

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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**

### **PROPERTY SALE AND PURCHASE CONTRACTS**

According to the “Resolution on the Purchase of Office Buildings by Datang Tongzhou Technology Company Limited” considered and approved at the thirty-first meeting of the eighth session of the Board held on 26 February 2016 (please refer to the overseas regulatory announcement of the Company dated 26 February 2016 for details), Datang Tongzhou Technology entered into the Property Sale and Purchase Contracts with Shangshan Hengsheng Real Estate, an indirect holding subsidiary of CDC, and/or Other Group Purchasers (as the case may be) on 30 May 2016 with an aggregate contractual amount of approximately RMB110.9169 million.

### **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CDC is the controlling Shareholder of the Company, which together with its subsidiaries holds 34.77% of the issued share capital of the Company. Pursuant to Chapter 14A of the Listing Rules, since Shangshan Hengsheng Real Estate and Other Group Purchasers are subsidiaries of CDC and are connected persons of the Company, the transactions in relation to Datang Tongzhou Technology and Shangshan Hengsheng Real Estate under the Property Sale and Purchase Contracts constitute connected transactions of the Company.

Since one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the relevant transaction under the Property Sale and Purchase Contracts are more than 0.1% but less than 5%, the Property Sale and Purchase Contracts and the transactions thereunder are subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but are exempt from the approval by the independent shareholders of the Company.

According to the “Resolution on the Purchase of Office Buildings by Datang Tongzhou Technology Company Limited” considered and approved at the thirty-first meeting of the eighth session of the Board held on 26 February 2016 (please refer to the overseas regulatory announcement of the Company dated 26 February 2016 for details), Datang Tongzhou Technology entered into the Property Sale and Purchase Contracts with Shangshan Hengsheng Real Estate, an indirect holding subsidiary of CDC, and/or Other Group Purchasers (as the case may be) on 30 May 2016 with an aggregate amount of RMB110.9169 million.

## **I GROUP PROPERTY SALE AND PURCHASE AGREEMENT**

### **Date of the agreement:**

30 May 2016

### **Parties to the agreement:**

Seller:	Party A:	Shangshan Hengsheng Real Estate
Group Purchase Parties:	Party B:	China Datang Corporation Science and Technology Research Institute Company Limited;
	Party C:	Datang Electric Power Fuel Company Limited;
	Party D:	Datang Tongzhou Technology;
	Party E:	China Datang Overseas Investment Company Limited;
	Party F:	China Datang Overseas Technology Service Company Limited;
	Party G:	Chongqing Yuneng Industry (Group) Company Limited;
	Party H:	China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd.

(Parties B, C, D, E, F, G and H are referred to as the “Group Purchase Parties”)

## Major terms of the agreement:

1. Subject matter: The Group Purchase Parties subscribe to purchase 72 properties located in the north building of Wealth Center of Galaxy (銀河財智中心), Shijingshan District, Beijing, which was built and developed by Shangshan Hengsheng Real Estate with an aggregate gross floor area (“GFA”) of approximately 28,372.70m<sup>2</sup>.
2. Contract price and breakdown:
  - (1) Office area and price

*Currency: RMB*

<b>Group Purchase Parties</b>	<b>GFA (m<sup>2</sup>)</b>	<b>Unit selling price (RMB0'000/m<sup>2</sup>)</b>	<b>Total price (RMB0'000)</b>
Party B	10,580.43	3.1	32,799.33
Party C	5,354.86	3.1	16,600.07
Party D	3,490.19	3.1	10,819.59
Party E	1,744.79	3.1	5,408.85
Party F	1,669.58	3.1	5,175.70
Party G	1,864.67	3.1	5,780.48
Party H	2,603.73	3.1	8,071.56
	<hr/>	<hr/>	<hr/>
Total	27,308.25		84,655.58
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(2) Canteen area allocation and price of canteen

*Currency: RMB*

<b>Group Purchase Parties</b>	<b>Shared area of canteen (m<sup>2</sup>)</b>	<b>Unit selling price (RMB0'000/m<sup>2</sup>)</b>	<b>Total price (RMB0'000)</b>
Party B	412.41	2.0	824.82
Party C	208.72	2.0	417.44
Party D	136.05	2.0	272.10
Party E	68.01	2.0	136.02
Party F	65.06	2.0	130.12
Party G	72.67	2.0	145.34
Party H	101.53	2.0	203.06
Total	<u>1,064.45</u>	<u>2.0</u>	<u>2,128.90</u>

*Note:* The shared area of canteen of the relevant Group Purchase Parties is determined based on the portion of the office area to be acquired by the relevant Group Purchase Parties.

3. In the event that the Group Purchase Parties do not enter into specific completed property sale and purchase contract with Shangshan Hengsheng Real Estate within the time period specified in the agreement, the agreement shall lapse and Shangshan Hengsheng Real Estate shall have the right to sell the properties to other parties.
4. The agreement shall become effective after being duly signed by the legal representative or the proxy (with written authorisation by the legal representative) of each party with its respective company seal affixed thereto.

## **II COMPLETED PROPERTY SALE AND PURCHASE CONTRACTS (OFFICE)**

**Date:**

30 May 2016

**Parties of the contracts:**

Seller: Shangshan Hengsheng Real Estate

Purchaser: Datang Tongzhou Technology

## Major terms of the contracts:

Both contract parties entered into five completed property sale and purchase contracts (office), of which the major terms were materially the same. Principal contents are summarized as below:

1. Subject matter: Datang Tongzhou Technology subscribes to purchase certain portion of the office located in the north building of Wealth Center of Galaxy, Shijingshan District, Beijing which was built and developed by Shangshan Hengsheng Real Estate with an aggregate GFA of approximately 3,490.19m<sup>2</sup>.
2. Contract price and breakdown:

*Currency: RMB*

Unit No.	Planned usage	Actual GFA (m <sup>2</sup> )	Internal floor area (m <sup>2</sup> )	Unit price of GFA (RMB0'000/m <sup>2</sup> )	Unit price of internal GFA (RMB0'000/m <sup>2</sup> )	Total price (RMB0'000)
Unit 701	Office	1,677.47	993.77	3.1	5.23	5,200.16
Unit 702	Office	42.03	24.9	3.1	5.23	130.29
Unit 703	Office	25.29	14.98	3.1	5.23	78.40
Unit 801	Office	1,702.74	993.77	3.1	5.31	5,278.49
Unit 802	Office	42.66	24.9	3.1	5.31	132.25
Sub-total		<u>3,490.19</u>	<u>2,052.32</u>	<u></u>	<u></u>	<u>10,819.59</u>

3. Agreed payment method and term:
  - i. The purchaser shall pay the seller a consideration totalling RMB108.1959 million on a lump sum basis on the date of the execution of the contracts.
  - ii. The purchaser shall pay the consideration pursuant to the payment term as stipulated in the contracts and supplemental agreements. If the payment is to be settled by way of bank transfer, the payment date shall be the day when the amount reaches the seller's account; if the payment is to be settled by way of bank note (cheques, drafts or promissory notes), the payment date shall be the day when the consideration reaches the seller's account; if the payment is to be settled by way of cash, the payment date shall be the day when the payment is made. Handling fees and other charges incurred due to the settlement of the consideration by the purchaser shall be borne by the purchaser.

4. Delivery:

The seller shall notify the purchaser of the delivery of the property within three days after receiving all consideration (bank mortgage loans inclusive) in accordance with the terms of the agreement, and the purchaser should complete the procedures for delivery of the property within seven days after receiving the notice.

5. The contract shall become effective after being duly signed by the legal representative or the proxy (with written authorisation by the legal representative) of both parties with their respective company seals affixed thereto.

### **III COMPLETED PROPERTY SALE AND PURCHASE CONTRACTS (CANTEEN) AND COMMON OWNERSHIP AGREEMENTS**

**Date:**

30 May 2016

**Parties of the Completed Property Sale and Purchase Contracts (Canteen):**

Seller: Shangshan Hengsheng Real Estate

Purchasers: China Datang Corporation Science and Technology Research Institute Company Limited

Datang Electric Power Fuel Company Limited

Datang Tongzhou Technology

China Datang Overseas Investment Company Limited

China Datang Overseas Technology Service Company Limited

Chongqing Yuneng Industry (Group) Company Limited

Beijing Guodian Project Tendering Company Limited

**Parties of the Common Ownership Agreements:**

(i) China Datang Corporation Science and Technology Research Institute Company Limited

(ii) Datang Electric Power Fuel Company Limited

- (iii) Datang Tongzhou Technology
- (iv) China Datang Overseas Investment Company Limited
- (v) China Datang Overseas Technology Service Company Limited
- (vi) Chongqing Yuneng Industry (Group) Company Limited
- (vii) Beijing Guodian Project Tendering Company Limited

**Major terms:**

On 30 May 2016, the seller entered into six completed property sale and purchase contracts (canteen) with the purchasers; and Datang Tongzhou Technology entered into six common ownership agreements with the Other Group Purchasers (other than China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd.). Principal contents of such contracts are summarized as below:

1. Subject matter: Datang Tongzhou Technology and the Other Group Purchasers (other than China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd.) subscribe to purchase the public staff canteen in the north building of Beijing Wealth Center of Galaxy, Shijingshan District, Beijing, from Shangshan Hengsheng Real Estate, which was built and developed by Shangshan Hengsheng Real Estate. The total area of the public staff canteen was approximately 1,064.45m<sup>2</sup> and the actual area of the public staff canteen to be purchased by Datang Tongzhou Technology was approximately 136.05m<sup>2</sup>.
2. Contract price and breakdown:

*Currency: RMB*

Unit no.	Planned usage	Actual GFA (m <sup>2</sup> )	Internal GFA (m <sup>2</sup> )	Unit price of GFA (RMB0'000/m <sup>2</sup> )	Unit price of internal GFA (RMB0'000/m <sup>2</sup> )	Total price (RMB0'000)
Unit 156	Canteen and kitchen	35.55	20.73	2	3.43	71.10
Unit 157	Canteen and kitchen	79.7	46.48	2	3.43	159.40
Unit 158	Canteen and kitchen	23.63	13.78	2	3.43	47.26
Unit 159	Canteen and kitchen	19.03	11.1	2	3.43	38.06
Unit 160	Canteen and kitchen	144.17	84.08	2	3.43	288.34
Unit 161	Canteen and kitchen	762.37	444.61	2	3.43	1,524.74
Sub-total		<u>1,064.45</u>	<u>620.78</u>	<u>2</u>	<u>3.43</u>	<u>2,128.90</u>
Actual area to be purchased by Datang Tongzhou Technology		<u>136.05</u>	<u>79.34</u>	<u>2</u>	<u>3.43</u>	<u>272.10</u>

*Note:* Datang Tongzhou Technology entered into the Common Ownership Agreements with Other Group Purchasers (other than China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd.) in May 2016. According to the calculation based on the agreed proportion, the area of the public staff canteen to be purchased by Datang Tongzhou Technology was approximately 136.05m<sup>2</sup> and the total consideration was approximately RMB2.7210 million.

3. Agreed payment method and term:

- i. The purchasers shall pay the seller a consideration totalling approximately RMB21.2890 million on a lump sum basis on the date of execution of the contracts, of which Datang Tongzhou Technology shall pay the consideration approximately RMB2.7210 million.
- ii. The purchasers shall pay the consideration pursuant to the payment term as stipulated in the contracts and supplemental agreements. If the payment is to be settled by way of bank transfer, the payment date shall be the day when the amount reaches the seller's account; if the payment is to be settled by way of bank note (cheques, drafts or promissory notes), the payment date shall be the day when the amount set out on the bank note reaches the seller's account; if the payment is to be settled by way of cash, the payment date shall be the day when the payment is made. Handling fees and other charges incurred due to the settlement of the consideration by the purchasers shall be borne by the purchasers.

4. Delivery conditions:

The seller shall notify the purchasers of the delivery of the property within three days after receiving the consideration (bank mortgage loans inclusive) in accordance with the terms of the agreement, and the purchasers should complete the procedures for delivery of the property within seven days after receiving the notice.

5. The agreements shall become effective after duly signed by the legal representative or the proxy (with written authorisation by the legal representative) of both parties with their respective company seals affixed thereto.



## **Pricing basis**

The unit price per GFA under the Property Sale and Purchase Contracts was determined with reference to the market selling price of similar office buildings in the surrounding area of Beijing Wealth Center of Galaxy. The retail price of Beijing Wealth Center of Galaxy was approximately 40 thousand/m<sup>2</sup> whereas the group selling price of Beijing Wealth Center of Galaxy under the Property Sale and Purchase Contracts were 31 thousand/m<sup>2</sup>, representing approximately 78% of the retail price. Since the group selling price of certain new projects nearby to the Beijing Wealth Center of Galaxy was RMB25 thousand/m<sup>2</sup>, representing 76% of the retail price of such project. Therefore, the Company considers that the consideration payable at Datang Tongzhou Technology under the Property Sale and Purchase Contracts is within a reasonable range.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE PROPERTY SALE AND PURCHASE CONTRACTS**

As Datang Tongzhou Technology does not own any property used as offices, and along with the development of business and increase in the number of staff, the existing leased office area of Datang Tongzhou Technology cannot satisfy its needs. As such, the purchase of the aforementioned properties can adequately satisfy its development of business and its demand for offices.

The Directors, including independent non-executive Directors, are of view that the Property Sale and Purchase Contracts have been entered into on normal commercial terms and the terms are fair and reasonable and are in the interest of the Company and its shareholders as a whole.

## **BOARD'S APPROVAL**

None of the Directors of the Company has material interest in the transactions under the Property Sale and Purchase Contracts. Chen Jinhang, Hu Shengmu and Liang Yongpan, the connected Directors, have abstained from voting on this resolution at the relevant Board meeting pursuant to the listing rules of the Shanghai Stock Exchange.

## **INFORMATION OF THE PARTIES**

1. The Company 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, with its main service areas in the PRC.
2. The major operations of Datang Tongzhou Technology, a wholly-owned subsidiary of the Company with a registered capital of RMB100 million, include equipment lease, equipment installation and equipment repair; research on chemical additive and fly ash technique; sales of fly ash, construction material, machinery and equipment and so forth.

3. Shangshan Hengsheng Real Estate, an indirect holding subsidiary of CDC with registered capital of RMB63,762,750, mainly engages in operations such as real estate development and property management.

Since the renovation of Beijing Wealth Center of Galaxy has not been completed, the settlement for project completion has not been completed. As the determination of the book value of such property is subject to the completion of all the settlement for project completion, no book value of such property nor net profit before and after tax for the two financial years immediately preceding the transaction was available.

4. China Datang Corporation Science and Technology Research Institute Company Limited is a wholly-owned subsidiary of CDC with a registered capital of RMB100 million. It primarily engages in technology development, transfer, consultation, promotion and technology service; technology import and export; training for power generation technique; research and trial development of construction and technology; environmental supervision; construction project management; construction price consultation; construction technique consultation and so forth.
5. Datang Electric Power Fuel Company Limited is a wholly-owned subsidiary of CDC with a registered capital of RMB643.7916 million. It primarily engages in sales of coal; investment and management of energy and energy transportation; development and consultation service of high technologies for power energy; sales and technical consultation services of exploration, manufacturing and chemical processing equipment for fuel resources and so forth.
6. China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd., is a wholly-owned subsidiary of CDC with a registered capital of RMB1,027.2833 million. Its principal businesses include acting as agent for tenders invitation and import, pipe supplies, project consultation, spare parts, equipment supervision, management of project materials resources, CDM, safety evaluation and so forth.
7. Beijing Guodian Project Tendering Company Limited is a wholly-owned subsidiary of China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd. with a registered capital of RMB15 million. It primarily engages in tendering agency, technique consultation, technology services, technology development and construction project management.
8. China Datang Overseas Investment Company Limited is a wholly-owned subsidiary of CDC with a registered capital of RMB1,834.7755 million. It primarily engages in investment, development, construction and management of domestic and overseas power energy; manufacturing, repair and maintenance of power equipment and so forth.

9. China Datang Overseas Technology Service Company Limited (中國大唐集團海外技術服務有限公司) is a holding subsidiary of CDC with a registered capital of RMB50 million. It primarily engages in technical service; technical consultation; technical development; technical transfer; project investment; import and export of goods; technical import and export; import and export agency; assets management.
10. Chongqing Yuneng Industry (Group) Company Limited (重慶渝能產業(集團)有限公司) is an indirect wholly-owned subsidiary of CDC with a registered capital of RMB300 million. It primarily engages in integrated development of urban construction, high-tech development of electric and chemical products, power resources exploration and so forth.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CDC is the controlling shareholder of the Company, which together with its subsidiaries holds 34.77% of the issued share capital of the Company. Pursuant to Chapter 14A of the Listing Rules, since Shangshan Hengsheng Real Estate and Other Group Purchasers are subsidiaries of CDC and are connected persons of the Company, the transactions in relation to Datang Tongzhou Technology and Shangshan Hengsheng Real Estate under the Property Sale and Purchase Contracts constitute connected transactions of the Company.

Since one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the relevant transaction under the Property Sale and Purchase Contracts are more than 0.1% but less than 5%, the Property Sale and Purchase Contracts and the transactions thereunder are subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but are exempt from the approval by the independent shareholders of the Company.

## **DEFINITIONS**

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

“Board”	the board of directors
“CDC”	China Datang Corporation, a state-owned enterprise established under the laws of the PRC and is a controlling shareholder of the Company. CDC and its subsidiaries together own approximately 34.77% of the issued share capital of the Company as at the date of this announcement
“Common Ownership Agreements”	the six Common Ownership Agreements entered into between Datang Tongzhou Technology and Other Group Purchasers (other than China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd.) on 30 May 2016

“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
“Completed Property Sale and Purchase Contracts (Canteen)”	the six Beijing Completed Commodity Property Sale and Purchase Contracts entered into between Datang Tongzhou Technology, China Datang Corporation Science and Technology Research Institute Company Limited, Datang Electric Power Fuel Company Limited, China Datang Overseas Investment Company Limited, China Datang Overseas Technology Service Company Limited, Chongqing Yuneng Industry (Group) Company Limited, Beijing Guodian Project Tendering Company Limited and Shangshan Hengsheng Real Estate on 30 May 2016
“Completed Property Sale and Purchase Contracts (Office)”	the five Beijing Completed Commodity Property Sale and Purchase Contracts entered into between Datang Tongzhou Technology and Shangshan Hengsheng Real Estate on 30 May 2016
“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	has the meaning ascribed to it under the Listing Rules
“Datang Tongzhou Technology”	Datang Tongzhou Technology Company Limited (大唐同舟科技有限公司), details of which are set out in the section headed “Information of the Parties”
“Director(s)”	the director(s) of the Company
“Group Property Sale and Purchase Agreement”	Wealth Center of Galaxy Commodity Property Group Purchase Agreement (《銀河財智中心商品房團購協議》) entered into between Datang Tongzhou Technology, China Datang Corporation Science and Technology Research Institute Company Limited, Datang Electric Power Fuel Company Limited, China Datang Overseas Investment Company Limited, China Datang Overseas Technology Service Company Limited, Chongqing Yuneng Industry (Group) Company Limited, China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd. and Shangshan Hengsheng Real Estate on 30 May 2016

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Other Group Purchasers”	China Datang Corporation Science and Technology Research Institute Company Limited; Datang Electric Power Fuel Company Limited; China Datang Overseas Investment Company Limited; China Datang Overseas Technology Service Company Limited; Chongqing Yuneng Industry (Group) Company Limited; China National Water Resources & Electric Power Materials & Equipment Group Co., Ltd.; Beijing Guodian Project Tendering Company Limited
“PRC”	the People’s Republic of China
“Property Sale and Purchase Contracts”	the Group Property Sale and Purchase Agreement, Completed Property Sale and Purchase Contracts (Office), the Completed Property Sale and Purchase Contracts (Canteen) and the Common Ownership Agreements entered into by Datang Tongzhou Technology on 30 May 2016
“RMB”	Renminbi, the lawful currency of the PRC
“Shangshan Hengsheng Real Estate”	Beijing Shangshan Hengsheng Real Estate Co., Ltd. (北京上善恒盛置業有限公司), an indirect holding subsidiary of CDC, details of which are set out in the section headed “Information of the Parties”
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage

By Order of the Board  
**Ying Xuejun**  
*Company Secretary*

Beijing, the PRC, 30 May 2016

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

*Chen Jinhang, Hu Shengmu, Wu Jing, Liang Yongpan, Ying Xuejun, Cao Xin, Cai Shuwen, Liu Haixia, Guan Tiangang, Zhu Shaowen, Jiang Guohua\*, Feng Genfu\*, Luo Zhongwei\*, Liu Huangsong\*, Jiang Fuxiu\**

\* *Independent non-executive Directors*