

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



**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)**

**NOTICE OF 2012 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “AGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at 9:00 a.m. on Thursday, 6 June 2013 at the Ambassador Hotel, Shijiazhuang City, Hebei Province, PRC, for the following purposes:

**ORDINARY RESOLUTIONS**

1. To consider and approve the Report of the Board of Directors (the “Board”) of the Company for the Year 2012.
2. To consider and approve the Report of the Board of Supervisors of the Company for the Year 2012.
3. To consider and approve the Final Accounts of the Company for the Year Ended 31 December 2012.
4. To consider and approve the Audited Financial Statements of the Company and the Independent Auditors’ Report for the Year ended 31 December 2012.
5. To consider and approve the Profit Distribution Plan of the Company for the Year 2012.
6. To consider and approve the Budget Arrangement Report of the Company for the Year Ended 31 December 2013.
7. To consider and approve the re-appointment of Zhong Lei Certified Public Accountants Co., Ltd. (中磊會計師事務所有限公司); and Ernst & Young as the Company’s PRC auditors and overseas auditors, respectively, for the year 2013 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their respective remunerations.

8. To consider and elect the Directors of the second session of the Board, including:
  - (a) To consider and elect Mr. Zhao Hui Ning as a non-executive director of the second session of the Board;
  - (b) To consider and elect Mr. Xiao Gang as a non-executive director of the second session of the Board;
  - (c) To consider and elect Mr. Ma Guo Qing as a non-executive director of the second session of the Board;
  - (d) To consider and elect Dr. Cao Xin as an executive director of the second session of the Board;
  - (e) To consider and elect Mr. Gao Qing Yu as an executive director of the second session of the Board;
  - (f) To consider and elect Mr. Wang Hong Jun as an executive director of the second session of the Board;
  - (g) To consider and elect Mr. Zhao Hui as an executive director of the second session of the Board;
  - (h) To consider and elect Mr. Qin Hai Yan as an independent non-executive director of the second session of the Board;
  - (i) To consider and elect Mr. Ding Jun as an independent non-executive director of the second session of the Board;
  - (j) To consider and elect Mr. Wang Xiang Jun as an independent non-executive director of the second session of the Board; and
  - (k) To consider and elect Mr. Yue Man Yiu Matthew as an independent non-executive director of the second session of the Board.
9. To consider and elect the non-employee representative Supervisors of the second session of the Board of Supervisors, including:
  - (a) To consider and elect Mr. Yang Hong Chi as a non-employee representative supervisor of the second session of the Board of Supervisors; and
  - (b) To consider and elect Mr. Liu Jin Hai as a non-employee representative supervisor of the second session of the Board of Supervisors.
10. To consider and approve the Directors and Supervisors remuneration package of the second session of the Board of Directors and the Board of Supervisors.

## SPECIAL RESOLUTION

11. To consider and approve the granting of a general mandate to the Board to issue, allot and deal with additional domestic shares and H shares not exceeding 20% of each of the aggregate nominal values of the domestic shares and H shares of the Company respectively in issue, and to authorise the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate:

“**THAT:**

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Articles of Association of the Company and relevant laws and regulations of the People’s Republic of China (the “PRC”), the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with, either separately or concurrently, additional domestic shares and H shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) each of the aggregate nominal values of domestic shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal values of domestic shares and H shares of the Company respectively in issue at the date of passing this resolution;
- (d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;
- or

(iii) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

(B) the Board be authorised to make amendments to the Articles of Association as necessary so as to reflect the new share capital structure of the Company upon the allotment or issue of shares pursuant to the sub-paragraph (A)(a) of this resolution.”

12. To consider and approve the amendment of Article 101 of the Articles of Association to read as:

“The Company shall have a Board of Directors. The Board of Directors shall consist of 11 Directors, of which four shall be independent non-executive directors. The Board of Directors shall have one Chairman and two Vice Chairmen.”

By order of the Board of  
**China Suntien Green Energy Corporation Limited**  
**Zhao Hui**  
*Executive Director and Joint Company Secretary*

Shijiazhuang City, Hebei Province, PRC, 22 April 2013

*Notes:*

1. The Board recommends the distribution of a final dividend of RMB0.02 per share (tax inclusive) (RMB64,768,700 in total) for the year ended 31 December 2012 subject to the shareholders’ approval at the AGM.
2. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by way of a poll. As such, each of the resolutions set out in the notice of AGM will be voted by poll. Results of the poll voting will be published on the Company’s website at [www.suntien.com](http://www.suntien.com) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
3. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company’s registered office and headquarters in the PRC (for holders of domestic shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), at least 24 hours before the AGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
5. 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 AGM, from Saturday, 4 May 2013 to Thursday, 6 June 2013 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the AGM, 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, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 3 May 2013. H-Share holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the AGM.

6. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. Shareholders of the Company intending to attend the AGM in person or by their proxies should return the reply slip for attending the AGM by courier or by post to the Company's registered office and headquarters in the PRC (for holders of domestic Shares) or the Company's H Share Registrar, Computershare Hong Kong Investors Services Limited (for holders of H Shares) on or before Thursday, 16 May 2013. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
8. The AGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
9. A shareholder or his proxy should produce proof of identity when attending the AGM.
10. Our registered office and headquarters in the PRC is 9 Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, PRC.

*As at the date of this notice, the non-executive directors of the Company are Dr. Cao Xin, Mr. Zhao Hui Ning and Mr. Xiao Gang; the executive directors of the Company are Mr. Gao Qing Yu, Mr. Zhao Hui and Mr. Sun Xin Tian; and the independent non-executive directors of the Company are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.*

\* *for identification purpose only*