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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 accompanying 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 NON-EXECUTIVE DIRECTOR
FINANCING PLAN FOR 2023
AND
NOTICE OF THE SECOND EXTRAORDINARY
GENERAL MEETING IN 2023**

A letter from the Board is set out on pages 1 to 10 of this circular.

The Company will convene the EGM at 10:00 a.m. on Thursday, 27 April 2023 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC. The notice of the EGM is set out on pages 18 to 19 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy 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.

* *For identification purpose only*

12 April 2023

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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
“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 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 Thursday, 27 April 2023
“Group”	the Company and its subsidiaries
“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”	6 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“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

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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 Director:

Mr. Liu Guangming (*Chairman*)

Non-executive Directors:

Mr. Yu Fengwu

Mr. Ye Heyun

Mr. Liu Quancheng

Ms. Zhu Mei

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:

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

12 April 2023

To the Shareholders:

Dear Sir or Madam,

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR FINANCING PLAN FOR 2023

INTRODUCTION

The purpose of this circular is to provide you with further information on the following resolutions, so as to enable you to make informed decisions on whether to vote for or against the resolutions on relevant matters at the EGM.

1. To consider and approve the resolution in relation to the proposed appointment of Mr. Wang Shaoping as a non-executive Director of the Company; and
2. To consider and approve the resolution in relation to the financing plan for 2023.

* For identification purpose only

LETTER FROM THE BOARD

1. THE RESOLUTION IN RELATION TO THE PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 28 March 2023 in relation to, among others, the proposed appointment of Mr. Wang Shaoping as a non-executive Director of the Company.

Mr. Ye Heyun proposed to resign as a non-executive Director and from his position in the committee under the Board of the Company due to work adjustment, with effect from the date of the appointment of new Director at the EGM of the Company. Mr. Ye Heyun has confirmed that he has no disagreement with the Board in any respect and there is no other matter in relation to his resignation that needs to be brought to the attention of the Shareholders of the Company or the Stock Exchange.

The Nomination Committee under the Board of the Company and the Board have taken into account the Board diversity policy of the Company, the views, skills and experience of Mr. Wang Shaoping 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. Wang Shaoping as a non-executive Director of the Company, which will take effect from the date of approval by the Shareholders at the EGM.

Upon due appointment, Mr. Wang Shaoping will enter into a service contract with the Company, for a term commencing from the date on which the appointment is approved 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. Wang Shaoping is eligible for re-election and reappointment upon the expiry of his term of office. Mr. Wang Shaoping, as a non-executive Director of the Company, will not receive any remuneration from the Company.

LETTER FROM THE BOARD

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

Mr. Wang Shaoping, born in March 1978, is currently the deputy director of Financial Department of China Datang Corporation Ltd. (“CDC”). Mr. Wang Shaoping started his career in March 2008, and successively served as the assistant of plant manager and director of financial department, the chief accountant of Datang Weihe Thermal Power Plant (大唐渭河熱電廠); the deputy general manager of Datang Binchang Power Generation LLC (大唐彬長發電有限責任公司); the secretary of Party Committee and the plant manager of Datang Weihe Thermal Power Plant; the secretary of Party Committee and the deputy general manager of Datang Binchang Power Generation LLC; a member of the preparation group of China Datang Corporation Intelligent Energy Industry Co., Ltd. (中國大唐集團智慧能源產業有限公司); the deputy director of Yunnan-Guizhou Development Planning Centre of CDC, a member of the Party Committee of Datang Yunnan Power Generation Co., Ltd. (大唐雲南發電有限公司) and a member of the Party Committee of Datang Guizhou Power Generation Company Limited (大唐貴州發電有限公司); the deputy general manager and a member of the Party Committee of Datang Yunnan Power Generation Co., Ltd.; the chief account and a member of the Party Committee of China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd. (中國水利電力物資集團有限公司); and the chief accountant and a member of the Party Committee of China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd. (International Trading Corporation) (中國水利電力物資集團有限公司(國際貿易公司)). Mr. Wang Shaoping graduated from the School of Economics and Finance of Xi’an Jiaotong University and majored in money and banking, and obtained a bachelor’s degree in economics. He is currently a senior economist.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang Shaoping 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 Exchange or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

2. THE RESOLUTION IN RELATION TO THE FINANCING PLAN FOR 2023

A special resolution will be submitted at the EGM to approve the financing plan for 2023.

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 control the asset-liability ratio and reduce financing cost, the Company proposes the financing plan for 2023, details of which are as follows:

I. Overall Financing Plan of the Company

The Company's total financing size amounted to RMB73.2 billion for year 2023, among which: debt financing of RMB59.2 billion (the net increase in financing for the year will not exceed RMB4.3 billion) and equity financing of RMB14.0 billion.

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.).

Equity financing varieties include but are not limited to, perpetual medium-term bills, perpetual targeted debt financing instruments, public issuance of renewable corporate bonds, non-public issuance of 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 and perpetual collective assets trust plans, equity REITS (public REITS, interbank REITS, exchange-traded REITS) financing products and industrial investment funds, etc.

LETTER FROM THE BOARD

(I) Debt Financing 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 net new debt financing (excluding financing swap) will not exceed RMB4.3 billion for year 2023. 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.

1. Issuance Plan for Approved but Not Issued Registration Numbers for the 2023

- (1) The remaining amount of the small public offering corporate bonds amounted to RMB9 billion, which are to be issued in a timely manner in accordance with the capital demand of the Group, with reference to the issuance interest rate and terms of the bonds with the same type in the same industry and during the same period in the capital market, and under the principle of reducing the Company's capital costs in overall.
- (2) The remaining amount of green medium-term notes (carbon neutral bonds) amounted to RMB2.2 billion, which are to be issued in a timely manner in accordance with the liquidity demand of the Group, with reference to the issuance interest rate and terms of the notes with the same type in the same industry and during the same period in the capital market, and under the principle of reducing the Company's capital costs in overall.
- (3) The remaining amount of medium-term notes amounted to RMB4 billion, which are to be issued in a timely manner in accordance with the liquidity demand of the Group, with reference to the issuance interest rate and terms of the notes with the same type in the same industry and during the same period in the capital market, and under the principle of reducing the Company's capital costs in overall.
- (4) The ultra-short-term debentures approved to be issued in tranches amounted to RMB6 billion, which were issued in tranches in a timely manner in accordance with the liquidity demand of the Group. The interest rate and terms of the issuance were determined according to the best comprehensive cost upon public consultation based on the pricing and valuation of debt financing instruments of non-financial enterprises released in the interbank market.

LETTER FROM THE BOARD

2. *Expiration of Registration Numbers and Registrations Proposed to Proceed in 2023*

Existing registered numbers: Zhong Shi Xie Zhu [2021] SCP No. 436 (RMB6 billion of ultra-short-term debentures), Zhong Shi Xie Zhu [2021] MTN No. 1111 (RMB4 billion of ordinary medium-term notes), Zhong Shi Xie Zhu [2021] GN No. 18 (RMB3 billion of carbon neutral medium-term notes) and Zheng Jian Xu Ke [2021] No. 4009 (RMB10 billion of ordinary corporate bonds). The above-mentioned registration numbers have basically been issued and all of them will expire successively by the end of 2023; in order to effectively carry out the issuance of bonds within the budget and the proceed smoothly the replacement of maturing bonds and other interest-bearing debts, reduce the financial expenses, and optimize its financial structure, the Company intends to initiate the registration of the following financing varieties:

- (1) Register the ultra-short-term debentures on the National Association of Financial Market Institutional Investors, which shall not exceed RMB6 billion and be issued in tranches in a timely manner within the limit. The interest rate and terms of the issuance were determined according to the best comprehensive cost upon public consultation based on the pricing and valuation of debt financing instruments of non-financial enterprises released in the interbank market. Use of proceeds: including but not limited to supplementation of Company's working capital, repayment of debt, debt structure adjustment and investment in projects.
- (2) Register the ordinary mid-term notes on the National Association of Financial Market Institutional Investors, which shall not exceed RMB4 billion and be issued in tranches in a timely manner within the limit. The interest rate and terms of the issuance were determined according to the best comprehensive cost upon public consultation based on the pricing and valuation of debt financing instruments of non-financial enterprises released in the interbank market. Use of proceeds: including but not limited to supplementation of Company's working capital, repayment of debt, debt structure adjustment and investment in projects.

LETTER FROM THE BOARD

- (3) Register the ordinary corporate bonds of RMB8 billion on the Shanghai Stock Exchange, which shall be issued in tranches in a timely manner within the limit, with reference to the issuance interest rate and terms of the notes with the same type in the same industry and during the same period in the capital market, and under the principle of reducing the Company's capital costs in overall. Use of proceeds: including but not limited to supplementation of Company's working capital, repayment of debt, debt structure adjustment and investment in projects.

In addition, taking into consideration the liquidity demand of the Group, the registration and issuance of asset-backed notes on the National Association of Financial Market Institutional Investors or asset-backed securities on the stock exchange (ABN/ABS), asset-backed commercial papers (ABCP) and carbon neutral medium-term notes shall be initiated in a timely manner within the annual financing budget. The issuance interest rate and terms are to be determined based on relevant securities pricing and valuation in the market.

(II) Debt Financing 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 RMB10 billion (swap of RMB10 billion) in 2023 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.

1. Issuance Plan for Approved but Not Issued Registration Numbers for the 2023

- (1) The remaining amount of the perpetual corporate bonds amounted to RMB6 billion, which are to be issued in a timely manner in accordance with the capital demand of the Group, with reference to the issuance interest rate and terms of the notes with the same type in the same industry and during the same period in the capital market, and under the principle of reducing the Company's capital costs in overall.

LETTER FROM THE BOARD

(2) The remaining amount of the perpetual medium-term notes amounted to RMB8 billion, which are to be issued in a timely manner in accordance with the liquidity demand of the Group, with reference to the issuance interest rate and terms of the notes with the same type in the same industry and during the same period in the capital market, and under the principle of reducing the Company's capital costs in overall.

2. *Expiration of Registration Numbers and Registrations Proposed to Proceed in 2023*

Existing registered numbers: Zheng Jian Xu Ke [2021] No. 3015 (RMB8 billion of perpetual corporate bonds) has basically been issued and will expire by September 2023; in order to effectively carry out the issuance of bonds within the budget and proceed smoothly the replacement of maturing bonds and other interest-bearing debts, the Company intends to register the renewable corporate bonds of RMB12 billion on the Shanghai Stock Exchange, which shall be issued in a timely manner within the limit, with reference to the issuance interest rate and terms of the bonds with the same type in the same industry and during the same period in the capital market as well as its pricing and valuation, and under the principle of reducing the Company's capital costs in overall. Use of proceeds: including but not limited to supplementation of Company's working capital, repayment of debt, debt structure adjustment and investment in projects.

Taking into consideration the liquidity demand of the Group, the registration and issuance of equity type asset-backed notes, public REITS, interbank REITS, exchange-traded REITS on the National Association of Financial Market Institutional Investors or the stock exchanges shall be initiated in due course. The interest rate and terms of the issuance are to be determined based on the pricing and valuation of relevant products in the market in the same period. Use of proceeds: including but not limited to supplementation of the Company's working capital, repayment of debt, debt structure adjustment and investment in projects.

LETTER FROM THE BOARD

II. Guarantee Plan

At the beginning of 2023, the guaranteed balance of the Company was RMB1,024,630,000. As at the end of 2023, guarantee budget balance shall not exceed RMB958,460,000, including: an addition of guarantee budget of RMB100,000,000 for Datang Renewables (H.K.) Co., Limited.

III. Mandate

It is proposed to the EGM 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 EGM, 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 EGM to the date when the annual general meeting for the year 2023 of the Company is convened.

Please refer to Appendix I in the circular for the details on principal terms of issuance and mandate of corporate bonds issuance.

EGM

The EGM will be held at 10:00 a.m. on Thursday, 27 April 2023 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to approve the resolutions 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 18 to 19 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 Friday, 21 April 2023 to Thursday, 27 April 2023 (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 Thursday, 20 April 2023.

LETTER FROM THE BOARD

This circular is also accompanied by the form of proxy for use at the EGM. 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 THE 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 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 as set out in the notice of the EGM which are 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*

I. THE COMPANY PROPOSES THE ISSUANCE OF RENEWABLE CORPORATE BONDS IN THE PRC BASED ON THE FOLLOWING TERMS

1. Issuer: China Datang Corporation Renewable Power Co., Limited.

2. Size of the bonds: The size of the public issuance of renewable corporate bonds will not exceed RMB15 billion and they will be issued to the public in one tranche or in tranches in the PRC. The specific size of issuance in each tranche and the number of tranches shall be determined by the Board and the persons authorized by the Board as authorized at the EGM based on the Company's capital needs and the market conditions at the time of issuance.

3. Method of issuance, the target for issuance and arrangement for placement to the Shareholders of the Company: the public issuance of renewable corporate bonds only includes public issue to professional investors, the scope of which is determined in accordance with the relevant provisions of the China Securities Regulatory Commission, the Shanghai Stock Exchange and the Securities Association of China. No arrangement for the public issuance of renewable corporate bonds to the original Shareholders.

4. Maturity and types of the bonds: The basic maturity of the public issuance of renewable corporate bonds shall not exceed five years (inclusive). At the end of the agreed basic maturity and the end of the cycle of each renewal period, the Company is entitled to exercise the renewable option to extend one cycle as agreed basic maturity. If the Company does not exercise the renewable option, the renewable corporate bonds will be due and shall be repaid in full. The public issuance of renewable corporate bonds can be either single maturity type or mixed maturity types. The specific term structure of maturity and the types of bonds shall be determined by the Board and the persons authorized by the Board as authorized at the EGM based on the Company's capital demands and the market conditions at the time of issuance.

5. Interest rate of the bonds and its determination method: the public issuance of renewable corporate bonds will be in the form of fixed interest rate, and the simple interest will be paid on a yearly basis, without compound interest. In the event that the Company does not exercise the right to defer interest payment, the interest will be paid annually. In case of deferral, each deferred interest accrues at the current coupon rate during the deferred period.

The coupon rates for the first cycle will be negotiated and determined by the Company and the lead underwriters within the ranges of the indicative coupon rates based on the results of book-building among professional investors offline. The coupon rates shall be fixed for the first cycle and reset once for each subsequent cycle. Details of the reset method shall be negotiated and determined by the Board and the persons authorized by the Board as authorized at the EGM with the lead underwriters in accordance with the relevant national provisions.

6. Par value and issue price: the par value of the public issuance of renewable corporate bonds is RMB100, and is issued at par.
7. Underwriting: to be fully underwritten by the lead underwriters.
8. Use of proceeds: including but not limited to supplementing the Company's working capital, repayment of debt, adjusting debt structure and investing in projects. The specific use of proceeds shall be determined by the Board and the persons authorized by the Board as authorized at the EGM based on the Company's capital demands within the aforementioned scope.
9. Terms of redemption or terms of sale back: specific content of whether the public issuance of renewable corporate bonds involving the terms of redemption or terms of sale back and relevant provisions shall be determined by the Board and the persons authorized by the Board as authorized at the EGM based on the relevant provisions and the market conditions, and conduct relevant information disclosure at the filing stage prior to the issuance of each tranche.
10. The payment of principal and interest: in the event that the Company does not exercise the right to defer payment of interest, the interest will be paid annually. At the end of each agreed cycle, the Company is entitled to decide to extend the public issuance of renewable corporate bonds or to redeem the bonds in full at the end of the cycle. For the payment of the principal and interest, a list of bondholders shall be made in accordance with the relevant regulations of the securities registration authority, and the principal and interest payment method and other specific arrangement shall be conducted in accordance with the relevant regulations of the securities registration authority.
11. Terms for deferring interest payment: the public issuance of renewable corporate bonds shall confer a right to the Company to defer interests payment. Unless a compulsory interests payment event occurs, the Company may, on each interests payment date of the public issuance of renewable corporate bonds, choose to defer the payment of interests for the current period and any deferred interest and the yield thereof to the next payment date, without subject to any restriction on the times of deferred interests payment.

12. Compulsory interests payment event and the restriction on deferred interests payment: compulsory interests payment event of the public issuance of renewable corporate bonds: the Company shall not defer the interests for the current period or any deferred interest and the yield thereof under agreement when any of the following events occurs within 12 months before the interest payment date: (1) pay dividends to the ordinary Shareholders; (2) reduce the registered capital.

Restriction relating to the deferred interests payment of the public issuance of renewable corporate bonds: if the Company chooses to exercise the deferred interests payment option, the Company shall not conduct the following acts before the deferred interests and the yield are paid up: (1) pay dividends to the ordinary Shareholders; (2) reduce the registered capital.

13. Listing arrangement: after the completion of the public issuance of renewable corporate bonds, the Company will apply for the listing and trading of the public issuance of renewable corporate bonds on the Shanghai Stock Exchange once the conditions for listing are fulfilled. Subject to the extent permitted by the relevant laws and regulations, the Company may also apply for the listing and trading of the public issuance of renewable corporate bonds on other stock exchanges.

The listing trading issues upon the registration and issuance of the public issuance of renewable corporate bonds shall be dealt with by the Board and the persons authorized by the Board as authorized at the EGM based on the relevant provisions.

14. Credit enhancement: the public issuance of renewable corporate bonds are unguaranteed.
15. Safeguard measures to ensure debt repayment: in order to further protect the interest of the bondholders, a variety of debt repayment protection measures shall be adopted by the Board authorized at the EGM based on the relevant provisions of Bond Entrusting Agreements and Rules of Procedures for Bondholders' Meetings if the Company expects that it is unable to repay the principal or interest of the public issuance of renewable corporate bonds as agreed in the terms of issuance during the term of the public issuance of renewable corporate bonds, so as to effectively safeguard the interest of the bondholders.

II. THE COMPANY PROPOSES THE PUBLIC ISSUANCE OF CORPORATE BONDS IN THE PRC BASED ON THE FOLLOWING TERMS

1. Issuer: China Datang Corporation Renewable Power Co., Limited.

2. Size of the bonds: The size of the public issuance of corporate bonds will not exceed RMB9 billion and they will be issued to the public in one tranche or in tranches in the PRC. The specific size of issuance in each tranche and the number of tranches shall be determined by the Board and the persons authorized by the Board as authorized at the EGM based on the Company's capital demands and the market conditions at the time of issuance.

3. Method of issuance, the target for issuance and arrangement for placement to the Shareholders: the public issuance of corporate bonds only includes public issue to professional investors, the scope of which is determined in accordance with the relevant provisions of the China Securities Regulatory Commission, the Shanghai Stock Exchange and the Securities Association of China. The public issuance of corporate bonds shall not be placed to the original Shareholders.

4. Maturity and types of the bonds: the basic maturity of the public issuance of corporate bonds shall not exceed ten years (inclusive). The public issuance of corporate bonds can be either single maturity type or mixed maturity types. The specific term structure of maturity and the types of bonds shall be determined by the Board and the persons authorized by the Board as authorized at the EGM based on the Company's capital demands and the market conditions at the time of issuance.

5. Interest rate of the bonds and its determination method: the public issuance of corporate bonds will be in the form of fixed interest rate, and the interest will be paid on a yearly basis, without compound interest.

6. Par value and issue price: the par value of the public issuance of corporate bonds is RMB100, and is issued at par.

7. Underwriting: to be fully underwritten by the lead underwriters.

8. Use of proceeds: including but not limited to supplementing the Company's working capital, repayment of debt, adjusting debt structure and investing in projects. The specific use of proceeds shall be determined by the Board and the persons authorized by the Board as authorized at the EGM based on the Company's capital demands within the aforementioned scope.
9. Listing arrangement: after the completion of the public issuance of corporate bonds, the Company will apply for the listing and trading of the public issuance of corporate bonds on the Shanghai Stock Exchange once the conditions for listing are fulfilled. Subject to the extent permitted by the relevant laws and regulations, the Company may also apply for the listing and trading of the public issuance of corporate bonds on other stock exchanges.

The listing trading issues upon the registration and issuance of the public issuance of corporate bonds shall be dealt with by the Board and the persons authorized by the Board as authorized at the EGM based on the relevant provisions.

10. Credit enhancement: the public issuance of corporate bonds are unguaranteed.
11. Safeguard measures to ensure debt repayment: in order to further protect the interest of the bondholders, a variety of debt repayment protection measures shall be adopted by the Board authorized at the EGM based on the relevant provisions of Bond Entrusting Agreements and Rules of Procedures for Bondholders' Meetings if the Company expects that it is unable to repay the principal or interest of the public issuance of corporate bonds as agreed in the terms of issuance during the term of the public issuance of corporate bonds, so as to effectively safeguard the interest of the bondholders.

III. PROPOSE TO AUTHORIZE THE BOARD AND THE PERSONS AUTHORIZED BY THE BOARD AT THE EGM TO DEAL WITH ALL MATTERS RELATING TO THE ISSUANCE OF CORPORATE BONDS (INCLUDING THE RENEWABLE CORPORATE BONDS), INCLUDING BUT NOT LIMITED TO:

1. So far as permitted by laws and regulations and taking into account the specific needs of the Company and the market conditions, to determine all matters relating to the corporate bonds (including the renewable corporate bonds), including but not limited to the specific plan of the issue and the revision or adjustments to the terms and conditions of the issuance of corporate bonds (including the renewable corporate bonds), including but not limited to arrangements including the specific amounts of issue, the actual size of issue, the maturity of bonds, the issue price, the interest rate of bonds or its basis of determination, the timing of issuance, whether to be issued in tranches and the number of tranches, whether any special provisions, tax treatment, order of repayment, arrangement for redemption, the arrangement of rating, credit enhancement, the repayment of principal and interest, use of proceeds, guarantee measures for debt repayment and listing, as well as to decide the specific use of proceeds within the scope approved at the EGM.
2. To take all such steps as necessary for the issue and the application for listing of corporate bonds (including the renewable corporate bonds), including but not limited to: the signing of all requisite legal documentation, selecting and appointing intermediary institutions to be involved, confirming underwriting arrangements, preparing and submitting any relevant application documents to the regulatory authorities, obtaining any registration from the regulatory authorities, selecting the trustee for the corporate bonds (including the renewable corporate bonds), signing any entrusting agreements and formulating the rules of procedures for bondholders' meeting, handling other matters relating to the corporate bonds (including the renewable corporate bonds), dealing with any issues relating to the listing and trading of the corporate bonds (including the renewable corporate bonds) after completion of the issue of corporate bonds (including the renewable corporate bonds) pursuant to the related rules of the relevant stock exchange(s), making any necessary information disclosure in accordance with applicable regulatory rules, and approving, confirming and ratifying the aforementioned steps taken for the issue and listing of corporate bonds (including the renewable corporate bonds) to the extent that any of them have already been taken by the Board.

3. To adjust the specific plan and other related matters relating to the issue of corporate bonds (including the renewable corporate bonds) as appropriate in accordance with the opinion of the regulatory authorities (if any), or to consider whether to continue the issue of corporate bonds (including the renewable corporate bonds) based on the actual circumstances in the event of any changes in policies of regulatory authorities or market conditions, save and except any matters which are required to be reapproved at the general meetings in accordance with relevant laws, regulations and the Articles of Association.
4. In the event that the Company expects that it is unable or fails to repay the principal and interest relating to the renewable corporate bonds, to decide to carry out the guarantee measures for debt repayment according to the PRC laws and regulations as well as requirements of relevant regulatory authorities, including but not limited to: (1) cancellation of dividend distribution to Shareholders; (2) suspension of projects that incur capital expenses such as substantial external investments, acquisitions and mergers; (3) adjustment, reduction or cessation of payment of salary and bonus to Directors and senior management; (4) prohibition of job reallocation of persons who are principally responsible.
5. The validity period of the authorization relating to the issue and listing of corporate bonds (including the renewable corporate bonds) shall commence from the date of consideration and approval at the EGM to the date of completion of the aforementioned authorization.
6. Subject to the approval and authorization of above items 1 to 5 at the EGM, meanwhile, to propose and submit to the EGM to approve the Board for delegation of the authority to the general manager of the Company to deal with all such matters relating to the issue and listing of corporate bonds (including the renewable corporate bonds) within the scope of the aforementioned authorization and to propose the Board for authorization to the secretary to the Board of the Company to deal with all such matters relating to disclosure, and to come into effect at the same time.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2023



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 2023

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of China Datang Corporation Renewable Power Co., Limited* (the “**Company**”) in 2023 (the “**EGM**”) will be held at 10:00 a.m. on Thursday, 27 April 2023 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to consider the following matters:

ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the proposed appointment of Mr. Wang Shaoping as a non-executive Director of the Company

SPECIAL RESOLUTION

2. To consider and approve the resolution in relation to the financing plan for 2023

By order of the Board

China Datang Corporation Renewable Power Co., Limited*

Zou Min

Joint Company Secretary

Beijing, the PRC, 12 April 2023

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2023

Notes:

1. The register of members will be closed by the Company from Friday, 21 April 2023 to Thursday, 27 April 2023 (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 Thursday, 20 April 2023.
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 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, 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 director of the Company is Mr. Liu Guangming; the non-executive directors are Mr. Yu Fengwu, Mr. Ye Heyun, Mr. Liu Quancheng, Ms. Zhu Mei 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*