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**大唐国际发电股份有限公司**

**DATANG INTERNATIONAL POWER GENERATION CO., LTD.**

*(a sino-foreign joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 00991)**

**ANNOUNCEMENT  
CONNECTED TRANSACTIONS  
ACQUISITION OF TARGET ASSETS**

**ASSET TRANSFER AGREEMENTS**

The Board is pleased to announce that on 30 March 2022, the Company and its subsidiaries entered into the Asset Transfer Agreements with Datang Solar Energy, respectively, pursuant to which Datang Solar Energy agreed to dispose of and the Company and its subsidiaries agreed to acquire the Target Assets at a total consideration of RMB122,335,300.

**LISTING RULES IMPLICATIONS**

As at the date of this announcement, CDC and its subsidiaries hold approximately 53.09% of the issued share capital of the Company. Datang Solar Energy is a wholly-owned subsidiary of CDC, and therefore Datang Solar Energy is a connected person of the Company. The Acquisition constitutes a connected transaction of the Company.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all completed within a 12-month period or were otherwise related. The Acquisition is conducted by the Company and its subsidiaries with the same party, and the transactions under the Asset Transfer Agreements are of the same nature. Accordingly, such transactions shall be aggregated. As the highest of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Acquisition exceeds 0.1% but is less than 5%, the Acquisition is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the independent Shareholders' approval requirement.

## ASSET TRANSFER AGREEMENTS

### Date

30 March 2022

Parties	Transfer subject	Consideration and terms of payment
<b>Equity transfer</b>		
1. Zhejiang Datang International Renewable Power Company Limited (as the transferee); and	100% equity interest in Lishui Company	The consideration is RMB74,456,800. The transferee shall pay the transferor the consideration of the equity transfer with monetary funds within 30 working days after the entering into of the agreement.
2. Datang Solar Energy (as the transferor)	100% equity interest in Jinyun Company	The consideration is RMB41,513,100. The transferee shall pay the transferor the consideration of the equity transfer with monetary funds within 30 working days after the entering into of the agreement.
<b>Preliminary assets transfer</b>		
1. Zhejiang Datang International Renewable Power Company Limited (as the transferee); and	Jingning phase II photovoltaic project	The consideration is RMB3,300. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.
2. Datang Solar Energy (as the transferor)		
1. The Company (as the transferee); and	Guangdong Nanxiong Sanjiao agricultural-photovoltaic complementary photovoltaic power generation project	The consideration is RMB944,800. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.
2. Datang Solar Energy (as the transferor)	Lianzhou Xingzi Town Tangxing agricultural-photovoltaic complementary project	The consideration is RMB943,200. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.
	Dianbai Wangfu agricultural-photovoltaic complementary project	The consideration is RMB63,100. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.
	Xingtang County Koutou Town photovoltaic project	The consideration is RMB2,306,600. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.

Parties	Transfer subject	Consideration and terms of payment
<b>Preliminary assets transfer</b>		
1. Jiangxi Datang International Renewable Power Company Limited (as the transferee); and 2. Datang Solar Energy (as the transferor)	Dongxiang fishery-photovoltaic complementary photovoltaic project	The consideration is RMB93,700. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.
1. Inner Mongolia Datang International Renewable Power Company Limited (as the transferee); and 2. Datang Solar Energy (as the transferor)	Phase I of desert control project in Dengkou, Inner Mongolia	The consideration is RMB1,557,700. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.
	Phase I of ecological desert control photovoltaic project in Tengger, Inner Mongolia	The consideration is RMB413,600. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.
1. Datang Heilongjiang Renewable Power Development Company Limited (as the transferee); and 2. Datang Solar Energy (as the transferor)	Daqing green grassland pasture photovoltaic project	The consideration is RMB39,400. The transferee shall pay the transferor the full consideration of the transfer with monetary funds in one lump sum within 30 working days after the entering into of the agreement.

## Determination Basis for Consideration

The total consideration for the Acquisition of the Target Assets was RMB122,335,300, of which, the total consideration for the acquisition of the Target Equity was RMB115,969,900, which was determined based on the appraised value of the Target Equity on the Equity Base Date and the capital contribution of Datang Solar Energy to the Target Company after the Equity Base Date; and the total consideration for the acquisition of the Target Preliminary Assets was RMB6,365,400, which was determined based on the appraised value of the Target Preliminary Assets on the Asset Base Date and the relevant value-added tax.

According to the valuation report issued by Guozhonglian Asset Valuation and Land and Real Estate Appraisal Co., Ltd., the independent valuer, as of the Equity Base Date, the Target Equity was assessed using the asset-based approach. The relevant audit and assessment results are as follows:

<b>Target Company</b>	<b>Book value of net assets (RMB'0,000)</b>	<b>Appraised value of net assets (RMB'0,000)</b>
Lishui Company	5,354.00	6,085.98
Jinyun Company	<u>2,999.00</u>	<u>3,421.01</u>
<b>Total</b>	<b><u>8,353.00</u></b>	<b><u>9,506.99</u></b>

According to the valuation report issued by Guozhonglian Asset Valuation and Land and Real Estate Appraisal Co., Ltd., the independent valuer, as of the Asset Base Date, the Target Preliminary Assets were assessed using the cost approach. The relevant audit and assessment results are as follows:

<b>Target Preliminary Assets</b>	<b>Book value (RMB'0,000)</b>	<b>Appraised value (RMB'0,000)</b>
Jingning phase II photovoltaic project	0.31	0.31
Guandong Nanxiong Sanjiao agricultural-photovoltaic complementary photovoltaic power generation project	86.40	89.13
Lianzhou Xingzi Town Tangxing agricultural-photovoltaic complementary project	87.27	88.98
Dianbai Wangfu agricultural-photovoltaic complementary project	5.95	5.95
Xingtang County Koutou Town photovoltaic project	215.18	217.60
Dongxiang fishery-photovoltaic complementary photovoltaic project	8.84	8.84
Phase I of desert control project in Dengkou, Inner Mongolia	144.05	146.95
Phase I of ecological desert control photovoltaic project in Tengger, Inner Mongolia	38.27	39.02
Daqing green grassland pasture photovoltaic project	<u>3.72</u>	<u>3.72</u>
<b>Total</b>	<b><u>589.99</u></b>	<b><u>600.50</u></b>

## COMPLETION

For the transfer of Target Equity, the date of signing the agreements (i.e. 30 March 2022) is the equity completion date. The equity transferee shall organize the Target Company to go through the industrial and commercial change registration procedure for the transfer of the Target Equity within 30 working days from the equity completion date.

For the transfer of the Target Preliminary Assets, the date of signing the agreements (i.e. 30 March 2022) is the asset completion date.

## INFORMATION ON THE TARGET ASSETS

The Target Assets of the Acquisition include the Target Equity and the Target Preliminary Assets.

Since the Target Assets were invested and incorporated/constructed by Datang Solar Energy, there is no preliminary acquisition cost for the Target Assets.

### *Information on the Target Equity*

The Target Equity includes 100% equity interest in Lishui Company and 100% equity interest in Jinyun Company.

Lishui Company was established on 14 August 2020 with the registered capital of RMB1 million. It is mainly engaged in the operation of Datang Jingning 52 MW photovoltaic power generation project in Hongxing Street. Before the date of this announcement, Lishui Company was a wholly-owned subsidiary of Datang Solar Energy.

The main financial data of Lishui Company for the years ended 31 December 2020 and 31 December 2021 prepared in accordance with the Chinese Accounting Standards for Business Enterprises are set out below:

	<b>For the year ended 31 December 2020</b>	<b>For the year ended 31 December 2021</b>
	<i>RMB'0,000</i>	<i>RMB'0,000</i>
	(Audited)	(Audited)
Loss before taxation	0	79
Loss after taxation	0	79

As at 31 December 2021, the audited net assets of Lishui Company were approximately RMB66.347 million.

Jinyun Company was established on 14 August 2020 with the registered capital of RMB1 million. It is mainly engaged in the operation of Datang Jinyun Phase I 30MW photovoltaic power generation project. Before the date of this announcement, Jinyun Company was a wholly-owned subsidiary of Datang Solar Energy.

As of the date of this announcement, since Jinyun Company has not been put into operation and production, Jinyun Company has no profits (before and after taxation) for the financial years ended 31 December 2020 and 31 December 2021.

As at 31 December 2021, the audited net assets of Jinyun Company were approximately RMB37.293 million.

### ***Information on the Target Preliminary Assets***

The Target Preliminary Assets include the preliminary expenses occurred of nine preliminary assets held by Datang Solar Energy for project approval or reserving preliminary projects. All projects are currently in progress. The details are set out below:

<b>Target Preliminary Assets</b>	<b>Location</b>	<b>Planned capacity (MW)</b>	<b>Preliminary expenses occurred (RMB'0,000)</b>
Jingning phase II photovoltaic project	Jingning County, Lishui City, Zhejiang	80	0.31
Guandong Nanxiong Sanjiao agricultural-photovoltaic complementary photovoltaic power generation project	Nanxiong City, Guangdong	40	86.40
Lianzhou Xingzi Town Tangxing agricultural-photovoltaic complementary project	Lianzhou, Qingyuan City, Guangdong	100	87.27
Dianbai Wangfu agricultural-photovoltaic complementary project	Dianbai District, Maoming City, Guangdong	50	5.95
Xingtang County Koutou Town photovoltaic project	Xingtang County, Shijiazhuang City, Hebei	150	215.18
Dongxiang fishery-photovoltaic complementary photovoltaic project	Dongxiang District, Fuzhou City, Jiangxi	100	8.84
Phase I of desert control project in Dengkou, Inner Mongolia	Dengkou County, Bayan Nur City, Inner Mongolia	300	144.05
Phase I of ecological desert control photovoltaic project in Tengger, Inner Mongolia	Alashan, Inner Mongolia	100	38.27
Daqing green grassland pasture photovoltaic project	Daqing City, Heilongjiang	300	3.72
<b>Total</b>		<b>1,220</b>	<b>589.99</b>

As of the date of this announcement, since the Target Preliminary Assets have not been put into operation and production, the Target Preliminary Assets have no profits (before and after taxation) for the financial years ended 31 December 2020 and 31 December 2021.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Acquisition is in line with the Company's development direction of green and low-carbon transformation, could effectively improve the current situation of the lower proportion of installed capacity of new energy business of the Company, accelerate the optimization and adjustment of industrial layout of projects in regions where they are located, and will be beneficial to enhancing the regional market expansion ability and sustainability, laying a foundation for realizing the transformation from a traditional energy enterprise to a green and low carbon energy enterprise.

Directors (including the independent non-executive Directors) are of the view that the Asset Transfer Agreements are entered into on normal commercial terms, and relevant terms are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **APPROVAL BY THE BOARD**

The twenty-ninth meeting of the tenth session of the Board has considered and approved the "Resolution on the Acquisition of Equity and Assets of China Datang Corporation Solar Energy Industry Co., Ltd.", details of which were set out in the overseas regulatory announcement of the Company dated 29 March 2022.

None of the Directors has any material interest in the Asset Transfer Agreements. Mr. Liu Jianlong and Mr. Su Min, the connected Directors, have abstained from voting on the relevant resolution in accordance with the requirements of the listing rules of the Shanghai Stock Exchange.

## **INFORMATION ON THE RELATED PARTIES**

1. The Company was established in December 1994 and is principally engaged in the construction and operation of power plants, the sale of electricity and thermal power, the repair and maintenance of power equipment and power related technical services. The main service areas of the Company are in the PRC.
2. CDC was established on 9 March 2003 with a registered capital of RMB37.0 billion. It is principally engaged in the development, investment, construction, operation and management of power energy; organisation of power (thermal) production and sales; manufacturing, repair and maintenance of power equipment; power technology development and consultation; power engineering, contracting and consultation of environmental power engineering; development of new energy as well as self-operation and agent for the import and export of various commodities and technologies.

3. Datang Solar Energy was established on 1 April 2019 with a registered capital of RMB1,000 million. It is principally engaged in the development, investment, operation and management of photovoltaic power generation, solar power generation and relevant energy storage projects and other businesses. As of the date of this announcement, Datang Solar Energy was a wholly-owned subsidiary of CDC.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CDC together with its subsidiaries hold approximately 53.09% of the issued share capital of the Company. Datang Solar Energy is a wholly-owned subsidiary of CDC, and therefore Datang Solar Energy is a connected person of the Company. The Acquisition constitutes a connected transaction of the Company.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all completed within a 12-month period or were otherwise related. The Acquisition is conducted by the Company and its subsidiaries with the same party, and the transactions under the Asset Transfer Agreements are of the same nature. Accordingly, such transactions shall be aggregated. Since the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceeds 0.1% but is less than 5%, the Acquisition is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the independent Shareholders' approval requirement.

## **DEFINITIONS**

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

“Acquisition”	the acquisition of the Target Assets by the Company and its subsidiaries from Datang Solar Energy pursuant to the terms and conditions of the Asset Transfer Agreements
“Asset Base Date”	30 April 2021
“Asset Transfer Agreements”	A series of Equity Transfer Agreements and Preliminary Assets Transfer Agreements entered into between the Company and its subsidiaries (including Zhejiang Datang International Renewable Power Company Limited, Jiangxi Datang International Renewable Power Company Limited, Inner Mongolia Datang International Renewable Power Company Limited and Datang Heilongjiang Renewable Power Development Co., Ltd.) and Datang Solar Energy on 30 March 2022, respectively, in relation to the transfer of the Target Assets
“Board”	the board of Directors of the Company



“CDC”	China Datang Corporation Ltd., a wholly state-owned company established under the laws of 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. Details of which please refer to the section headed “Information on the Related Parties” in this announcement
“Company”	Datang International Power Generation Co., Ltd., a sino-foreign joint stock limited company incorporated in the PRC on 13 December 1994, whose H Shares are listed on the Stock Exchange and the London Stock Exchange and whose A Shares are listed on the Shanghai Stock Exchange. Details of which please refer to the section headed “Information on the Related Parties” in this announcement
“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Datang Solar Energy”	China Datang Corporation Solar Energy Industry Co., Ltd. (中國大唐集團太陽能產業有限公司), details of which please refer to the section headed “Information on the Related Parties” in this announcement
“Director(s)”	the director(s) of the Company
“Equity Base Date”	31 March 2021
“Jinyun Company”	Datang Solar Energy Industry (Jinyun) Co., Ltd. (大唐太陽能產業(縉雲)有限責任公司)
“Lishui Company”	Datang Solar Energy Industry (Lishui) Co., Ltd. (大唐太陽能產業(麗水)有限責任公司)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Assets”	the Target Equity and Target Preliminary Assets, details of which please refer to the section headed “Information of the Target Assets” in this announcement
“Target Company(ies)”	Lishui Company and Jinyun Company
“Target Equity”	the 100% equity interests in Target Companies, details of which please refer to the section headed “Information of the Target Assets” in this announcement
“Target Preliminary Assets”	the preliminary expenses occurred of nine preliminary assets held by Datang Solar Energy for project approval or reserving preliminary projects, details of which please refer to the section headed “Information of the Target Assets” in this announcement
“%”	per cent

By order of the Board  
**Jiang Jinming**  
*Company Secretary*

Beijing, the PRC, 30 March 2022

*As at the date of this announcement, the Directors of the Company are:*

*Liang Yongpan, Ying Xuejun, Liu Jianlong, Su Min, Xiao Zheng, Zhu Shaowen, Cao Xin, Zhao Xianguo, Jin Shengxiang, Sun Yongxing, Liu Jizhen\*, Niu Dongxiao\*, Kou Baoquan\*, Zong Wenlong\*, Si Fengqi\**

\* *Independent non-executive directors*