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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 Suntien Green Energy Corporation Limited, you should at once hand this circular, the proxy form and the reply slip for the EGM 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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China Suntien Green Energy Corporation Limited*
新天綠色能源股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00956)

**THE 2019 ANNUAL PROFIT DISTRIBUTION PLAN
CHANGE IN APPOINTMENT OF PRC AUDITOR FOR 2020
AND
ELECTION OF SUPERVISORS OF THE FOURTH SESSION OF
SUPERVISORY COMMITTEE**

China Suntien Green Energy Corporation Limited will convene the EGM at 2:30 p.m. on Tuesday, 13 October 2020 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. A notice convening the EGM was dispatched to the Shareholders on 27 August 2020.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form enclosed with the notice of EGM in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for holders of A Shares, the proxy form should be returned to the Company's registered office and headquarters in the PRC in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. on or before 2:30 p.m. on Monday, 12 October 2020 in respect of the EGM) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip enclosed with the notice of EGM to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's registered office and headquarters in the PRC (for holders of A Shares) on or before Wednesday, 23 September 2020.

* For identification purposes only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4

DEFINITIONS

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

“2019 Annual Dividends”	means the annual dividends for the year ended 31 December 2019 proposed to be distributed to all Shareholders by the Company
“2019 Annual Profit Distribution Plan”	means the profit distribution plan formulated by the Company for the distribution of the 2019 Annual Dividends
“Articles of Association”	means the articles of association of the Company currently in effect
“A Share(s)”	means ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi, listed on the Main Board of the SSE and traded in Renminbi
“Board of Directors” or “Board”	means the board of Directors of the Company
“Company”	means China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock limited company incorporated on 9 February 2010 in the PRC with limited liability
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“CSRC”	means the China Securities Regulatory Commission
“Directors”	means directors of the Company
“EGM”	means the first extraordinary general meeting of the Company for 2020 to be convened at the Conference Room, 5th Floor, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 2:30 p.m. on Tuesday, 13 October 2020, for the matters described in this circular
“Ernst & Young Hua Ming”	means Ernst & Young Hua Ming LLP

DEFINITIONS

“H Share(s)”	means overseas listed foreign share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
“HECIC”	means Hebei Construction & Investment Group Co., Ltd. (河北建設投資集團有限責任公司), a wholly state-owned enterprise incorporated in the PRC, which is under the direct supervision of the State-owned Assets Supervision and Administration Commission of the People’s Government of Hebei Province
“HKD” or “HK\$”	means Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	means 4 September 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	means the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region and Taiwan region
“Reanda”	means Reanda Certified Public Accountants LLP
“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shares”	means shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the A Shares and H Shares
“Shareholders”	means holders of the Shares

DEFINITIONS

“SSE”	means the Shanghai Stock Exchange
“Supervisor(s)”	means the supervisor(s) of the Company
“Supervisory Committee”	means the supervisory committee of the Company

LETTER FROM THE BOARD



China Suntien Green Energy Corporation Limited* **新天綠色能源股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00956)

Board of Directors:

Non-executive Directors:

Dr. Cao Xin (*Chairman*)
Dr. Li Lian Ping
Mr. Qin Gang
Mr. Wu Hui Jiang

Executive Directors:

Mr. Mei Chun Xiao (*President*)
Mr. Wang Hong Jun

Independent Non-executive Directors:

Mr. Xie Wei Xian
Mr. Wan Yim Keung, Daniel
Dr. Lin Tao

Registered Office and Headquarters:

9th Floor, Block A, Yuyuan Plaza
No. 9 Yuhua West Road
Shijiazhuang City, Hebei Province
the PRC

Principal place of business in Hong Kong:

Suite 2103, Prudential Tower
The Gateway, Harbour City
Kowloon
Hong Kong

11 September 2020

To the Shareholders

Dear Sirs and Madams

**THE 2019 ANNUAL PROFIT DISTRIBUTION PLAN
CHANGE IN APPOINTMENT OF PRC AUDITOR FOR 2020
AND
ELECTION OF SUPERVISORS OF THE FOURTH SESSION OF
SUPERVISORY COMMITTEE**

I. INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. BUSINESSES TO BE CONSIDERED AT THE EGM

The businesses to be considered at the EGM are described in more details in the notice of EGM, which was dispatched to the Shareholders on 27 August 2020.

* For identification purposes only

LETTER FROM THE BOARD

Resolutions to be proposed at the EGM for the Shareholders' consideration include the following:

- a) the resolution on the 2019 Annual Profit Distribution Plan,
- b) the resolution on the change in appointment of the PRC auditor for 2020, and
- c) the resolution on the election of Supervisors of the Company's fourth session of the Supervisory Committee.

III. BUSINESSES OF THE EGM

1. To consider and approve the resolution on the 2019 Annual Profit Distribution Plan

Reference is made to the announcement dated 20 August 2020 of the Company with respect to the 2019 Annual Profit Distribution Plan.

A meeting of the Board was convened on 20 August 2020. Taking into full account the reasonable returns of investors and the long-term development of the Company and provided that the normal business operation and development of the Company is guaranteed, the Board proposes the distribution of profits for the year 2019 based on the total number of issued Shares of the Company on the record date for the distribution of the 2019 Annual Dividends, and the details of the 2019 Annual Profit Distribution Plan is as follows:

The Company proposes to distribute a cash dividend of RMB1.25 (tax inclusive) for every 10 Shares to all Shareholders, and calculated based on the total number of issued Shares of the Company on the date when the Board approves the 2019 Annual Profit Distribution Plan, being 3,849,910,396 Shares, the total cash dividend to be distributed will amount to RMB481,238,799.50 (tax inclusive). If the total number of issued Shares of the Company changes during the period from the date of the aforesaid Board meeting to the record date for distribution of the 2019 Annual Dividends, the total amount of distribution will remain unchanged and the distribution amount per share will be adjusted accordingly. The amount of cash dividend of the Company for the year 2019 accounts for approximately 34.01% of the Company's net profit attributable to shareholders of parent company in 2019. The undistributed portion of the distributable profit of the Company for 2019 will be carried forward to the next year.

As at the Latest Practicable Date, the Company has no plan for share issue that might change the total number of its issued Shares on or before the record date for the distribution of the 2019 Annual Dividends.

LETTER FROM THE BOARD

It is also proposed to the EGM to authorize the Board and its authorized person(s) to implement the 2019 Annual Profit Distribution Plan. Subject to the above authorization being granted, the Board will delegate its authority to the Company's management for implementing all relevant matters relating to the 2019 Annual Profit Distribution Plan.

Subject to the 2019 Annual Profit Distribution Plan being approved at the EGM, the 2019 Annual Dividends will be paid to holders of H Shares whose names are registered in the Company's register of members on Thursday, 22 October 2020. In accordance with the Articles of Association, the 2019 Annual Dividends will be denominated in RMB, of which the dividends of holders of A Shares will be distributed and paid in RMB while those of holders of H Shares will be declared in RMB and paid in HKD. The 2019 Annual Dividends are expected to be paid to holders of H Shares on or before Monday, 30 November 2020.

2. To consider and approve the resolution on the change in appointment of Ernst & Young Hua Ming as the PRC auditor of the Company for 2020

Reference is made to the announcement dated 20 August 2020 of the Company with respect to the proposed change of PRC auditor by the Company.

Given that Ernst & Young Hua Ming strictly abided by its duties, and issued an audit report for the Company in an objective and fair manner pursuant to the independent auditing standards during the preparation of the initial public offering of A Shares of the Company, the Board resolved on 20 August 2020 to propose the change of the PRC auditor of the Company for 2020 from Reanda to Ernst & Young Hua Ming, with a term of office from the date when its appointment is approved at the EGM to the date of the annual general meeting of the Company for the year 2020, and to authorize the Board (and its authorized person(s)) to determine its remuneration.

The Company has communicated with Reanda in advance regarding the above-mentioned change of PRC auditor and obtained its understanding and support. Reanda is aware of the related arrangement and confirms that it has no objection to it. Reanda has confirmed in writing to the Company that there are no matters relating to its retirement from the PRC auditor of the Company that need to be brought to the attention of the Shareholders or creditors of the Company. The Board also confirms that there is no arrangement relating to the change of PRC auditor that needs to be brought to the attention of the Shareholders or creditors of the Company.

LETTER FROM THE BOARD

3. To consider and approve the resolution on the election of Supervisors of the Company's fourth session of the Supervisory Committee

Reference is made to the announcement dated 26 August 2020 of the Company, which disclosed that Mr. Wang Chun Dong, the chairman of the Supervisory Committee and an external Supervisor, and Dr. Shao Jing Chun, an independent Supervisor, have tendered their resignations to the Supervisory Committee, respectively, due to their work arrangements. Their resignations shall be effective after the Company officially appoints new Supervisors to fill their vacancies. In order to fill the vacancies arising from the resignations of the above-mentioned Supervisors, the Supervisory Committee passed resolutions at the meeting of the Supervisory Committee convened on the same day for the nomination of Ms. Gao Jun and Professor Zhang Dong Sheng as external Supervisor and independent Supervisor of the fourth session of the Supervisory Committee, respectively. The biographical details of Ms. Gao and Professor Zhang are as follows:

Ms. Gao Jun (高軍), aged 50, is the general manager of the Audit Management Department of HECIC, the controlling shareholder of the Company. She graduated from Hebei University of Economics and Business majoring in finance and accounting, and is a senior economist. Since April 2015, Ms. Gao has been the general manager of the Audit Management Department of HECIC. She successively served as the general manager, deputy department head, assistant to the department head and assistant to the manager of the financial management department of HECIC.

Professor Zhang Dong Sheng (張東生), aged 60, is the head of the Department of Business Administration, School of Economics and Management, Hebei University of Technology. He obtained a doctorate in management majoring in management science and engineering from Hebei University of Technology, and is a professor and tutor to Ph.D. students. Professor Zhang is an external director of Hebei Port Group Co., Ltd. (河北港口集團有限公司). From 1983 to 1984, Professor Zhang worked in Tangshan Mining & Metallurgical Machinery Plant (唐山冶金礦山機械廠). In July 1984, he studied in Hebei University of Technology for a master's degree. He has been teaching in that university since his graduation in 1987, during which, he studied in Hebei University of Technology for a doctorate. From 2006 to 2007, he was a senior visiting scholar at the University of Manchester, United Kingdom.

LETTER FROM THE BOARD

Subject to the approval by the Shareholders on their appointments, the Company will enter into a service contract with each of Ms. Gao and Professor Zhang, and their respective term of office shall be effective from the date of the EGM and end on the expiry of the term of the fourth session of the Supervisory Committee. They are eligible for re-election upon expiry of their term according to the Articles of Association. Ms. Gao Jun will not receive remuneration from the Company as an external Supervisor. Professor Zhang Dong Sheng will receive a Supervisor's remuneration of HKD50,000 (or RMB equivalent, tax inclusive, paid quarterly, and in respect of which the Company will withhold and pay individual income tax) each year as an independent Supervisor.

To the best of the knowledge of the Directors and save as disclosed above, Ms. Gao and Professor Zhang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; they do not have any relationship with any Director, Supervisor, senior management or substantial or controlling shareholder of the Company; and they do not hold any other positions in the Company or any of its subsidiaries. As at the Latest Practicable Date, Ms. Gao and Professor Zhang do not have any interest in the shares of the Company or its associated corporations (within the meaning of Part XV of the SFO of Hong Kong).

Save as disclosed above, there is no other information in relation to the appointments of Ms. Gao and Professor Zhang that needs to be disclosed pursuant to the requirements set out in Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

According to the Articles of Association, the cumulative voting mechanism will be adopted for the voting of the two sub-resolutions in this resolution.

IV. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATES

Matters to be considered at the EGM are set out in the notice of EGM, which was dispatched on 27 August 2020 together with the form of proxy and reply slip.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the 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 A Shares, the form of proxy should be returned to the Company's registered office and headquarters in the PRC in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. on or before 2:30 p.m. on Monday, 12 October 2020 in respect of the EGM) 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 EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's registered office and headquarters in the PRC (for holders of A Shares) on or before Wednesday, 23 September 2020.

LETTER FROM THE BOARD

The H Share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H Shares to attend the EGM, from Sunday, 13 September 2020 to Tuesday, 13 October 2020 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, all instruments of transfers, accompanied by the relevant share certificates, must be lodged for registration 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, not later than 4:30 p.m. on Friday, 11 September 2020. Holders of H Shares who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.

In order to determine the Shareholders who are entitled to the receipt of the 2019 Annual Dividends, the H Share register of members of the Company will be closed from Saturday, 17 October 2020 to Thursday, 22 October 2020 (both days inclusive), during which period no transfer of H Shares will be registered. If holders of H Shares of the Company intend to receive the 2019 Annual Dividends but do not register relevant transfer documents, they shall deliver such documents to 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, not later than 4:30 p.m. on Friday, 16 October 2020 for registration.

The Company will separately announce details of the arrangements for the attendance by holders of A Shares of the EGM and the payment for the 2019 Annual Dividends on the website of the SSE in due course.

V. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM, of which, the cumulative voting mechanism will be adopted for the voting of Resolution No. 3 (To consider and approve the resolution on the election of Supervisors of the Company's fourth session of the Supervisory Committee), and the one-share-one-vote method will be used for all the remaining resolutions. Results of the poll voting will be uploaded to the Company's website at www.suntien.com and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

VI. RECOMMENDATIONS

The Board considers that all the resolutions proposed at the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of those resolutions proposed at the EGM.

Yours faithfully,
Cao Xin
Chairman