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

(Stock Code: 01798)

INTERIM PROFIT DISTRIBUTION PLAN FOR 2024 PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING IN 2024

A letter from the Board is set out on pages 1 to 7 of this circular.

The Company will convene the EGM at 10:00 a.m. on Wednesday, 30 October 2024 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC. The notice of the EGM is set out on pages 8 to 9 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 H Shareholders, the form of proxy should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, and for Domestic Shareholders, 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.

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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

"Domestic Shareholder(s)" holder(s) of Domestic Share(s)

"EGM" the third 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, 30 October 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)

"H Shareholder(s)" holder(s) of H Share(s)

"HK dollars" Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" Hong Kong Special Administrative Region of the PRC

"Latest Practicable Date" 14 October 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

"PBOC" the People's Bank of China (中國人民銀行), the central bank of China

"PRC" the People's Republic of China, for the purpose of this circular,

excluding Hong Kong, the Macao Special Administrative Region and

Taiwan of the PRC

"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

"%" per cent.



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. Ying Xuejun (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

15 October 2024

To the Shareholders:

INTERIM PROFIT DISTRIBUTION PLAN FOR 2024 PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

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 to be proposed at the EGM.

- 1. To consider and approve the resolution in relation to the interim profit distribution plan for 2024; and
- 2. To consider and approve the resolution in relation to the proposed appointment of Ms. Rong Xiaojie as a non-executive Director of the Company.

^{*} For identification purpose only

1. THE RESOLUTION IN RELATION TO THE INTERIM PROFIT DISTRIBUTION PLAN FOR 2024

An ordinary resolution will be proposed at the EGM to approve the interim profit distribution plan for 2024.

Pursuant to relevant laws, regulations, the Articles of Association and other relevant documents, the Board has proposed to distribute cash dividend of RMB0.03 per share (tax inclusive), totaling RMB218,211,030 (tax inclusive) (the "Interim Dividend"), to the Shareholders whose names appear on the register of members of the Company on Tuesday, 12 November 2024. The Interim 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 of declaration of dividend distribution. The Interim Dividend will be distributed on or before Friday, 13 December 2024. The Interim Dividend is subject to approval by the Shareholders at the EGM.

In addition, the register of members of the Company will be closed from Thursday, 7 November 2024 to Tuesday, 12 November 2024 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be qualified for entitlement of the Interim 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 Wednesday, 6 November 2024.

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

Withholding and Payment of Interim 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 Interim 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).

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)) 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 Interim 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 Interim Dividend; and
- 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 Interim 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.

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

Reference is made to the announcement of the Company dated 14 October 2024 in relation to, among other things, the proposed appointment of Ms. Rong Xiaojie as a non-executive Director of the Company.

Due to work adjustment, Mr. Yu Fengwu proposed to resign as a non-executive Director of the Company and a member of the Strategy Committee under the Board, with effect from the date of the appointment of new Director at the EGM. Mr. Yu Fengwu 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 Ms. Rong Xiaojie and the contribution she 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 Ms. Rong Xiaojie as a non-executive Director of the Company, with effect from the date of approval by the Shareholders at the EGM.

Upon due appointment, Ms. Rong Xiaojie 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, Ms. Rong Xiaojie is eligible for re-election and reappointment upon the expiry of her term of office. Ms. Rong Xiaojie, as a non-executive Director of the Company, will not receive any remuneration from the Company.

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

Ms. Rong Xiaojie, aged 53, currently serves as the deputy director of the strategic planning department of China Datang Corporation Ltd. Ms. Rong Xiaojie started her career in July 1993 and served successively as the division chief of the planning and operation division of Beijing Shijingshan General Power Plant (北京石景山發電總廠); the director of the operation and planning department, and the director of the operation and planning department and the director of the securities department of Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司) (currently known as Beijing Jingneng Power Co., Ltd. (北京京能電力股份有限公司), a company listed on the Shanghai Stock Exchange with stock code: 600578); the deputy division chief of the comprehensive planning division under the planning and investment financing department, the deputy division chief of the comprehensive planning and statistics division under the planning and marketing department, the division chief of the comprehensive planning and statistics division under the planning and marketing department, the deputy director of the planning and marketing department and the division chief of the comprehensive planning and statistics division, the deputy director of the sales and marketing department and the division chief of the comprehensive planning and statistics division, the deputy director of the sales department (marketing centre), and the deputy director of the strategic planning department (corporate management department and comprehensive deepening reform office) of China Datang Corporation Ltd. Ms. Rong Xiaojie graduated from the Department of Planning and Statistics of Fuzhou University, majoring in planning statistics and minoring in English, and obtained a double bachelor's degree in statistics and English. She is currently a professorate senior economist.

As at the Latest Practicable Date, save as disclosed above, Ms. Rong Xiaojie has confirmed that (i) she has no relationship with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; (ii) she does not hold any other positions within the Company or other members of the Company and its subsidiaries; (iii) she 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) she 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 her appointment that need to be brought to the attention of the Shareholders or the Stock Exchange or require 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, 30 October 2024 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 8 to 9 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, 24 October 2024 to Wednesday, 30 October 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 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, 23 October 2024.

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 Shareholder being a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

RECOMMENDATION

The Board considers that the aforesaid resolutions are 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 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



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 THIRD EXTRAORDINARY GENERAL MEETING IN 2024

NOTICE IS HEREBY GIVEN that the third 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, 30 October 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 resolution in relation to the interim profit distribution plan for 2024
- 2. To consider and approve the resolution in relation to the proposed appointment of Ms. Rong Xiaojie as a non-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, 15 October 2024

Notes:

1. The register of members of the Company will be closed from Thursday, 24 October 2024 to Wednesday, 30 October 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, 23 October 2024.

The register of members of the Company will be closed from Thursday, 7 November 2024 to Tuesday, 12 November 2024 (both days inclusive). To be eligible to receive the interim 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 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, 6 November 2024.

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING IN 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.
- 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 H shareholders 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 domestic shareholders 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. Ying Xuejun 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