LETTER FROM THE BOARD

7. THE RESOLUTION IN RELATION TO THE REPORT ON OPERATION AND INVESTMENT PLAN FOR 2024

An ordinary resolution will be proposed at the AGM to approve the report on operation and investment plan for 2024. It is estimated that the Company's investment plan for large and medium-sized capital construction projects will be approximately RMB13,121.08 million, the investment plan for equity participation will be approximately RMB10.95 million, and the investment plan for small-sized capital construction projects will be approximately RMB2.08 million for 2024. The investment plan and capital plan will be amended by the Company with reference to the progress of preparation work and construction of ongoing projects.

8. THE RESOLUTION IN RELATION TO THE FINANCING BUDGET PLAN FOR 2024

A special resolution will be proposed at the AGM to approve the financing budget plan for 2024.

In order to accommodate the capital demands for high-quality development and production and operation of the Group, closely keep up with capital market changes, further expand financing channels, effectively optimize the capital and debt structure and further strengthen asset-liability ratio control and reduce financing cost, the Company proposes the financing budget plan for 2024, details of which are as follows:

I. Overall Financing Budget Plan of the Company

The Company's total financing size amounted to RMB80.983 billion for year 2024, among which: debt financing of RMB66.983 billion (the net increase in financing for the year will not exceed RMB9.8 billion) and equity financing of RMB14.0 billion.

(I) Debt Financing Budget Plan

The Company proposes to satisfy the capital demands for project construction, liquidity required by production and operation activities and loans swap through debt financing. The amount of new financing is limited within the annual financing budget, which will be adjusted with the adjustment to the annual investment plan of the Company.

Debt financing varieties include but are not limited to borrowings from financial institutions, corporate overdraft loans, finance lease, bank acceptance, letter of credit from banks, entrusted loans, insurance funds and debts investment plans, collective assets trust plans, trust financing, letter of credit financing, note financing, factoring financing, foreign currency financing and bonds financing (including but not limited to various types of bonds issued in the interbank market, insurance market and exchange, debt financing instruments of non-financial enterprises, corporate bonds, enterprise bonds, asset-backed notes (ABN), asset-backed commercial papers (ABCP), asset-backed securities (ABS), equity investment notes, carbon neutral and green medium-term notes, etc.).

LETTER FROM THE BOARD

(II) Equity Financing Budget Plan

In order to optimize the capital structure, improve refinancing capabilities and effectively reduce the asset-liability ratio, the Company proposes to introduce equity funds of RMB3.0 billion (due for swap of RMB3.0 billion) in 2024 to swap bonds financing, swap equity financing, swap bank loans, replenishment of working capital, repayment of debts, debt structure adjustment and investment in projects and others.

Equity financing varieties include but are not limited to, perpetual medium-term bills, perpetual targeted debt financing instruments, renewable corporate bonds, perpetual insurance funds and debts investment plans, financing through asset securitization, market-based debt-to-equity swap, factoring financing without recourse, loans similar to perpetual loans, perpetual collective assets trust plans, equity REITs (public REITs, interbank REITs, exchange-traded REITs) financing products, industrial investment funds and equity financing, etc.

(III) Registration of Relevant Bonds

In order to effectively launch the bond issuance within the scope of the budget and smoothly replace the maturing bonds and other interest-bearing debts, effectively reduce the financial expenses and optimize the financial structure of the Company, the Company intends to initiate the registration of various types of registered debt financing instruments (“DFI(s)”), as described below:

DFI is an innovative debt financing instrument product launched by the National Association of Financial Market Institutional Investors for high-quality issuers, which has the advantages of high audit efficiency, flexible issuance varieties, and convenient management for lead underwriters, etc. The Company has fulfilled the registration conditions for registering DFI. During the validity period of DFI registration, the Company may choose to issue a variety of products, including ultra-short-term debentures, short-term debentures, medium-term bills, perpetual medium-term bills, asset-backed bills and green debt financing instruments, etc. The lead underwriters, issuance type, issuance size and issuance period may be determined before each issuance based on the actual demand of the current period. The uses of proceeds include, but are not limited to, supplementation of Company’s working capital, repayment of debt, debt structure adjustment and investment in projects. The issuance quota shall be controlled within the annual financing budget, and the issuance interest rate and terms are to be determined based on relevant securities pricing and valuation in the market.

LETTER FROM THE BOARD

In 2024, the Company will, based on its own production and operation situation, capital situation and future operation and development needs, after reasonable forecasting and planning, within the approved overall financing budget, take into account the various types of financing costs and flexibly formulate a financing plan so as to reduce the Company's cost of capital in general.

II. Guarantee Budget

The guarantee budget balance for 2024 is RMB869.32 million, representing a net increase of RMB69.56 million from the end of the previous year, including: an addition of guarantee budget of RMB200,000,000 for Datang Renewables (H.K.) Co., Limited.

III. Mandate

It is proposed to the AGM to authorize the Board to arrange specific financing plans under the above conditions and to authorize the Board to delegate to the management to deal with matters in relation to the above financing plans within the scope of authorization granted at the AGM, and to authorize the secretary to the Board of the Company to deal with all matters in relation to the announcements and disclosure. The term of these authorizations commences from the date when this resolution is approved at the AGM to the date when the annual general meeting for the year 2024 of the Company is convened.

LETTER FROM THE BOARD

9. THE RESOLUTION IN RELATION TO MANDATE TO THE BOARD OF DIRECTORS TO DETERMINE THE ISSUANCE OF NEW SHARES OF NOT MORE THAN 20% OF THE TOTAL NUMBER OF SHARES IN ISSUE

A special resolution will be proposed at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting to approve the mandate to the Board of Directors to determine the issuance of new Shares of not more than 20% of the total number of Shares in issue.

As of the Latest Practicable Date, the Company has issued Domestic Shares and H Shares in an aggregate number of 7,273,701,000, of which 4,772,629,900 Domestic Shares and 2,501,071,100 H Shares.

In accordance with the requirements of the State-owned Assets Supervision and Administration Commission of the State Council for improving the quality of listed companies, listed companies are required to enhance their ability to cope with the complexities of the capital market, improve their speed of response, decision-making efficiency and execution efficiency, and make timely use of means such as the issuance of additional shares by listed companies in accordance with the laws and regulations, so as to guide listed companies in a reasonable return of their value and to assist in the healthy development of the enterprises. Accordingly, it is proposed at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting to grant the following rights to the Board:

- (1) to propose, subject to the requirements of item (2) of this resolution, to generally and unconditionally authorise the Board to, during the Relevant Period (as hereinafter defined), exercise all rights of the Company to allot or issue, either separately or concurrently, Domestic Shares or/and H Shares and execute or grant any offers, agreements and arrangements which may require the exercise of such rights;
- (2) subject to the approval of item (1) of this resolution, the Board may allot or issue, either separately or concurrently, Domestic Shares or/and H Shares with an aggregate number of not more than 20% of the total number of Shares in issue as at the date of passing of this resolution at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting;

LETTER FROM THE BOARD

- (3) subject to the requirements of items (1) and (2) of this resolution, the Board may, within the given limits, determine the respective numbers of Domestic Shares or/and H Shares to be allotted or issued, either separately or concurrently;
- (4) according to the applicable laws, regulations and requirements, the Board may fulfill the necessary approvals or perform the filing procedures, and obtain the approval of all relevant governmental authorities and/or regulatory bodies, as applicable;
- (5) according to the Company's actual condition of the allotment or issuance of new Domestic Shares and new H Shares, either separately or concurrently, the Board may increase the registered capital of the Company and make appropriate amendments to Articles 19, 20 and 23 to the Articles of Association.

The validity period of the aforesaid authorization to issue Shares shall commence on the date on which this resolution is considered and approved at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting and shall end on the earliest of the following three dates (the "**Relevant Period**"):

- (1) the expiration date of 12 months from the date on which this resolution is considered and approved at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting;
- (2) the conclusion of the 2024 annual general meeting of the Company; or
- (3) the date on which the mandate granted under this resolution is revoked or varied by the Shareholders at any general meeting by way of special resolution or by the Domestic Shareholders and H Shareholders at their respective class meetings by way of special resolution.

10. THE RESOLUTION IN RELATION TO MANDATE TO THE BOARD OF DIRECTORS TO DETERMINE THE REPURCHASE OF UP TO 10% OF THE TOTAL NUMBER OF H SHARES IN ISSUE

A special resolution will be proposed at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting to approve the mandate to the Board of Directors to determine the repurchase of up to 10% of the total number of H Shares in issue.

LETTER FROM THE BOARD

In accordance with the requirements of the State-owned Assets Supervision and Administration Commission of the State Council for improving the quality of listed companies, listed companies are required to enhance their ability to cope with the complexities of the capital market, improve their speed of response, decision-making efficiency and execution efficiency, and make timely use of means such as the repurchase of shares by listed companies in accordance with the laws and regulations, so as to guide listed companies in a reasonable return of their value and to assist in the healthy development of the enterprises. Accordingly, it is proposed at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting to grant the following rights to the Board:

- (1) to propose to generally and unconditionally authorise the Board to, during the Repurchase Relevant Period (as hereinafter defined), to use its own funds, etc. to repurchase the H Shares of the Company in issue at its discretion (the “**H Share Repurchase Mandate**”) in accordance with the capital market situation and the fluctuation of the share price of the Company and in accordance with the applicable laws, regulations and rules and the provisions of the Articles of Association, and that the total number of H Shares to be repurchased shall not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting;
- (2) subject to the requirements of item (1) of this resolution, the Board may perform the following acts (including but not limited to) in relation to the exercise of the H Share Repurchase Mandate:
 - (a) to formulate and implement a specific repurchase plan in accordance with the provisions of the Company Law and the Articles of Association, including but not limited to the price, batch, number of shares and running time of the H Share repurchase;
 - (b) to notify creditors and make public announcements in accordance with the provisions of the Company Law and the Articles of Association;
 - (c) to open overseas share accounts and carry out related change of foreign exchange registration procedures;
 - (d) to fulfill necessary approvals or perform filing procedures in accordance with applicable laws, regulations and requirements;

LETTER FROM THE BOARD

- (e) to complete the cancellation procedures for the H Share repurchase, to reduce the registered capital, to amend the Articles of Association in relation to share capital and shareholding structure, and to fulfill the relevant registration and filing procedures;
- (f) to sign other documents and handle other matters relating to the H Share repurchase.

The H Share Repurchase Mandate shall be conditional upon the fulfillment of all of the following conditions:

- (1) the obtaining of approvals from all competent regulatory authorities (if applicable) in accordance with the laws and regulations in the PRC;
- (2) pursuant to the Company Law and the notice procedures stipulated in the Articles of Association, in the event no creditor requires the Company to repay or provide security for any amount owed by the Company to the creditor, or if any of the Company's creditors requires the Company to repay or provide security, the Company has, at its sole and absolute discretion, made repayments or provided security for such amount. If the Company decides to repay any amount to any of its creditors, the Company will use internal funds to repay such amount.

The validity period of the H Share Repurchase Mandate shall commence on the date on which this resolution is considered and approved at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting and shall end on the earliest of the following three dates (the “**Repurchase Relevant Period**”):

- (1) the expiration date of 12 months from the date on which this resolution is considered and approved at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting;
- (2) the conclusion of the 2024 annual general meeting of the Company; or
- (3) the date on which the mandate granted under this resolution is revoked or varied by the Shareholders at any general meeting by way of special resolution or by the Domestic Shareholders and H Shareholders at their respective class meetings by way of special resolution.

An explanatory statement required by the Listing Rules to be given to the Shareholders is set out in Appendix I to this circular. The explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the granting of the H Share Repurchase Mandate.

LETTER FROM THE BOARD

AGM, DOMESTIC SHARE CLASS MEETING AND H SHARE CLASS MEETING

The AGM, the Domestic Share Class Meeting and the H Share Class Meeting are proposed to be held at 10:00 a.m. on Friday, 28 June 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to approve the resolutions to be proposed at these meetings as set out in the notice of the AGM, the notice of the Domestic Share Class Meeting and/or the notice of the H Share Class Meeting, respectively. The notice of the AGM, the notice of the Domestic Share Class Meeting and the notice of the H Share Class Meeting are set out on pages 20 to 22, pages 23 to 24 and pages 25 to 26 of this circular, respectively.

In order to ascertain the entitlements of the Shareholders to attend the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting, the register of members of the Company will be closed from Monday, 24 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting, all transfer documents accompanied by relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Friday, 21 June 2024.

In order to ascertain the entitlements of the Shareholders to receive the Final Dividend, the register of members of the Company will be closed from Tuesday, 9 July 2024 to Sunday, 14 July 2024 (both days inclusive), during which no transfer of Shares of the Company will be effected. To be eligible to receive the Final Dividend, all transfer documents accompanied by relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Monday, 8 July 2024.

The forms of proxy for use at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting respectively have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cdt-re.com>). If you intend to appoint a proxy to attend the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting, you are required to complete and return the form(s) of proxy in accordance with the instructions printed thereon as soon as possible, provided that the registered Shareholders and HKSCC Nominees Limited receiving the voting instructions from non-registered holders shall return the completed form(s) of proxy by hand or by post not less than 24 hours before the time fixed for convening the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting or any adjourned meeting thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting or at any adjourned meeting thereof should you so wish.

LETTER FROM THE BOARD

VOTING BY POLL AT AGM, DOMESTIC SHARE CLASS MEETING AND H SHARE CLASS MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting will therefore demand a poll for every resolution put to the vote of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting pursuant to Article 81 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (if being a corporation, by its duly authorized representative) at the AGM, the Domestic Share Class Meeting and/or the H Share Class Meeting shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she has in the same manner.

RECOMMENDATION

The Board considers that the aforesaid resolutions are in the best interests of the Company and its Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of the resolutions set out in the notice of the AGM, the notice of the Domestic Share Class Meeting and the notice of the H Share Class Meeting which are to be proposed at these meetings.

By order of the Board

China Datang Corporation Renewable Power Co., Limited*

Zou Min

Joint Company Secretary

* *For identification purpose only*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting in relation to the granting of the H Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,273,701,000 Shares, including 4,772,629,900 Domestic Shares and 2,501,071,100 H Shares.

Subject to the passing of the special resolution at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting in respect of the granting of the H Share Repurchase Mandate to the Board and on the basis that the total number of the issued H Shares of the Company remains unchanged on the date of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting, i.e. being 2,501,071,100 H Shares, the Directors would be authorized under the H Share Repurchase Mandate to repurchase, during the period in which the H Share Repurchase Mandate remains in force, a maximum of 250,107,110 H Shares, representing 10% of the total number of H Shares in issue as at the date of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.

2. REASONS FOR H SHARE REPURCHASE

The Directors believe that the granting of the H Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

H Share repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Board believes that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply self-owned funds legally available for H Share repurchase in accordance with the Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be an adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the H Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the H Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The Directors will determine the number of H Shares to be repurchased, the share price at which the H Shares are to be repurchased and the other terms on which the repurchase is to be made, taking into account the prevailing market conditions at the time, as appropriate and in the best interests of the Company.

5. MARKET PRICES OF H SHARES

The highest and lowest prices per Share at which H Shares have traded on the Stock Exchange during each of the twelve months prior to the Latest Practicable Date were as follows:

Month	Highest price	Lowest price
	<i>HK\$</i>	<i>HK\$</i>
May 2023	3.30	2.80
June 2023	2.87	2.47
July 2023	2.69	2.45
August 2023	2.60	1.89
September 2023	2.00	1.77
October 2023	1.86	1.72
November 2023	1.81	1.60
December 2023	1.82	1.57
January 2024	1.83	1.48
February 2024	1.92	1.61
March 2024	1.92	1.56
April 2023	1.73	1.54
From 1 May 2024 and up to the Latest Practicable Date	1.94	1.61

6. GENERAL INFORMATION

None of the Directors, to the best of their knowledge and having made all reasonable enquiries, nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase H Shares pursuant to the H Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the PRC.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

There is nothing unusual about this explanatory statement or the proposed H Share Repurchase Mandate.

7. TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the H Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate his/her/its or their control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, CDC directly held 4,173,255,395 Domestic Shares and as China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd. is a wholly-owned subsidiary of CDC, CDC is deemed to be interested in the 599,374,505 Domestic Shares held by China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd. Accordingly, CDC directly or indirectly held a total of 4,772,629,900 Domestic Shares in the Company. In the event that the Directors exercise the proposed H Share Repurchase Mandate in full, the shareholding percentage of CDC in the total number of issued Shares of the Company would be increased from approximately 65.61% to approximately 67.95%.

None of the Directors is aware of any consequences that would arise from the exercise of the H Share Repurchase Mandate under the Takeovers Code and/or other similar applicable laws. In addition, the Directors will not repurchase H Shares on the Stock Exchange if such repurchase would result in a breach of the minimum public float requirement under Rule 8.08 of the Listing Rules.

8. H SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF THE ANNUAL GENERAL MEETING



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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Datang Corporation Renewable Power Co., Limited* (the “**Company**”) for the year 2023 (the “**AGM**”) will be held at 10:00 a.m. on Friday, 28 June 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to consider the following matters:

ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors for 2023
2. To consider and approve the work report of the supervisory committee for 2023
3. To consider and approve the independent auditor’s report and audited financial report for 2023
4. To consider and approve the final financial report for 2023
5. To consider and approve the financial budget plan for 2024
6. To consider and approve the profit distribution plan for 2023
7. To consider and approve the report on operation and investment plan for 2024

NOTICE OF THE ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

8. To consider and approve the financing budget plan for 2024
9. To consider and approve the mandate to the board of directors to determine the issuance of new shares of not more than 20% of the total number of shares in issue
10. To consider and approve the mandate to the board of directors to determine the repurchase of up to 10% of the total number of H shares in issue

By order of the Board

China Datang Corporation Renewable Power Co., Limited*

Zou Min

Joint Company Secretary

Beijing, the PRC, 30 May 2024

Notes:

1. The register of members of the Company will be closed from Monday, 24 June 2024 to Friday, 28 June 2024 (both days inclusive). To be eligible to attend the AGM, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Friday, 21 June 2024.

The register of members of the Company will be closed from Tuesday, 9 July 2024 to Sunday, 14 July 2024 (both days inclusive). To be eligible to receive the final dividend, all transfer documents accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Monday, 8 July 2024.

2. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the AGM on his or her behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his or her attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
4. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders) or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for domestic shareholders) not less than 24 hours prior to the holding of the AGM. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time as set out in such instrument.

NOTICE OF THE ANNUAL GENERAL MEETING

5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board or other governing bodies may attend the AGM on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the AGM on behalf of a shareholder to provide proof of identity.
7. The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.
8. The address of the Company's head office in the PRC is as follows:

8/F, Building 1
No. 1 Caishikou Street
Xicheng District
Beijing 100053
the PRC

As at the date of this notice, the executive directors of the Company are Mr. Li Kai and Mr. Wang Fanghong; the non-executive directors are Mr. Yu Fengwu, 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*

NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING IN 2024



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)

NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING IN 2024

NOTICE IS HEREBY GIVEN that the first domestic share class meeting of China Datang Corporation Renewable Power Co., Limited* (the “**Company**”) in 2024 (the “**Domestic Share Class Meeting**”) will be held immediately following the conclusion of the annual general meeting for the year 2023 on Friday, 28 June 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to consider the following matters:

SPECIAL RESOLUTIONS

1. To consider and approve the mandate to the board of directors to determine the issuance of new shares of not more than 20% of the total number of shares in issue
2. To consider and approve the mandate to the board of directors to determine the repurchase of up to 10% of the total number of H shares in issue

By order of the Board

China Datang Corporation Renewable Power Co., Limited*

Zou Min

Joint Company Secretary

Beijing, the PRC, 30 May 2024

Notes:

1. The register of members of the Company will be closed from Monday, 24 June 2024 to Friday, 28 June 2024 (both days inclusive). To be eligible to attend the Domestic Share Class Meeting, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC not later than 4:30 p.m. on Friday, 21 June 2024.
2. A shareholder entitled to attend and vote at the Domestic Share Class Meeting may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the Domestic Share Class Meeting on his or her behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his or her attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.

NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING IN 2024

4. To be valid, the form of proxy must be lodged with the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC not less than 24 hours prior to the holding of the Domestic Share Class Meeting. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time as set out in such instrument.
5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board or other governing bodies may attend the Domestic Share Class Meeting on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the Domestic Share Class Meeting on behalf of a shareholder to provide proof of identity.
7. The Domestic Share Class Meeting is expected to take less than half a day. Shareholders who attend the Domestic Share Class Meeting shall be responsible for their own travel and accommodation expenses.
8. The address of the Company's head office in the PRC is as follows:

8/F, Building 1
No. 1 Caishikou Street
Xicheng District
Beijing 100053
the PRC

As at the date of this notice, the executive directors of the Company are Mr. Li Kai and Mr. Wang Fanghong; the non-executive directors are Mr. Yu Fengwu, 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*

NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2024



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)

NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2024

NOTICE IS HEREBY GIVEN that the first H share class meeting of China Datang Corporation Renewable Power Co., Limited* (the “**Company**”) in 2024 (the “**H Share Class Meeting**”) will be held immediately following the conclusion of the first domestic share class meeting in 2024 on Friday, 28 June 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to consider the following matters:

SPECIAL RESOLUTIONS

1. To consider and approve the mandate to the board of directors to determine the issuance of new shares of not more than 20% of the total number of shares in issue
2. To consider and approve the mandate to the board of directors to determine the repurchase of up to 10% of the total number of H shares in issue

By order of the Board

China Datang Corporation Renewable Power Co., Limited*

Zou Min

Joint Company Secretary

Beijing, the PRC, 30 May 2024

Notes:

1. The register of members of the Company will be closed from Monday, 24 June 2024 to Friday, 28 June 2024 (both days inclusive). To be eligible to attend the H Share Class Meeting, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 21 June 2024.
2. A shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the H Share Class Meeting on his or her behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his or her attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.

NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2024

4. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours prior to the holding of the H Share Class Meeting. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time as set out in such instrument.
5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board or other governing bodies may attend the H Share Class Meeting on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the H Share Class Meeting on behalf of a shareholder to provide proof of identity.
7. The H Share Class Meeting is expected to take less than half a day. Shareholders who attend the H Share Class Meeting shall be responsible for their own travel and accommodation expenses.
8. The address of the Company's head office in the PRC is as follows:

8/F, Building 1
No. 1 Caishikou Street
Xicheng District
Beijing 100053
the PRC

As at the date of this notice, the executive directors of the Company are Mr. Li Kai and Mr. Wang Fanghong; the non-executive directors are Mr. Yu Fengwu, 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*