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中国大唐集团新能源股份有限公司

China Datang Corporation Renewable Power Co., Limited*

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

(Stock Code: 01798)

CONNECTED TRANSACTION ESTABLISHMENT OF A JOINT VENTURE

JOINT VENTURE AGREEMENT

The Board is pleased to announce that, on 19 May 2021, 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 to jointly develop Dayao Dapingdi Photovoltaic Project.

Pursuant to the Joint Venture Agreement, the total project investment amounts to RMB532,672,200, and the project capital (i.e. the registered capital of the JV Company) accounts for 34% of the total investment (i.e. RMB181,108,548), to which Datang Renewables HK will contribute RMB36,221,710 in cash, representing 20% of the registered capital; and Datang Yunnan will contribute RMB144,886,838 in cash, representing 80% of the registered capital. The difference between the total project investment and the project capital shall be made up for by way of project financing.

LISTING RULES IMPLICATIONS

The JV Company will be held as to 20% and 80% by Datang Renewables HK and Datang Yunnan, respectively. 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 a controlling shareholder of the Company as defined under the Listing Rules. As Datang Yunnan is a wholly-owned subsidiary of CDC, Datang Yunnan is a connected person of the Company. Therefore, the transaction contemplated under the Joint Venture Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the transaction contemplated under the Joint Venture Agreement exceeds 0.1% but is less than 5%, such transaction is subject to the reporting and announcement requirements but exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

JOINT VENTURE AGREEMENT

On 19 May 2021, 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 to jointly develop Dayao Dapingdi Photovoltaic Project. Details of the Joint Venture Agreement are as follows:

Date: 19 May 2021

Parties: Datang Renewables HK and Datang Yunnan

Total Project Investment: RMB532,672,200, for which the project capital (i.e. the registered capital of the JV Company) accounts 34% (i.e. RMB181,108,548). The difference between the total project investment and the project capital shall be made up for by way of project financing.

Amount of Capital Contribution: (a) Datang Renewables HK will contribute RMB36,221,710 in cash, representing 20% of the registered capital; and
(b) Datang Yunnan will contribute RMB144,886,838 in cash, representing 80% of the registered capital.

The project capital and the amount of capital contribution of both parties under the Joint Venture Agreement are determined after arm's length negotiation between both parties and with reference to the estimated capital requirement of the JV Company.

Way of Capital Contribution: Contribution with self-owned funds by each of both parties

Time of Capital Contribution:	RMB100,000,000 for the first installment of 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 approval for the project investment plan from the superior company of Datang Yunnan; the subsequent paid-in capital contribution of each party shall be determined according to the progress of the development and construction of the project but shall not be made later than 31 December 2021 (subject to adjustment according to the actual progress of the project).
Nature of the Joint Venture:	Limited liability company
Scope of Business:	Investment and development, construction, operation, and management of production and operation of energy and power projects; procurement of materials and equipment for power, technical consulting services and power sales business; land leasing, etc.
Corporate Governance:	<p>The JV Company is proposed to be set with a board of directors consisting of five directors. Datang Renewables HK is proposed to appoint one director and Datang Yunnan is proposed to appoint three directors, subject to election at the shareholder meeting. One of the directors shall be an employee director to be elected among employee representatives by means of the employees representatives meeting of the JV Company. The board of directors is proposed to have one chairman to be recommended by Datang Yunnan and elected by the board of directors.</p> <p>The JV Company is proposed to be set with a supervisory committee consisting of three supervisors. Both Datang Renewables HK and Datang Yunnan are proposed to appoint one supervisor, and another one shall be an employee supervisor to be elected among the employee representatives by means of the employees representatives meeting of the JV Company. The supervisory committee is proposed to have one chairman to be elected by more than half of all the supervisors.</p>

REASONS FOR AND BENEFITS OF ENTERING INTO THE JOINT VENTURE AGREEMENT

The entering into of the Joint Venture Agreement and the establishment of the JV Company (Datang (Dayao) New Energy Development Co., Ltd.*) (大唐(大姚)新能源開發有限公司) are conducive to promoting the development and construction of the 100,000 kW photovoltaic project in Dayao Dapingdi, Chuxiong Prefecture, which is in line with the Company's development strategy and the national development goal of "Peak Emissions, Carbon Neutrality", and are conducive to increasing the Company's equity installed capacity and promoting the development of the Company with high quality.

The Directors (excluding connected Directors, but including the independent non-executive Directors) are of the view that the terms of the Joint Venture Agreement are entered into in the ordinary and usual course of business by the Company and on normal commercial terms, which are fair and reasonable and in the interest of the Company and its Shareholders as a whole. Mr. Kou Wei, Mr. Hu Shengmu, Mr. Li Yi and Mr. Liu Baojun, being connected Directors by virtue of their positions or former positions in CDC Group, have abstained from voting on the relevant resolution considered and approved at the Board meeting. Save as disclosed above, no Director has any material interest in the Joint Venture Agreement.

LISTING RULES IMPLICATIONS

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As the highest applicable percentage ratio in respect of the transaction contemplated under the Joint Venture Agreement exceeds 0.1% but is less than 5%, such transaction is subject to the reporting and announcement requirements but exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

GENERAL INFORMATION

Information on the Company

The Company is a joint stock limited company incorporated in the PRC in September 2004. The Company is a leading renewable energy company in PRC in terms of wind power installed capacity. 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; as well as leasing of property.

Information on Datang Renewables HK

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

Information on CDC

CDC is a state-owned enterprise established in the PRC. CDC is primarily engaged in the development, investment, construction, operation and management of power energy; organization of power (thermal) production and sales; manufacture, examination and maintenance and commissioning of electric power equipment; power technology development and consultation, contracting and consulting of electric power engineering and electrical and environmental protection projects; development of new energy; and self-operating and being an agent for import and export of various goods and technologies (save for the goods and technologies the import or export of which is restricted or prohibited by the laws and regulations of the PRC).

Information on Datang Yunnan

Datang Yunnan is a company incorporated in the PRC in May 2015 with limited liability and a wholly-owned subsidiary of CDC. The business scope of Datang Yunnan mainly involves: 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 consultation; 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
“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 a 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
“connected Director(s)”	any Director who is considered to have a material interest in the Joint Venture Agreement pursuant to Rules 2.15 and 2.16 of the Listing Rules
“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	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 the CDC
“Dayao Dapingdi Photovoltaic Project”	the photovoltaic project with a capacity of 100,000 kW in Dayao County, Chuxiong Prefecture, Yunnan Province

“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Joint Venture Agreement”	the investment agreement on Dayao Dapingdi Photovoltaic Project and the Capital Contribution Agreement of Datang (Dayao) New Energy Development Co., Ltd. entered into by Datang Renewables HK and Datang Yunnan on 19 May 2021, in relation to, among others, the establishment of JV Company with joint contribution
“JV Company”	Datang (Dayao) New Energy Development Co., Ltd.* (大唐(大姚)新能源開發有限公司), a company to be incorporated in the PRC in accordance with the Joint Venture Agreement with limited liability
“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, Macao Special Administrative Region and Taiwan
“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”	has the meaning ascribed to it under the Listing Rules

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

Beijing, the PRC, 19 May 2021

As at the date of this announcement, the executive Directors of the Company are Mr. Liu Guangming and Mr. Meng Lingbin; the non-executive Directors are Mr. Kou Wei, Mr. Hu Shengmu, Mr. Li Yi and Mr. Liu Baojun; and the independent non-executive Directors are Mr. Liu Chaoan, Mr. Lo Mun Lam, Raymond and Mr. Yu Shunkun.

* For identification purpose only