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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 accompanying form of proxy and reply slip 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)**

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2015  
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2015  
INDEPENDENT AUDITOR'S REPORT AND AUDITED FINANCIAL  
STATEMENTS FOR 2015  
FINANCIAL REPORT FOR 2015  
FINANCIAL BUDGET REPORT FOR 2016  
PROFIT DISTRIBUTION PLAN FOR 2015  
RE-APPOINTMENT OF DOMESTIC AND OVERSEAS  
ACCOUNTING FIRMS AND THEIR REMUNERATION FOR 2016  
INVESTMENT PLAN FOR 2016  
FINANCING PLAN FOR 2016  
AND  
NOTICE OF AGM**

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A letter from the Board is set out on pages 1 to 5 of this circular.

The Company will convene the AGM at 9:00 a.m. on Friday, 17 June 2016 at Room 501, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, PRC. Notice of the AGM is set out on pages 6 to 8 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 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 form of proxy of 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 by not less than 24 hours before the time fixed for holding the AGM 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 AGM or at any other adjourned meeting should you so wish.

A reply slip and a form of proxy for use in connection with the AGM are enclosed herewith. If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or (for holders of Domestic Shares) to the Company's head office in the PRC on or before Saturday, 28 May 2016.

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	ii
<b>LETTER FROM THE BOARD</b> .....	1
<b>NOTICE OF AGM</b> .....	6

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## DEFINITIONS

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

“AGM”	the annual general meeting for the year 2015 to be held by the Company at Room 501, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC at 9:00 a.m. on Friday, 17 June 2016
“Articles”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board of Directors” or “Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China
“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 under the stock code of 01798
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of 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 PRC citizens and/or PRC incorporated entities
“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 under the stock code of 01798
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“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
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

\* *For identification purpose only*

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LETTER FROM THE BOARD

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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)**

*Non-executive Directors:*

Mr. Wang Yeping

Mr. Kou Bing'en

Mr. An Hongguang

Mr. Guo Shuping

*Executive Directors:*

Mr. Zhang Chunlei

Mr. Hu Guodong

*Independent Non-executive Directors:*

Mr. Liu Chaoan

Mr. Lo Mun Lam, Raymond

Mr. Yu Shunkun

*Registered office in the PRC:*

Room 149, Building 1

No. 3, Xijing Road

Badachu Hi-tech Zone

Shijingshan District

Beijing

PRC

*Head office in the PRC:*

8/F, Building 1

No. 1 Caishikou Street

Xicheng District

Beijing 100053

PRC

*Principal place of business in Hong Kong:*

18/F, Tesbury Centre,

28 Queen's Road East,

Wanchai, Hong Kong

To the Shareholders:

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2015  
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2015  
INDEPENDENT AUDITOR'S REPORT AND AUDITED FINANCIAL  
STATEMENTS FOR 2015  
FINANCIAL REPORT FOR 2015  
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NOTICE OF AGM**

\* For identification purpose only

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for the issues set out below, so as to enable you to make informed decisions on whether to vote for or against the relevant resolutions to be proposed at the AGM:

1. Work report of the Board of Directors for 2015;
2. Work report of the Supervisory Committee for 2015;
3. Independent auditor's report and audited financial statements for 2015;
4. Financial report for 2015;
5. Financial budget report for 2016;
6. Profit distribution plan for 2015;
7. Re-appointment of domestic and overseas accounting firms and their remuneration for 2016;
8. Investment plan for 2016; and
9. Financing plan for 2016.

**1. The resolution in relation to the work report of the Board of Directors for the year 2015**

An ordinary resolution will be proposed at the AGM to approve the work report of Board of Directors for the year 2015. The full text of the work report of Board of Directors is set out in the annual report of the Company published on 29 April 2016.

**2. The resolution in relation to the work report of the Supervisory Committee for the year 2015**

An ordinary resolution will be proposed at the AGM to approve the work report of Supervisory Committee for the year 2015. The full text of the work report of the Supervisory Committee is set out in the annual report of the Company published on 29 April 2016.

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## LETTER FROM THE BOARD

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**3. The resolution in relation to independent auditor's report and audited financial statements for 2015**

An ordinary resolution will be proposed at the AGM to approve the independent auditor's report and audited financial statements of the Company for 2015. The full text of the independent auditor's report and audited financial statements is set out in the annual report of the Company published on 29 April 2016.

**4. The resolution in relation to the financial report for 2015**

An ordinary resolution will be proposed at the AGM to approve the financial report for 2015 audited in accordance with the PRC accounting standards and international accounting standards. As shown in the 2015 consolidated financial statements of the Company according to the PRC accounting standards, the Company recorded operating revenue of RMB5,588,265,000, other net income and other revenue of RMB116,846,000, operating cost of RMB3,620,625,000, net finance cost of RMB1,938,760,000, operating profit of RMB2,084,486,000, comprehensive income of RMB12,865,000 (of which comprehensive income attributable to equity holders is RMB-36,265,000).

**5. The resolution in relation to the financial budget report for 2016**

An ordinary resolution will be proposed at the AGM to approve the financial budget report for the year 2016. The financial budget report is prepared with reference to the Company's historical results, development targets for the year 2016 and value maximization principle.

**6. The resolution in relation to the profit distribution plan for 2015**

An ordinary resolution will be proposed at the AGM to approve the profit distribution plan for 2015. Pursuant to relevant laws, regulations, the Articles and other relevant documents, the Company does not propose to make any profit distribution for 2015.

**7. The resolution in relation to the re-appointment of domestic and overseas accounting firms and their remuneration for 2016**

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Ernst & Young Hua Ming LLP and Ernst & Young as the Company's domestic and overseas auditors for the year of 2016, respectively, with a term commencing from the conclusion of 2015 annual general meeting and ending on the conclusion of 2016 annual general meeting, and the authorisation to the Audit Committee of the Board to determine the aforesaid auditors' remuneration.

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## LETTER FROM THE BOARD

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### **8. The resolution in relation to the investment plan for 2016**

An ordinary resolution will be proposed at the AGM to approve the investment plan for the year 2016. It is estimated that the total investment of the Company for the year 2016 will be RMB7,269,250,000. The investment plan and capital plan will be adjusted with reference to the progress of preparation work and construction of ongoing projects.

### **9. The resolution in relation to financing plan for 2016**

A special resolution will be proposed at the AGM to approve the financing plan for 2016. In 2016, the Company proposes to select the financing methods including traditional loans, finance lease, issue of ultra-short-term debenture and medium-term notes etc., so as to satisfy its capital needs from construction of projects, production operation, and replacement of loans, with a maximum annual financing amount of RMB18.392 billion.

#### ***Ultra-short-term debenture***

It is proposed to issue the registered amount of RMB6 billion of ultra-short-term debentures for a term of 270 days, with the final interest rate for the issue to be determined by the lead underwriter and the issuer through negotiation with reference to the valuation of pricing of non-financial corporate debt financing instruments published in the inter-bank market. It will be proposed at the AGM to authorise the Board, to arrange the specific financing plan based on the market conditions and to delegate the general manager to specifically handle all the matters relating to the financing plan within the scope of authorisation granted at the AGM, including but not limited to the actual registered or issue size, tranches, maturity, underwriting and pricing methods of such issue, use of the proceeds, repayment method of the principal and the interest thereon, capital sources of such repayment and the interest rate for such issue, etc.

The aggregate amount of the above financing instruments shall not exceed RMB10 billion, while the total financing amount shall not exceed the annual budget. The financing budget is subject to adjustment with changes to the annual investment plan of the Company. It is proposed to authorise the secretary of the Board of the Company to deal with all the matters in relation to the announcements and disclosure for a term commencing from the date when this resolution is approved at the AGM to the date when the 2016 annual general meeting of the Company is convened.



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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the AGM, the register of members of the Company will be closed from Wednesday, 18 May 2016 to Friday, 17 June 2016 (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 AGM, all transfer documents 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 Tuesday, 17 May 2016.

### VOTING BY POLL AT AGM

The AGM is proposed to be held at 9:00 a.m. on Friday, 17 June 2016 at Room 501, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, PRC to approve the resolutions to be proposed at the AGM as set out in the Notice of the AGM. The Notice of the AGM is set out on pages 6 to 8 of this circular.

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 AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 80 of the Articles.

On a poll, every Shareholder present in person or by proxy or (being a corporation by its duly authorised 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 needs not use all his/her votes or cast all the votes he/she uses in the same manner.

### RECOMMENDATION

The Board considers that the aforesaid resolutions are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolutions as set out in the Notice of AGM which are to be proposed at the AGM.

By order of the Board

**China Datang Corporation Renewable Power Co., Limited\***

**Wang Yeping**

*Chairman*

30 April 2016

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## NOTICE OF AGM

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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)**

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Datang Corporation Renewable Power Co., Limited (the “**Company**”) for the year 2015 (“**AGM**”) will be held at 9:00 a.m. on Friday, 17 June 2016 at Room 501, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the People’s Republic of China to consider the following matters. Terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 30 April 2016 unless otherwise specified.

#### ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board of Directors of the Company for the year ended 31 December 2015;
2. To consider and approve the work report of the Supervisory Committee of the Company for the year ended 31 December 2015;
3. To consider and approve the independent auditor’s report and audited financial statements for 2015;
4. To consider and approve the financial report of the Company for the year ended 31 December 2015;
5. To consider and approve the financial budget report of the Company for the year ended 31 December 2016;
6. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2015;
7. To consider and approve the re-appointment of domestic and overseas accounting firms and their remuneration for 2016;
8. To consider and approve the investment plan of the Company for the year of 2016;

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## NOTICE OF AGM

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### SPECIAL RESOLUTION

9. To consider and approve the proposal in relation to the financing plan for 2016; and

### ORDINARY RESOLUTION

10. To consider and approve the proposals (if any) put forward at the general meeting by shareholder(s) holding 3% or more of the Shares of the Company carrying the right to vote thereat.

By order of the Board

**China Datang Corporation Renewable Power Co., Limited\***

**Wang Yeping**

*Chairman*

Beijing, the PRC, 30 April 2016

*Notes:*

1. The register of members will be closed by the Company from Wednesday, 18 May 2016 to Friday, 17 June 2016 (both days inclusive), during which time no transfer of the Company's shares will be registered. To be eligible to attend the AGM, 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) or the Company's head office in the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Tuesday, 17 May 2016.
2. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the AGM 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 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) or the Company's head office in the PRC (for holders of Domestic Shares) within 24 hours prior to the holding of the AGM. 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 AGM on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the AGM on behalf of a Shareholder to provide proof of identity.

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## NOTICE OF AGM

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7. Shareholders intending to attend the AGM must return the AGM reply slip to the Company's head office in the PRC (for holders of Domestic Shares of the Company) by hand, by post or by fax (fax number: (010) 8395 6519); or (for holders of H Shares of the Company) return the AGM reply slip to 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 by hand or by post on or before Saturday, 28 May 2016.
8. The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.
9. 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  
PRC

*As at the date of this notice, the executive directors of the Company are Mr. Zhang Chunlei and Mr. Hu Guodong; the non-executive directors are Mr. Wang Yeping, Mr. Kou Bing'en, Mr. An Hongguang and Mr. Guo Shuping; and the independent non-executive directors are Mr. Liu Chaoan, Mr. Lo Mun Lam, Raymond and Mr. Yu Shunkun.*

\* *For identification purpose only*