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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 TRANSACTION DISPOSAL OF TARGET ASSETS

ASSET TRANSFER AGREEMENT

The Board is pleased to announce that on 15 March 2022, the Company entered into the Asset Transfer Agreement with Yangxi Nuclear Power Company, pursuant to which the Company agreed to dispose of and Yangxi Nuclear Power Company agreed to acquire the Target Assets at a consideration of RMB71,928,100. The Target Assets are transferred through the SUAEE by way of public tender, and Yangxi Nuclear Power Company becomes the only intended transferee to acquire the Target Assets.

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, and Datang Nuclear Company, a holding subsidiary of CDC, holds 49% of the issued share capital of Yangxi Nuclear Power Company. Therefore, Yangxi Nuclear Power Company is a connected person of the Company. The Disposal constitutes a connected transaction of the Company.

Since the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Disposal is more than 0.1% but less than 5%, the Disposal 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 AGREEMENT

Date

15 March 2022

Parties

1. The Company (as the transferor); and
2. Yangxi Nuclear Power Company (as the transferee).

Subject Matter

The Company agreed to dispose of and Yangxi Nuclear Power Company agreed to acquire the Target Assets, which is subject to the terms and conditions of the Asset Transfer Agreement.

Consideration and Payment Terms

The consideration of the disposal of the Target Assets is RMB71,928,100, which was determined based on the appraised value of the Target Assets. According to the valuation report issued by Beijing Pan-China Assets Appraisal Co., Ltd., an independent valuer, as of the Valuation Benchmark Date, the appraised value of the Target Assets is RMB71,928,100 based on cost approach, and the book value is RMB74,608,500.

Yangxi Nuclear Power Company has paid a deposit of RMB7,190,000 to the SUAEE, which will be directly converted to the payment for the Disposal after the entering into of the Asset Transfer Agreement. Yangxi Nuclear Power Company shall pay the remaining price of RMB64,738,100 to the designated bank account of the SUAEE within 5 working days from the effective date of the Asset Transfer Agreement. The SUAEE will transfer all the price to the designated account of the Company within 3 working days after issuing the transaction certificate.

Completion

The Company shall complete the delivery of all the Target Assets to Yangxi Nuclear Power Company and sign the delivery confirmation within 65 working days after the Asset Transfer Agreement becomes effective and no later than 60 working days after obtaining the transfer certificate issued by the SUAEE.

INFORMATION OF THE TARGET ASSETS

The Target Assets under the Disposal refer to the preliminary assets including the administrative expenses, R&D expenses and electronic equipment of the Guangdong Nuclear Project. The book value of the Target Assets as at the Valuation Benchmark Date is RMB74,608,500. As of the date of this announcement, since the Target Assets have not yet been put into operation, there is no corresponding profit for the Target Assets (before and after tax) for the financial years ended 31 December 2019, 31 December 2020 and 31 December 2021.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Due to the restrictions on nuclear power license qualification, the Guangdong Nuclear Project is promoted slowly. In addition, the economy of Guangdong Province is developing rapidly, and land resources are becoming increasingly scarce. The government intends to use the land resources in the factory site area to attract investment for economy development. The project development and site protection are facing a severe situation. In order to avoid the risk of loss of the preliminary expenses paid by the Company for the project, the Company intends to transfer the preliminary assets of the project.

Directors (including the independent non-executive Directors) are of the view that the Asset Transfer Agreement is 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.

FINANCIAL EFFECTS OF THE DISPOSAL AND USE OF PROCEEDS

The Company expects to recognize losses of approximately RMB6,780,000 which is calculated with reference to the consideration of the Target Assets, the book value of the Target Assets as at the Valuation Benchmark Date and the taxes payable. The calculations are estimates provided for illustrative purposes only. Shareholders should note that the actual losses from the Disposal to be recorded by the Company shall be subject to review by the Company's auditor.

The net proceeds are intended to be used as general working capital of the Company.

APPROVAL BY THE BOARD

The twenty-sixth meeting of the tenth session of the Board has considered and approved the "Resolution on the Transfer of Preliminary Assets of Guangdong Nuclear Power Project", details of which were set out in the overseas regulatory announcement of the Company dated 30 December 2021.

None of the Directors has any material interest in the Asset Transfer Agreement. 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. Yangxi Nuclear Power Company was established on 28 December 2016 with a registered capital of RMB30 million. It is principally engaged in the investment, construction and operation of nuclear power plants; power generation; import of mechanical equipment, instrumentation and spare parts required for the construction, operation and maintenance of nuclear power plants; self-owned real estate lease; provision of technical services and consulting for nuclear power and conventional power enterprises. As of the date of this announcement, the proportions of shareholding of Guangdong Nuclear Investment Company and Datang Nuclear Company in Yangxi Nuclear Power Company are 51% and 49%, respectively.
4. Datang Nuclear Company was established on 17 October 2013 with a registered capital of RMB1,242.0467 million. It is principally engaged in the technology development, project investment, technical services and management of nuclear power and relevant sectors. As of the date of this announcement, the proportions of shareholding of CDC and the Company in Datang Nuclear Company are 60% and 40%, respectively.
5. Guangdong Nuclear Investment Company was established on August 1983 with a registered capital of RMB16 billion. It is principally engaged in the investment in nuclear power project, and import and export of goods and technical services relating to nuclear power generation. Guangdong Nuclear Investment Company is a wholly owned subsidiary of CGN Power.

LISTING RULES IMPLICATIONS

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Since the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Disposal is more than 0.1% but less than 5%, the Disposal 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:

“Asset Transfer Agreement”	the Shanghai Property Rights Transaction Contract entered into between the Company and Yangxi Nuclear Power Company on 15 March 2022 in relation to the transfer of the Target Assets to Yangxi Nuclear Power Company
“Board”	the board of Directors of the Company
“CGN Power”	CGN Power Co., Ltd., a joint stock limited company incorporated under the laws of the PRC on 25 March 2014, whose H Shares are listed on the Main Board of the Stock Exchange (1816.HK) and whose A Shares are listed on the Shenzhen Stock Exchange (003816.SZ), and whose controlling shareholder is China General Nuclear Power Corporation (an enterprise under the supervision of the State-owned Assets Supervision and Administration Commission of the State Council of the PRC)
“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 Nuclear Company”	China Datang Corporation Nuclear Power Company Limited, details of which please refer to the section headed “Information on the Related Parties” in this announcement
“Disposal”	the disposal of the Target Assets by the Company to Yangxi Nuclear Power Company in accordance with the terms and conditions of the Asset Transfer Agreement
“Director(s)”	the director(s) of the Company
“Guangdong Nuclear Investment Company”	Guangdong Nuclear Investment Co., Ltd., details of which please refer to the section headed “Information on the Related Parties” in this announcement
“Guangdong Nuclear Project”	the Guangdong nuclear power project for which the Company started the preliminary work in 2006, which planned to build 6 sets of 1000MW-class PWR nuclear power units, and constructed 2 sets of 1000MW nuclear power units for the first phase. The project is planned to be constructed in the coastal area of Shangyang Town, Yangjiang City, and was included in the National Nuclear Power Planning Key Demonstration Catalogue for site protection in 2008. Currently, the project is still in the feasibility study stage
“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
“SUAEE”	Shanghai United Assets and Equity Exchange
“Target Assets”	the preliminary assets of the Guangdong Nuclear Project, details of which please refer to the section headed “Information of the Target Assets” in this announcement
“Valuation Benchmark Date”	30 November 2019

“Yangxi Nuclear Power
Company”

Yangxi Nuclear Power Co., Ltd., details of which please refer to
the section headed “Information on the Related Parties” in this
announcement

“%”

per cent

By order of the Board
Jiang Jinming
Company Secretary

Beijing, the PRC, 15 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*