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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)

A SHARE OFFERING PLAN AND RELEVANT MATTERS

This announcement is made by the Company pursuant to the inside information provisions under Part XIVA of the SFO and Rule 13.09 of the Listing Rules.

In order to expand its financing channels, optimise its capital structure and further improve its competitiveness and economic benefits, the Company intends to apply to the CSRC for the initial public offering and listing of A Shares. In accordance with the A Share Offering plan, the Company intends to issue no more than 134,750,000 A Shares, representing approximately 7.18% and 3.63%, respectively, of the Domestic Shares in issue and the entire issued share capital of the Company as at the date of this announcement. Resolutions of the A Share Offering plan and the relevant matters have been approved by the Board at the Board meeting held on 25 September 2017.

The matters regarding the A Share Offering are subject to the approval of the Shareholders at the EGM, securities regulatory authorities (including the CSRC) and other relevant regulatory authorities (including the relevant stock exchanges).

The A Share Offering may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares. Further details on the A Share Offering will be disclosed by the Company in due course.

This announcement is made by the Company pursuant to the inside information provisions under Part XIVA of the SFO and Rule 13.09 of the Listing Rules.

Reference is hereby made to the announcements of the Company dated 14 August 2017 and 1 September 2017 in relation to the Company's proposed offering of A Shares, and the acceptance for filing and record-keeping by the CSRC Hebei Office of the Company's receiving pre-listing tutoring for the A Share Offering, respectively.

In order to expand its financing channels, optimise its capital structure and further improve its competitiveness and economic benefits, the Company intends to apply to the CSRC for the initial public offering and listing of A Shares. The A Share Offering will be carried out by the Board of Directors under the General Mandate. In accordance with the General Mandate granted to the Board of Directors by the Shareholders at the annual general meeting of the Company for 2016 held on 8 June 2017, the Board of Directors may issue Domestic Shares representing no more than 20% of the total number of Domestic Shares of the Company in issue at the date of the annual general meeting of 2016 (being 375,231,200 Domestic Shares). In accordance with the A Share Offering plan, the Company intends to issue no more than 134,750,000 A Shares, representing approximately 7.18% and 3.63%, respectively, of the Domestic Shares in issue and the entire issued share capital of the Company as at the date of this announcement. Resolutions of the A Share Offering plan and the relevant matters have been approved by the Board at the Board meeting held on 25 September 2017.

I. The A Share Offering Plan

Details of the A Share Offering plan are as follows:

- (a) Class of shares to be issued: RMB ordinary shares (A Shares).
- (b) Number of shares to be issued: the number of A Shares to be issued under the public offering of the Company will be no more than 134,750,000 A Shares. The exact number of A Shares to be issued shall be determined by the Board of Directors and the sponsor through negotiations and book building under the authorisation to be granted at the general meeting and in view of the capital needs of the project to be financed with the proceeds from the A Share Offering. The final number of shares to be issued shall be subject to the approval of the CSRC. The A Share Offering is limited to the issue of new A Shares by the Company only and does not involve any transfer of Shares of the Company (the existing Shares) by the existing Shareholders of the Company to investors.
- (c) Nominal value of shares to be issued: RMB ordinary shares (A Shares) with a nominal value of RMB1.00 each.
- (d) Target subscribers of the shares to be issued: placees that satisfy the requirements under national laws and regulations and the provisions of regulators, and domestic natural persons, legal persons and other investors which have maintained accounts at the Shanghai Stock Exchange (other than those prohibited under national laws and regulations).

If any of them is a connected person of the Company, the Company will take all reasonable measures to meet the relevant requirements under the listing rules of the place where its Shares are listed.

- (e) Price of shares to be issued: the initial price range will be determined first by the Board of Directors and the sponsor through promotion and initial book building under the authorisation to be granted at the general meeting, and the offer price will then be determined in accordance with laws and regulations and the relevant requirements of the CSRC.
- (f) Proposed place of listing: the Shanghai Stock Exchange.
- (g) Methods of offering of shares: combination of the offline placing to specified investors through book building and the online subscription, or any other methods specified by the CSRC.
- (h) Transfer of state-owned shares: in accordance with the Implementing Measures for the Transfer of Certain State-owned Shares through Domestic Securities Market to the National Social Security Fund (Cai Qi [2009] No. 94) (境內證券市場轉持部分國有股充實全國社會保障基金實施辦法) and the relevant requirements, state-owned corporation Shareholders of the Company shall perform their obligations to transfer state-owned Shares based on 10% of the actual number of A Shares issued at the time of the A Share Offering, and the detailed transfer proposal shall be determined and implemented subject to the approval of the relevant national authorities.
- (i) Use of proceeds: the proceeds from the public offering of A Shares, after deduction of the offering expenses undertaken by the Company, will be used for the investment in the Fengning Senjitu wind farm (phase 3) project (150MW) of HECIC. The total investment of such project shall be RMB1,473,351,900, of which RMB442,005,600 is intended to be financed with the proceeds. In the event that the actual proceeds, after deduction of the corresponding offering expenses, are insufficient to meet the investment needs for such project, the shortfall will be financed by the internal resources of the Company. If early investment is required for the aforesaid project to be financed before the proceeds from the offering are available due to factors such as operational needs or market competition, the Company intends to invest with its own funds or bank loans. Once the proceeds from the offering are available, the Company will replace its own funds with and/or repay bank loans by using the proceeds from the offering. In the event that the actual proceeds, after deduction of the corresponding offering expenses, are more than those required for the aforesaid project to be financed, the excess will be applied to replenish the working capital of the Company through legal procedures in accordance with the national laws, regulations and the relevant requirements of the CSRC.
- (j) Conversion into a joint stock limited liability company with Shares issued and listed domestically and overseas: after the A Shares are issued and become listed with the approval of the CSRC, the Company will apply for the conversion into a joint stock limited liability company with Shares issued and listed domestically and overseas.
- (k) Validity period of the resolution on the A Share Offering plan: 12 months following the approval at the general meeting.

The aforesaid A Share Offering plan is subject to consideration and approval at the EGM as a special resolution.

II. Other relevant matters of the A Share Offering plan

In accordance with the requirement of the A Share Offering, the Board of Directors has resolved to propose other relevant resolutions in respect of the A Share Offering to the EGM, including (1) the resolution on the feasibility of the project to be financed with the proceeds of the A Share Offering; (2) the resolution on the proposed grant at the general meeting of the authorisation to the Board of Directors to handle all matters relating to the A Share Offering; (3) the resolution on the plan for distribution of accumulated profit of the Company prior to the A Share Offering; (4) the resolution on the Company's plan for distribution of dividends to Shareholders for the three years following the A Share Offering; (5) the resolution on the proposal for A Share price stabilisation for the three years following the A Share Offering; (6) the resolution on the undertakings made by the Company in respect of the A Share Offering; (7) the resolution on the analysis of the dilution impact of the A Share Offering on immediate returns and the remedial measures; (8) the resolution on the Articles of Association (Draft) (Effective upon the Listing of A Shares); (9) the resolution on the report on the use of proceeds previously raised by the Company; and (10) various corporate governance rules have been prepared which will be effective upon the listing of A Shares, including the rules of procedure of the general meeting, the Board of Directors and the Board of Supervisors, the "Rules for the Administration of Provision of Guarantees to External Parties (Effective upon the Listing of A Shares)" and the "Working Rules for Independent Directors (Effective upon the Listing of A Shares)".

The above resolutions will be submitted to the EGM for consideration and approval. The following is a summary of the resolutions, details of which will be set out in the circular of the EGM to be dispatched to Shareholders in due course.

(1) The resolution on the feasibility of the project to be financed with the proceeds of the A Share Offering

The proceeds from the A Share Offering are intended to be applied in the Fengning Senjitu wind farm (phase 3) project (150MW) of HECIC.

- a) The report on the feasibility of the Fengning Senjitu wind farm (phase 3) project (150MW) of HECIC: the proceeds are intended to be used for the investment in the Fengning Senjitu wind farm (phase 3) project (150MW) of HECIC. The project has a total investment of RMB1,473,351,900, of which RMB442,005,600 is intended to be financed with the proceeds.
- b) In the event that the actual proceeds, after deduction of the corresponding offering expenses, are insufficient to meet the investment needs for such project, the shortfall will be financed by the internal resources of the Company. If early investment is required for the aforesaid project to be financed before the proceeds from the offering are available due to factors such as operational needs or market competition, the Company intends to invest with its own funds or bank loans. Once the proceeds from the offering are available, the Company will replace its own funds with and/or repay bank loans by using the proceeds from the offering. In the event that the actual proceeds, after deduction of the corresponding

offering expenses, are more than those required for the aforesaid project to be financed, the excess will be applied to replenish the working capital of the Company through legal procedures in accordance with the national laws, regulations and the relevant requirements of the CSRC.

The report on the project to be financed with the proceeds of the A Share Offering and its feasibility study is subject to consideration and approval at the EGM as a special resolution.

(2) Resolution on the proposed grant at the general meeting of the authorisation to the Board of Directors to handle all matters relating to the A Share Offering

In view of possible changes in the process of the offering and listing of A Shares and in order to ensure the success of the public offering and listing of A Shares, a resolution will be proposed at the general meeting to authorise the Board of Directors to handle all the matters relating to the offering and listing.

The authorisation is subject to consideration and approval at the EGM as a special resolution, which will be effective for 12 months from the date of passing at the EGM.

(3) Resolution on the plan for distribution of accumulated profit of the Company prior to the A Share Offering

If the A Share Offering is completed within 12 months of the date of passing of the resolution at the general meeting, in addition to the normal annual profit distribution, the accumulated undistributed profit of the Company prior to the A Share Offering shall be shared by the new and existing Shareholders in proportion to their respective shareholdings following the A Share Offering. If the Company fails to complete the A Shares Offering within such period, a separate resolution on the distribution of accumulated undistributed profit shall be proposed for consideration at the general meeting of the Company.

The aforesaid resolution on the plan for distribution of accumulated profit prior to the A Share Offering is subject to consideration and approval at the EGM as a special resolution.

(4) Resolution on the plan of the Company for distribution of dividends to Shareholders for the three years following the A Share Offering

In order to achieve sustainable development of the Company and establish a continuous, stable and scientific return mechanism for investors, in view of its current development stage at the growth period, the Company has developed a plan for distribution of dividends to Shareholders for the three years following the A Share Offering in accordance with the laws, regulations and rules, including the Company Law, the Securities Law, the Guidelines on the Articles of Association of Listed Companies, the Management Measures for Initial Public Offering and Listing of Shares (首次公開發行股票並上市管理辦法), the Opinions on Further Promoting the Reform of New Share Offering System (關於進一步推進黨股發行體制改革的意見), the Circular on Further Implementation of Matters Regarding Distribution of Cash Dividends

of Listed Companies (關於進一步落實上市公司現金分紅有關事項的通知) and the Listed Companies Regulation Guideline No. 3 – Distribution of Cash Dividends by Listed Companies (上市公司監管指引第3號—上市公司現金分紅).

The plan is subject to consideration and approval at the EGM as an ordinary resolution.

(5) Resolution on the proposal of the Company for A Share price stabilisation for the three years following the A Share Offering

In accordance with the relevant laws and regulations, such as the Company Law, the Securities Law and the Opinions on Further Promoting the Reform of New Share Offering System and in order to protect the interests of minority shareholders and investors, the Company prepared a proposal for stabilising the price of A Shares.

The proposal is subject to consideration and approval at the EGM as an ordinary resolution.

(6) Resolution on the undertakings provided by the Company in respect of the A Share Offering

In order to protect the interests of minority shareholders and investors and strengthen its obligation of information disclosure, the Company shall provide undertakings in respect of matters such as repurchase of A Shares and compensation for loss as a result of non-compliant information disclosure.

The resolution is subject to consideration and approval at the EGM as an ordinary resolution.

(7) Resolution on the analysis of the dilution impact of the A Share Offering on immediate returns and the remedial measures

In accordance with the relevant requirements of documents, including the Opinions of the General Office of the State Council on Further Strengthening the Protection of Lawful Interests of Small and Medium Investors in the Capital Market (Guo Ban Fa [2013] No. 110) (國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見) and the Guiding Opinions of the CSRC in Relation to Matters Relevant to Dilution of Immediate Returns by Initial Public Offering, Refinancing and Material Asset Reorganisation (Zheng Jian Hui Gong Gao [2015] No. 31 (關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見), the Company analysed the dilution impact of the A Share Offering on immediate returns and proposed specific remedial measures, and the relevant entities (including the Directors and senior management of the Company) have made undertakings in respect of the effective performance by the Company of remedial measures.

When performing their obligations with respect to the price stabilization of the A Shares, the Company and its Directors and senior management shall meet the requirements for information disclosure under the securities listing rules of the jurisdictions in which the Shares of the Company are listed and other applicable regulatory requirements.

The resolution is subject to consideration and approval at the EGM as an ordinary resolution.

(8) Resolution on the Articles of Association (Draft) (Effective upon the Listing of A Shares)

The Company proposes to amend the Articles of Association based on the existing Articles of Association and in accordance with the requirements of relevant laws, regulations and regulatory documents. The amendments made by the Articles of Association (Draft) to the existing Articles of Association primarily relate to: (1) a provision in relation to the increase in the number of new A Shares to be issued; and (2) the amendments to the provisions in the Articles of Association with respect to A Shares companies in accordance with the laws, regulations and regulatory documents in the PRC.

The Articles of Association (Draft) are subject to the approval at the EGM by way of special resolution and shall become effective and be implemented from the date on which the A Shares to be issued under the initial public offering are listed and traded on a stock exchange.

The Articles of Association (Draft) are subject to the consideration and approval at the EGM as a special resolution.

(9) Resolution on the report on the use of proceeds previously raised by the Company

The Company prepared the “Report on the Use of Proceeds Previously Raised”, Ernst & Young Hua Ming LLP have verified in respect of the use of proceeds previously raised and issued the “Assurance Report on the Use of Proceeds from Previous H Share Issuance”.

The report is subject to consideration and approval at the EGM as an ordinary resolution.

(10) Various corporate governance rules have been prepared which will be effective upon the listing of A Shares

In order to meet the relevant regulatory requirements and in accordance with the requirements of relevant laws, regulations and regulatory documents, the Company has prepared various corporate governance rules which will be effective upon the listing of A Shares, including the rules of procedure of the general meeting, the Board of Directors and the Board of Supervisors, the “Rules for the Administration of Provision of Guarantees to External Parties (Effective upon the Listing of A Shares)” and the “Working Rules for Independent Directors (Effective upon the Listing of A Shares)”.

Among which, the rules of procedure of the general meeting, the Board of Directors and the Board of Supervisors, which will be effective upon the listing of A Shares, are subject to approval at the EGM by way of special resolutions, while the “Rules for the Administration of Provision of Guarantees to External Parties (Effective upon the Listing of A Shares)” and the “Working Rules for Independent Directors (Effective upon the Listing of A Shares)” are subject to approval at the EGM by way of ordinary resolutions. These rules shall become effective

and be implemented from the date on which the A Shares to be issued under the initial public offering are listed and traded on a stock exchange.

III. Effect of the A Share Offering on the shareholding structure of the Company

Assuming all the 134,750,000 A Shares under the A Share Offering plan are issued in full with approval and the share capital of the Company will remain unchanged prior to the completion of the plan for the A Share Offering, the Company's shareholding structure as at the date of this announcement and immediately following the completion of the A Share Offering will be as follows:

	As at the date of this announcement		Immediately following the completion of the A Share Offering	
	Number of Shares	Approximate percentage of the issued share capital of the Company	Number of Shares	Approximate percentage of the issued share capital of the Company
Domestic Shares				
Domestic Shares in issue	1,876,156,000	50.50%	1,876,156,000	48.73%
New A Shares to be issued under the A Share Offering and to be held by the public	–	–	134,750,000	3.50%
Sub-total of Domestic Shares:	<u>1,876,156,000</u>	<u>50.50%</u>	<u>2,010,906,000</u>	<u>52.23%</u>
H Shares (held by the public)	<u>1,839,004,396</u>	<u>49.50%</u>	<u>1,839,004,396</u>	<u>47.77%</u>
Total	<u><u>3,715,160,396</u></u>	<u><u>100.00%</u></u>	<u><u>3,849,910,396</u></u>	<u><u>100.00%</u></u>

Notes:

- As at the date of this announcement, all the Domestic Shares in issue were directly held by HECIC, the Controlling Shareholder of the Company. Following the completion of the A Share Offering, the existing Domestic Shares in issue will be converted into A Shares. However, in accordance with the relevant requirements including the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, HECIC shall not transfer or appoint any other person to manage the shares held by it prior to the A Share Offering or cause the Company to repurchase such shares within thirty six months from the date of listing of the A Shares of the Company.
- Due to rounding adjustments, the figures shown as total may not represent the arithmetic sum of the previous figures.

3. The shareholding structure immediately following the completion of the A Share Offering did not take into account the transfer of shares to the NSSF or the reduction in the shares held by state-owned shareholders. Such transfer or reduction, if any, will be carried out in accordance with the applicable PRC laws and regulations and is subject to the consideration and approval by the PRC regulatory authorities including the Ministry of Finance.

During the 12 months up to the date of this announcement, the Company had not conducted any fund raising activities involving the issue of share capital.

Assuming that (i) all the 134,750,000 A Shares under the A Share Offering are issued in full with approval; and (ii) save for the A Shares to be converted from the existing Domestic Shares following the completion of the A Share Offering, the share capital of the Company will remain unchanged prior to the completion of the A Share Offering, the Company expects that its public float will continue to meet the requirements of Rule 8.08 of the Listing Rules immediately following the completion of the A Share Offering.

IV. Shareholders' approval

The matters regarding the A Share Offering are subject to the approval of the Shareholders at the EGM, securities regulatory authorities (including the CSRC) and other relevant regulatory authorities (including the relevant stock exchanges). The final proposal for the A Share Offering is subject to the approval of regulatory authorities. Upon completion of the A Share Offering, the existing Domestic Shares in issue will become domestic listed shares. The date of completion of the A Share Offering depends on the policies in relation to the offering and listing of A shares of the PRC government, the date of approval and the actual situation of the domestic capital market. As such, as at the date of this announcement, the date of completion of the A Share Offering had not been determined.

A circular containing, among other things, details of the A Share Offering plan and other relevant resolutions of the EGM will be dispatched to Shareholders in accordance with the Listing Rules and the Articles of Association in due course.

The A Share Offering may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares. Further details on the A Share Offering will be disclosed by the Company in due course.

V. Definitions

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

“A Shares”	the ordinary shares proposed to be issued by the Company under its A Share Offering plan and to be subscribed for in Renminbi
“A Share Offering”	the proposed initial public offering by the Company of no more than 134,750,000 A Shares which are proposed to be listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company currently in effect
“Articles of Association (Draft)”	the articles of association of the Company which will become effective from the date on which A Shares are issued and listed
“Board of Directors” or “Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”	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 PRC with limited liability
“Company Law”	the Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“connected person(s)”	shall have the meaning ascribed to it under the Listing Rules
“Controlling Shareholder” or “HECIC”	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
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the first extraordinary general meeting of the Company for 2017 to be convened at the Conference Room, 5 th Floor, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 9:30 a.m. on Friday, 10 November 2017
“General Mandate”	the general mandate granted to the Board of Directors by the Shareholders at the annual general meeting of the Company for 2016 held on 8 June 2017 to issue Domestic Shares and H Shares representing no more than 20% of the total number of Domestic Shares and H Shares of the Company, respectively, in issue at the date of the passing of the relevant resolution by the Shareholders
“H Shares”	the overseas listed foreign invested shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	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
“NSSF”	the National Council for Social Security Fund of the People’s Republic of China
“PRC”	the People’s Republic of China, which, for the purposes of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including the Domestic Shares and H Shares
“Shareholder(s)”	the holder(s) of Share(s)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board of Directors
China Suntien Green Energy Corporation Limited
Mei Chun Xiao
Executive Director/President

Shijiazhuang City, Hebei Province, the PRC, 25 September 2017

As at the date of this announcement, the non-executive directors of the Company are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang, Ms. Sun Min and Mr. Wu Huijiang; the executive directors of the Company are Mr. Mei Chun Xiao and Mr. Wang Hong Jun; 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 purposes only*