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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  
CAPITAL INCREASE AGREEMENT**

**CAPITAL INCREASE AGREEMENT**

On 29 May 2023, the Company and CDC entered into the Capital Increase Agreement, pursuant to which the Company and CDC agreed to increase the registered capital in Datang Nuclear Company by way of cash. In particular, the Company agreed to make further capital contribution of RMB78.0000 million to Datang Nuclear Company and CDC agreed to make further capital contribution of RMB117.0000 million to Datang Nuclear Company based on the proportion of their respective shareholding in Datang Nuclear Company. Upon completion of the Capital Increase, the accumulated amount of capital contribution by the Company to Datang Nuclear Company would become RMB720.2903 million whereas its proportion of total shareholding would remain at 40%; the accumulated amount of capital contribution by CDC to Datang Nuclear Company would become RMB1,080.4304 million whereas its proportion of total shareholding would remain at 60%.

**LISTING RULES IMPLICATIONS**

As at the date of this announcement, CDC is the controlling shareholder of the Company, which together with its subsidiaries holds approximately 53.09% of the issued share capital of the Company. Therefore, CDC is a connected person of the Company. The transaction contemplated under the Capital Increase Agreement constitutes a connected transaction of the Company.

Pursuant to Rules 14.22 and 14A.81 of the Listing Rules, the transaction contemplated under the Capital Increase Agreement should be aggregated with the Previous Transaction and treated as if they were one transaction.

Since the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the transaction contemplated under the Capital Increase Agreement, when aggregated with the Previous Transaction, is more than 0.1% but less than 5%, the transaction contemplated

under the Capital Increase Agreement is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the independent Shareholders' approval requirement.

Since the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the transaction contemplated under the Capital Increase Agreement, when aggregated with the Previous Transaction, is less than 5%, the transaction contemplated under the Capital Increase Agreement does not constitute a discloseable transaction under Chapter 14 of the Listing Rules.

## **CAPITAL INCREASE AGREEMENT**

### **Date**

29 May 2023

### **Parties**

1. The Company;
2. CDC.

### **Major Terms of the Capital Increase Agreement**

1. The amounts of Capital Increase by the Company and CDC are as follows:
  - (a) Increase in registered capital

The registered capital of Datang Nuclear Company shall increase from RMB1,605.7207 million<sup>1</sup> to RMB1,800.7207 million. The amount of increase in registered capital is RMB195.0000 million.

<sup>1</sup> Reference is made to the announcement of the Company dated 30 November 2021 in relation to the capital increase agreement entered into between the Company and CDC on such date (the “**Previous Capital Increase Agreement**”). Upon the effectiveness of the Previous Capital Increase Agreement, the Company and CDC has increased its capital contribution to Datang Nuclear Company by RMB145.4740 million and RMB218.2000 million, respectively, based on the proportion of their respective shareholding in Datang Nuclear Company. Due to the change in project capital demand of Datang Nuclear Company, the Company and CDC have agreed, after negotiation, not to continue with the Previous Capital Increase Agreement. Accordingly, the capital increase already performed by the Company and CDC shall remain valid, while the other rights and obligations of both parties as set out in such agreement shall cease and both parties shall not be liable to each other for any breach of contract or other obligations in connection with such agreement.

(b) Means and amounts of Capital Increase

The Company and CDC agreed to settle the Capital Increase to Datang Nuclear Company by way of cash. Based on the proportion of their respective shareholding, the Company agreed to make further capital contribution of RMB78.0000 million to Datang Nuclear Company and CDC agreed to make further capital contribution of RMB117.0000 million to Datang Nuclear Company. The aggregate amount of Capital Increase to Datang Nuclear Company in cash is RMB195.0000 million. The aggregate amount of the Capital Increase is determined by the parties to the agreement according to the project capital demand of Datang Nuclear Company. Under the Capital Increase, the Company and CDC will make further capital contribution to Datang Nuclear Company in the same proportion based on the proportion of their respective shareholding in Datang Nuclear Company at the price of RMB1/registered capital of RMB1.

The shareholding structure of Datang Nuclear Company as well as the amount of Capital Increase to Datang Nuclear Company by and the proportion of shareholding of each shareholder before and upon completion of the Capital Increase are set out as below:

<b>Name of shareholder</b>	<b>Capital injected prior to the completion of Capital Increase (RMB'0,000)</b>	<b>Shareholding prior to the completion of Capital Increase</b>	<b>Capital to be injected (RMB'0,000)</b>	<b>Total capital injected after the completion of Capital Increase (RMB'0,000)</b>	<b>Shareholding after the completion of Capital Increase</b>
CDC	96,343.04	60%	11,700.00	108,043.04	60%
The Company	<u>64,229.03</u>	<u>40%</u>	<u>7,800.00</u>	<u>72,029.03</u>	<u>40%</u>
Total	<u><u>160,572.07</u></u>	<u><u>100%</u></u>	<u><u>19,500.00</u></u>	<u><u>180,072.07</u></u>	<u><u>100%</u></u>

The Company's contribution to the registered capital of Datang Nuclear Company will be financed by internal funds.

2. Timing of capital contribution: Payment of the capital contribution shall be made by the parties within eight months from the date of signing of the Capital Increase Agreement.
3. Effective date: The Capital Increase Agreement shall become effective upon signing by legal representatives or authorised representatives of the parties and affixing of company seals.

## INFORMATION ON DATANG NUCLEAR COMPANY

Datang Nuclear Company was established on 17 October 2013 with a registered capital of RMB1,605.7207 million. It is principally engaged in the technology development, project investment, technical services and management of nuclear power and relevant sectors. As at the date of this announcement, the proportion of shareholding of CDC and the Company in Datang Nuclear Company is 60% and 40%, respectively.

The key financial data of Datang Nuclear Company for the years ended 31 December 2021 and 2022 prepared in accordance with the PRC Accounting Standards for Business Enterprises are set out below:

	<b>Year ended</b> <b>31 December 2021</b> <i>RMB'0,000</i> (Audited)	<b>Year ended</b> <b>31 December 2022</b> <i>RMB'0,000</i> (Audited)
Loss before tax	(3,632.09)	(3,276.69)
Loss after tax	(3,632.09)	(3,276.69)

As at 31 December 2022, the audited total assets and net assets of Datang Nuclear Company were approximately RMB1,575.6299 million and RMB1,574.5268 million, respectively.

## REASONS FOR AND BENEFITS OF ENTERING INTO THE CAPITAL INCREASE AGREEMENT

The implementation of the Capital Increase Agreement and the Capital Increase by the Company and CDC to Datang Nuclear Company are mainly used for investment in the establishment of CNNC Datang Zhuanghe Nuclear Power Company Limited (中核大唐莊河核電有限公司), hence satisfying the capital needs for investment projects of Datang Nuclear Company, enhancing the strength of the principal business of Datang Nuclear Company, reinforcing its capacity to withstand risk, effectively advancing construction of relevant invested nuclear projects, so as to maximize shareholders' interests.

The Directors (including independent non-executive Directors) are of the view that the increase in capital contribution to Datang Nuclear Company is conducive to the long-term development of the Company in the nuclear power sector, and the Capital Increase Agreement is entered into on normal commercial terms and the terms thereof are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

## **APPROVAL BY THE BOARD**

The thirteenth meeting of the eleventh session of the Board has considered and approved the “Resolution on Increase in Capital Contribution to Datang Nuclear Company”, details of which were set out in the overseas regulatory announcement of the Company dated 29 May 2023.

None of the Directors has any material interest in the Capital Increase Agreement. Mr. Ying Xuejun, Mr. Li Jingfeng and Mr. Tian Dan, 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 PARTIES TO THE AGREEMENT**

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; 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.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CDC is the controlling shareholder of the Company, which together with its subsidiaries holds approximately 53.09% of the issued share capital of the Company. Therefore, CDC is a connected person of the Company. The transaction contemplated under the Capital Increase Agreement constitutes a connected transaction of the Company.

Pursuant to Rules 14.22 and 14A.81 of the Listing Rules, the transaction contemplated under the Capital Increase Agreement should be aggregated with the Previous Transaction and treated as if they were one transaction.

Since the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the transaction contemplated under the Capital Increase Agreement, when aggregated with the Previous Transaction, is more than 0.1% but less than 5%, the transaction contemplated under the Capital Increase Agreement is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the independent Shareholders’ approval requirement.

Since the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the transaction contemplated under the Capital Increase Agreement, when aggregated with the Previous Transaction, is less than 5%, the transaction contemplated under the Capital Increase Agreement does not constitute a discloseable transaction under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

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

“Board”	the board of Directors of the Company
“Capital Increase”	the Company and CDC agreed to make further capital contribution of RMB78.0000 million and RMB117.0000 million, respectively, to Datang Nuclear Company based on the proportion of their respective shareholding in Datang Nuclear Company in accordance with the Capital Increase Agreement
“Capital Increase Agreement”	the capital increase agreement entered into between the Company and CDC on 29 May 2023 in relation to the Capital Increase to Datang Nuclear 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. For details, please refer to the section headed “Information on the Parties to the Agreement” of 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. For details, please refer to the section headed “Information on the Parties to the Agreement” of this announcement
“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules

“Datang Nuclear Company”	China Datang Corporation Nuclear Power Company Limited, for details, please refer to the section headed “Information on Datang Nuclear Company”
“Director(s)”	the director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Previous Transaction”	the transaction contemplated under the capital increase agreement entered into between the Company, Datang Jiangsu Power Generation Co., Ltd., Nantong State-owned Assets Investment Holdings Co., Ltd. and Jiangsu Datang International Lvsigang Power Generation Co., Ltd. on 25 November 2022, details of which were disclosed in the announcement of the Company dated 25 November 2022
“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
“%”	percent

By order of the Board  
**Sun Yanwen**  
*Joint Company Secretary*

Beijing, the PRC, 29 May 2023

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

*Liang Yongpan, Ying Xuejun, Xiao Zheng, Li Jingfeng, Tian Dan, Zhu Shaowen, Cao Xin, Zhao Xianguo, Jin Shengxiang, Sun Yongxing, Niu Dongxiao\*, Zong Wenlong\*, Si Fengqi\*, Zhao Yi\*, Zhu Dahong\**

\* *Independent non-executive Directors*