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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 form of proxy 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)

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE SECOND
EXTRAORDINARY GENERAL MEETING IN 2024**

A letter from the Board is set out on pages 1 to 4 of this circular.

The Company will convene the EGM at 10:00 a.m. on Wednesday, 21 August 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC. The notice of the EGM is set out on pages 5 to 6 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the form 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 holders of H Shares, the form of proxy should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, and for holders of Domestic Shares, the form 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 of proxy in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

30 July 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:

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“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)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for and credited as fully paid in RMB by the PRC citizens and/or the PRC incorporated entities
“EGM”	the second extraordinary general meeting in 2024 to be convened by the Company at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Wednesday, 21 August 2024
“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)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	29 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

* *For identification purpose only*

DEFINITIONS

“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
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan Region
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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)
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules

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 July 2024

To the Shareholders:

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

INTRODUCTION

The purpose of this circular is to provide you with further information in respect of the proposed appointment of executive Director, so as to enable you to make informed decisions on whether to vote for or against the resolution on relevant matter at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

RESOLUTION IN RELATION TO THE PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 29 July 2024 in relation to, among other things, the proposed appointment of Mr. Ying Xuejun as an executive Director of the Company.

Due to work adjustment, Mr. Li Kai proposed to resign as an executive Director of the Company, the chairman of the Company and from his positions in the committees under the Board, with effect from the date of the appointment of new Director at the EGM. Mr. Li Kai has confirmed that he has no disagreement with the Board in any respect, and there are no other matters in relation to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

Having taken into account the Board Diversity Policy of the Company, as well as the views, skills and experience of Mr. Ying Xuejun and the contribution he may bring to the Company, the Nomination Committee under the Board of the Company and the Board have considered and approved the proposed appointment of Mr. Ying Xuejun as an executive Director of the Company, with effect from the date of approval by the Shareholders at the EGM.

Upon due appointment, Mr. Ying Xuejun will enter into a service contract with the Company, for a term commencing from the date of approval by the Shareholders at the EGM and ending on the expiration of the term of the current session of the Board. Pursuant to the Articles of Association, Mr. Ying Xuejun is eligible for re-election and reappointment upon the expiry of his term of office. Mr. Ying Xuejun, as an executive Director of the Company, will receive remuneration (mainly comprising of salaries, allowances and benefits in kind, discretionary bonuses and pension scheme contributions) based on his actual position in the Company pursuant to relevant provisions, and will not be entitled to any separate Director's fee. The Company will disclose the remuneration of Directors in its annual report each year.

The biographical details of Mr. Ying Xuejun, which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out as follows:

Mr. Ying Xuejun, aged 57, successively served as the deputy general manager of Douhe Power Plant; the deputy general manager of Inner Mongolia Datang Tuoketuo Power Generation Co., Ltd. (內蒙古大唐托克托發電有限責任公司); a member of the Party Committee of Inner Mongolia Branch of Datang International Power Generation Co., Ltd. (a company listed on the Stock Exchange (stock code: 0991), the Shanghai Stock Exchange (stock code: 601991) and the London Stock Exchange (stock code: DAT)) and the deputy general manager of Datang Tuoketuo Power Generation Co., Ltd. (大唐托克托發電有限責任公司); the deputy general manager and a member of the Party group of Inner Mongolia Branch of Datang International Power Generation Co., Ltd., and the general manager of Datang Tuoketuo Power Generation

LETTER FROM THE BOARD

Co., Ltd.; the chief of the Integrated Planning Department, the deputy chief economist and the chief of the Integrated Planning Department, the chief economist and the chief of the Securities and Capital Department of Datang International Power Generation Co., Ltd.; the deputy general manager, a member of the Party Committee and the chief of the Securities and Capital Department of Datang International Power Generation Co., Ltd.; the deputy general manager, a member of the Party Committee, secretary to the board and chairman of the labour union of Datang International Power Generation Co., Ltd.; an executive director and the secretary of the Party Committee of Guangdong Branch Company; the chief of the Investment Development Department of China Datang Corporation Ltd. (中國大唐集團有限公司); and the non-executive director of Datang International Power Generation Co., Ltd. Mr. Ying Xuejun graduated from the Department of Power Engineering in North China Electric Power University majoring in power plant thermal energy and power engineering, and obtained a bachelor's degree in engineering. He is currently a senior engineer.

As at the Latest Practicable Date, save as disclosed above, Mr. Ying Xuejun has confirmed that (i) he has no relationship with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; (ii) he does not hold any other positions within the Company or other members of the Company and its subsidiaries; (iii) he did not hold any directorship of any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) he has no interest or deemed interest in any Share or underlying share of the Company or its associated corporations within the meaning of Part XV of the SFO; and (v) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders or the Stock require Exchange or to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

EGM

The EGM will be held at 10:00 a.m. on Wednesday, 21 August 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to approve the resolution to be proposed at the EGM as set out in the notice of the EGM. The notice of the EGM is set out on pages 5 to 6 of this circular.

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Thursday, 15 August 2024 to Wednesday, 21 August 2024 (both days inclusive), during which no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, all transfer documents accompanied by the 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 Wednesday, 14 August 2024.

LETTER FROM THE BOARD

A form of proxy for use at the EGM has 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 EGM, you are required to complete and return the form 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 Shareholders shall return the completed form of proxy in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

VOTING BY POLL AT EGM

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 EGM will therefore demand a poll for each resolution put to vote at the EGM pursuant to Article 81 of the Articles of Association.

On a poll, each Shareholder present at the EGM in person or by proxy (in the case of a member being a corporation, by its duly authorized representative) 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 resolution is fair and reasonable and 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 resolution as set out in the notice of the EGM which is to be proposed at the EGM.

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

* *For identification purpose only*

NOTICE OF THE SECOND EXTRAORDINARY GENERAL 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 SECOND EXTRAORDINARY GENERAL MEETING IN 2024

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of China Datang Corporation Renewable Power Co., Limited* (the “**Company**”) in 2024 (the “**EGM**”) will be held at 10:00 a.m. on Wednesday, 21 August 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to consider the following matter:

ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the proposed appointment of Mr. Ying Xuejun as an executive Director of the Company

By order of the Board

China Datang Corporation Renewable Power Co., Limited*

Zou Min

Joint Company Secretary

Beijing, the PRC, 30 July 2024

Notes:

1. The register of members will be closed by the Company from Thursday, 15 August 2024 to Wednesday, 21 August 2024 (both days inclusive). To be eligible to attend the EGM, 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 of the Company); 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 of the Company) not later than 4:30 p.m. on Wednesday, 14 August 2024.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the EGM on his or her behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his/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 SECOND EXTRAORDINARY GENERAL MEETING IN 2024

4. To be valid, the form of proxy must be lodged, by hand or by post, 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 holders of H Shares of the Company) 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 of the Company) within 24 hours before the time fixed for holding of the EGM or any adjourned meeting thereof. 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 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 EGM on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the EGM on behalf of a Shareholder to provide proof of identity.
7. The EGM is expected to take less than half a day. Shareholders who attend the EGM 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.

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