
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 and the proxy form, the reply slip for the Annual General Meeting and, if applicable, the 2017 annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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



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)

- (1) REPORT OF THE BOARD OF DIRECTORS FOR 2017**
- (2) REPORT OF THE BOARD OF SUPERVISORS FOR 2017**
- (3) FINAL ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2017**
- (4) AUDITED FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017**
- (5) PROFIT DISTRIBUTION PLAN FOR 2017**
- (6) BUDGET REPORT FOR THE YEAR ENDING 31 DECEMBER 2018**
- (7) RE-APPOINTMENT OF INTERNATIONAL AUDITORS AND AUTHORISING THE BOARD TO DETERMINE THEIR REMUNERATIONS**
- (8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**
- (9) GENERAL MANDATE TO ISSUE SHARES**
- AND**
- (10) NOTICE OF THE 2017 ANNUAL GENERAL MEETING**

China Suntien Green Energy Corporation Limited will convene the 2017 Annual General Meeting (the "AGM") at 9:00 a.m. on Friday, 8 June 2018 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. The notice of AGM is set out on pages 13 to 16 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form 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 Domestic 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 AGM (i.e. before 9:00 a.m. on Thursday, 7 June 2018) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM 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 Domestic Shares) on or before Friday, 18 May 2018.

* For identification purposes only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF ANNUAL GENERAL MEETING	13

DEFINITIONS

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

“AGM” or “Annual General Meeting”	means the 2017 annual general meeting of the Company to be held at 9:00 a.m. on Friday, 8 June 2018 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC
“Articles of Association”	means the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Audit and Valuation Reference Date”	means 31 December 2017
“Board of Directors” or “Board”	means the board of directors of the Company
“Board of Supervisors”	means the board of supervisors 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 in the Listing Rules
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules
“Directors”	means directors of the Company
“Domestic Shares”	means ordinary shares in the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“Group”	means the Company and its subsidiaries

DEFINITIONS

“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 and one of the promoters and the controlling shareholder of the Company
“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 listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“HKD” or “HK\$”	means Hong Kong dollar, the lawful currency of Hong Kong
“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
“Latest Practicable Date”	means 13 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC” or “China”	means the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region, and Taiwan region
“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 Domestic Shares and H Shares
“Shareholders”	means holders of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it in the Listing Rules

* For identification purposes only

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

Ms. Sun Min

Mr. Wu Hui Jiang

Executive Directors:

Mr. Mei Chun Xiao (*President*)

Mr. Wang Hong Jun

Independent Non-executive Directors:

Mr. Qin Hai Yan

Mr. Ding Jun

Mr. Wang Xiang Jun

Mr. Yue Man Yiu Matthew

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

20 April 2018

To the Shareholders

Dear Sirs and Madams

- (1) REPORT OF THE BOARD OF DIRECTORS FOR 2017
 - (2) REPORT OF THE BOARD OF SUPERVISORS FOR 2017
 - (3) FINAL ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2017
 - (4) AUDITED FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2017
 - (5) PROFIT DISTRIBUTION PLAN FOR 2017
 - (6) BUDGET REPORT FOR THE YEAR ENDING 31 DECEMBER 2018
 - (7) RE-APPOINTMENT OF INTERNATIONAL AUDITORS AND AUTHORISING THE BOARD
TO DETERMINE THEIR REMUNERATIONS
 - (8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
 - (9) GENERAL MANDATE TO ISSUE SHARES
- AND
- (10) NOTICE OF THE 2017 ANNUAL GENERAL MEETING

* For identification purposes only

LETTER FROM THE BOARD

I. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the AGM to be held at 9:00 a.m. on Friday, 8 June 2018 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC.

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

II. BUSINESSES TO BE CONSIDERED AT THE AGM

The businesses to be considered at the AGM are described in more details in the notice of AGM set out on pages 13 to 16 of this circular.

Resolutions will be proposed at the AGM as ordinary resolutions to approve the following:

- (1) the Report of the Board of Directors for 2017
- (2) the Report of the Board of Supervisors for 2017
- (3) the final accounts for the year ended 31 December 2017
- (4) the audited financial statements and independent auditors' report for the year ended 31 December 2017
- (5) the profit distribution plan for 2017
- (6) the budget report for the year ending 31 December 2018
- (7) the re-appointment of the international auditors and authorising the Board to determine their remunerations

Resolution will be proposed at the AGM as special resolutions to approve the following:

- (8) the amendments to the Articles of Association
- (9) the general mandate to issue shares

To enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstance where sufficient and necessary information are available, we have provided detailed information regarding the proposed resolutions in this circular.

LETTER FROM THE BOARD

III. BUSINESSES OF THE AGM

1. To consider and approve the Report of the Board of Directors for 2017

The full text of the Report of the Board of Directors for 2017 is set out in the section headed “Report of the Board of Directors” in the Company’s 2017 annual report, which was despatched on the same date as this circular.

2. To consider and approve the Report of the Board of Supervisors for 2017

The full text of the Report of the Board of Supervisors for 2017 is set out in the section headed “Report of the Board of Supervisors” in the Company’s 2017 annual report, which was despatched on the same date as this circular.

3. To consider and approve the Final Accounts of the Company for the Year ended 31 December 2017

A summary of the report relating to the Company’s 2017 final accounts prepared under the International Financial Reporting Standards is as follows:

(1) Completion of production and operation of the Group

In 2017, the consolidated installed capacity of wind power of the Group was 3,348.35 MW in aggregate and the attributable installed capacity was 3,023.90 MW. In 2017, the gross wind power generation of the Group was 6,737 million kWh with 2,392 utilization hours. Sales volume of natural gas was 1,879 million cubic meters.

(2) Scope of consolidation for the overall financial position (consolidated statements) of the Company

As at the end of the year, the Company’s consolidated total assets amounted to RMB34,288 million and total liabilities amounted to RMB23,787 million. The net gearing ratio was 67% and net assets were RMB10,501 million. Consolidated total liabilities was RMB23,787 million, of which current liabilities were RMB9,473 million and non-current liabilities were RMB14,314 million. Total equity was RMB10,501 million, of which equity attributable to the owners of the Company was RMB8,605 million and non-controlling interests were RMB1,896 million. For indicators in the Consolidated Statement of Comprehensive Income as compared with last year, the Company recorded operating revenue of RMB7,058 million, representing an increase of 61.0% from last year; profit before tax of RMB1,204 million, representing an increase of 61.8% from last year; and profit attributable to owners of the Company was RMB940 million, representing an increase of 73.4% from last year.

LETTER FROM THE BOARD

(3) *Dividend distribution*

A distribution of a final dividend of RMB0.103 per share (tax inclusive) (approximately RMB383 million in total (tax inclusive)) for the year was proposed, subject to the Shareholders' approval at the AGM.

(4) *Use of proceeds*

In January 2014, the Company successfully issued new H Shares and raised a total of HK\$1,597 million, which after deducting the expenses of HK\$33 million amounted to HK\$1,564 million in net proceeds. Based on the plans for the use of proceeds and the foreign exchange settlement, approximately HK\$1,400 million or 90% of the settled funds shall be used in wind power and natural gas projects, and approximately HK\$160 million or 10% shall be retained in Bank of China (Hong Kong) outside the PRC as working capital.

As of 31 December 2017, HK\$1,217 million of the settled funds was used in the Group's wind power and natural gas businesses, of which HK\$957 million was used in wind power projects and HK\$260 million in natural gas projects. Approximately HK\$205 million was used to replenish the working capital of the Company. The remaining net proceeds raised by the placing (including accrued interest thereon) in the amount of approximately HK\$196 million are currently deposited in the bank account of the Company.

4. To consider and approve the Audited Financial Statements of the Company and the Independent Auditors' Report for the Year ended 31 December 2017

The audited financial statements and independent auditors' report for the year ended 31 December 2017 are set out in the sections headed "Independent Auditors' Report", "Consolidated Statement of Profit or Loss and Other Comprehensive Income", "Consolidated Statement of Financial Position", "Consolidated Statement of Changes in Equity", "Consolidated Statement of Cash Flows" and "Notes to Financial Statements" in the Company's 2017 annual report, which was despatched on the same date as this circular.

5. To consider and approve the Profit Distribution Plan of the Company for 2017

The Board of Directors proposed the distribution of a final dividend of RMB0.103 per share (tax inclusive) (approximately RMB383 million in total) to be paid to all Shareholders for the year ended 31 December 2017. Such dividends will be paid to holders of Domestic Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The actual amount of H Share dividend paid in Hong Kong dollars will be calculated according to the average central parity rate of Renminbi against Hong Kong dollars as published by the People's Bank of China for the five business days preceding the date of the AGM. Subject to the proposed profit distribution plan being approved at the AGM, the final dividend will be paid to Shareholders whose names are registered in the Company's register of members on Tuesday, 19 June 2018.

LETTER FROM THE BOARD

In order to determine the Shareholders who are entitled to the receipt of the abovementioned final dividend, the register of members of the Company will be closed from Thursday, 14 June 2018 to Tuesday, 19 June 2018 (both days inclusive). To be eligible to receive the final dividend for the year ended 31 December 2017 (subject to the approval of the Shareholders of the Company), unregistered holders of H Shares of the Company must lodge their relevant share transfer documents 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 registration not later than 4:30 p.m. on Wednesday, 13 June 2018.

We hereby recommend Shareholders at the AGM to authorise the Board of Directors and its authorized person(s) to implement the above profit distribution plan, and recommend the Board of Directors to delegate its authority to the Company's management for implementing all relevant matters relating to the above profit distribution plan at the time when it obtains the above authority.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation rules, as amended on 24 February 2017, and other relevant rules, where the Company distributes the proposed 2017 final dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold and pay enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations or groups, will be treated as shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to the requirements of the State Administration of Taxation (Guo Shui Han [2011] No.348) and the relevant laws and regulations, if the individual holders of H Shares are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these Shareholders. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will assist them to make applications to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these Shareholders.

LETTER FROM THE BOARD

The Company will determine the resident status of the individual holders of H Shares based on the registered address (the “**Registered Address**”) as recorded in the register of members of the Company on Tuesday, 19 June 2018. If the resident status of any individual holders of H Shares is not consistent with that indicated by the Registered Address, such individual holders of H Shares shall notify the Company’s H Share registrar not later than 4:30 p.m. on Wednesday, 13 June 2018, and provide relevant supporting 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. Any individual holder of H Shares who fails to provide relevant supporting documents within the time period stated above, may either personally attend, or appoint an agent to attend, to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H Shares or any disputes over the withholding mechanism or arrangements.

6. To consider and approve the Budget Report of the Company for the Year Ending 31 December 2018

For 2018, the Company will have 43 key fixed assets under construction and investment projects with an estimated investment of RMB6,999 million, including an estimated investment of RMB6,613 million in the new energy segment and an estimated investment of RMB386 million in the natural gas segment.

7. To consider and approve the re-appointment of Ernst & Young as the Company’s international auditors for 2018 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their remunerations.

8. Amendments to the Article of Association of the Company

In order to implement the spirit of the 19th National Congress of the Communist Party of China, according to the latest amended version of the Constitution of the Communist Party of China and in view of the actual situation of the Company, the Board proposes to amend relevant contents of the Articles of Association in relation to the Party construction work. The relevant amendments shall become effective and be implemented from the date of approval by the AGM.

LETTER FROM THE BOARD

Details of the proposed amendments are as follows:

(1) Amended articles are as follows:

Existing version	Amended version
<p>Article 11 In accordance with the requirements of the Constitution of the Communist Party of China, an organisation of the Communist Party of China shall be established and play the core leadership role, functioning as the political core of the Company, providing direction, managing the overall situation and ensuring implementation. The working committee of the Party shall be established within the Company, and shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organisation.</p>	<p>Article 11 In accordance with the requirements of the Constitution of the Communist Party of China, an organisation of the Communist Party of China shall be established and play the leadership role of the Company, providing direction, managing the overall situation and ensuring implementation. The working committee of the Party shall be established within the Company, and shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organisation.</p>
<p>Article 132 The Party Committee shall perform its duties in accordance with the Constitution of the Communist Party of China and other internal regulations of the Party.</p> <p>(1) To ensure and supervise the Company's implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Communist Party of China Central Committee and the State Council, as well as important work arrangements of the superior party organization.</p>	<p>Article 132 The Party Committee shall perform its duties in accordance with the Constitution of the Communist Party of China and other internal regulations of the Party.</p> <p>(1) To ensure and supervise the Company's implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Communist Party of China Central Committee and the State Council, as well as important work arrangements of the superior party organization.</p>

LETTER FROM THE BOARD

Existing version	Amended version
<p>(2) <u>To uphold the integration of the principle of management of cadres by the Party with the function of the board of directors in the lawful selection of operation managers and the function of operation managers in the lawful exercise of authority of employment of personnel. The Party Committee shall consider and comment on the candidates nominated by the board of directors or president, or recommend candidates to the board of directors or president. The Party Committee, together with the board of directors, shall evaluate the proposed candidates and put forth comments and suggestions collectively.</u></p> <p>(3) To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon.</p> <p>(4) To undertake the main responsibility to strictly administer the Party in all aspects, lead the Company’s ideological and political work, united front work, spiritual civilization construction, corporate culture construction and the work of organisations such as the labour union and the communist youth league, and lead the construction of the party conduct and of an honest and clean administration and support the fulfilment of the supervision responsibility by the discipline inspection committee.</p>	<p>(2) <u>To uphold the integration of the principle of management of cadres by the Party with the function of management team iii the lawful exercise of authority of employment of personnel. The Party Committee shall consider and comment on the candidates nominated by the management team, or recommend candidates to the management team. The Party Committee shall establish a management team to evaluate the proposed candidates and put forth comments and suggestions collectively.</u></p> <p>(3) To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon.</p> <p>(4) To undertake the main responsibility to strictly administer the Party in all aspects, lead the Company’s ideological and political work, united front work, spiritual civilization construction, corporate culture construction and the work of organisations such as the labour union and the communist youth league, and lead the construction of the party conduct and of an honest and clean administration and support the fulfilment of the supervision responsibility by the discipline inspection committee.</p>

- (2) The following is proposed to be added after Article 132 under Chapter 11 “Party Committee” of the existing Articles of Association:

Article 133 Operating mechanism for the Party Committee to study and discuss major issues will be established. In accordance with the requirement that “study and discussion by the Party Committee of major issues is a prerequisite procedure for any decision-making by the board of directors and the management on such issues,” a simple, practicable and efficient operating mechanism for the Party Committee to study and discuss major issues shall be established.

LETTER FROM THE BOARD

- (3) It is proposed to relocate Chapter 11 “Party Committee” before Chapter 10 “The Board of Directors”.

Save for the proposed amendments above, the contents of other chapters and articles will remain unchanged. If the numbering of any chapter or article of the Articles of Association or the table of contents thereof is affected as a result of the amendments to the relevant chapters and articles, the numbering of the chapters or articles of the existing Articles of Association shall be adjusted accordingly, and the cross references to the numbering of relevant chapters or articles of the Articles of Association shall be changed accordingly.

The proposed amendments to the Articles of Association are prepared in Chinese, and translated into English. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

Despite the provisions relating to Communist Party construction work stipulated in the Articles of Association, the Board of Directors and management of the Company will decide whether or not to adopt the opinions and advice provided by the Party Committee in the day-to-day management and decision-making of the Company in view of the actual situations of the Company. The relevant duties and powers of the Board of Directors and management stipulated in the Articles of Association will remain unchanged.

9. General mandate to issue shares

The Board had been granted a general mandate at the annual general meeting of 2016 held on 8 June 2017 to issue new Shares. The authorization, if not exercised before the AGM to be held on 8 June 2018, shall lapse upon the conclusion of the AGM.

To ensure flexibility and discretion for the Board to issue new Shares, the Company proposes to grant a new general mandate to the Board by way of resolution at the AGM to allot, issue or deal with additional Domestic Shares and H Shares not exceeding 20% of the total number of issued Domestic Shares and H Shares of the Company, respectively, as of the date on which the related resolution is passed at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,876,156,000 Domestic Shares and 1,839,004,396 H Shares. Subject to the adoption of the resolution related to the granting of the general mandate and on the basis that no further Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 375,231,200 Domestic Shares and 367,800,879 H Shares in accordance with the general mandate. The general mandate shall be effective from the adoption of the resolution until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (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 revocation or variation of the authority given under above-mentioned resolution by a special resolution of the Company in a general meeting. Any exercise of the power by the Board under the

LETTER FROM THE BOARD

general mandate shall comply with relevant requirements of the Listing Rules, the Articles of Association and relevant laws and regulations of the PRC. Save for the proposed issuance and listing of 134,750,000 A Shares of the Company, the Board has no plans to issue new Shares pursuant to the general mandate. For details of the A Share issuance and offering plan of the Company, please see the announcement dated 25 September 2017 and the circular dated 19 October 2017 of the Company for details.

IV. THE AGM

The proxy form and the reply slip of the AGM are enclosed.

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 registered office and headquarters in the PRC in person or by post not less than 24 hours before the time fixed for holding the AGM (i.e. before 9:00 a.m. on Thursday, 7 June 2018) 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.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or (for holders of Domestic Shares) to the Company's registered office and headquarters in the PRC on or before Friday, 18 May 2018.

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 AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

VI. RECOMMENDATIONS

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

Yours faithfully,
Cao Xin
Chairman

NOTICE OF ANNUAL GENERAL MEETING



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 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2017 annual general meeting (the “AGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at 9:00 a.m. on Friday, 8 June 2018 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC, for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors of the Company (the “Board”) for 2017.
2. To consider and approve the Report of the Board of Supervisors of the Company for 2017.
3. To consider and approve the final accounts of the Company for the year ended 31 December 2017.
4. To consider and approve the audited financial statements of the Company and the independent auditors’ report for the year ended 31 December 2017.
5. To consider and approve the profit distribution plan of the Company for 2017.
6. To consider and approve the budget report of the Company for the year ending 31 December 2018.
7. To consider and approve the re-appointment of Ernst & Young as the Company’s international auditors for 2018 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board of Directors to determine their remunerations.

SPECIAL RESOLUTIONS

8. To consider and approve the amendments to the articles of association of the Company.
9. To consider and approve the granting of a general mandate to the Board to allot, issue and deal with additional domestic shares and H shares not exceeding 20% of issued domestic shares and H shares of the Company, respectively, and to

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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 the 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 total number 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 total number of issued domestic shares and H shares of the Company as of the date when this resolution is adopted;
- (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 of the Company or other applicable laws to be held; or

NOTICE OF ANNUAL GENERAL MEETING

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

(B) the Board be authorised to make amendments to the articles of association of the Company 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.

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

Shijiazhuang City, Hebei Province, the PRC

20 April 2018

Notes:

1. The Board recommends the distribution of a final dividend of RMB0.103 per share (tax inclusive) (approximately RMB383 million in total) for the year ended 31 December 2017 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. Accordingly, 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 and the HKExnews website of Hong Kong Exchanges and Clearing Limited at 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 on behalf of him/her. A proxy need not be a shareholder of the Company.
4. In order to be valid, the proxy form 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 Wednesday, 9 May 2018 to Friday, 8 June 2018 (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, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 8 May 2018. 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. The Board recommends the distribution of a final dividend of RMB0.103 per share (tax inclusive) (RMB383 million in total (tax inclusive)) for the year ended 31 December 2017 to all shareholders subject to the approval of the shareholders at AGM.

NOTICE OF ANNUAL GENERAL MEETING

In order to determine the shareholders who are entitled to receive the above-mentioned final dividend, the H share register of members of the Company will be closed from Thursday, 14 June 2018 to Tuesday, 19 June 2018 (both days inclusive). To be eligible to receive the final dividend for the year ended 31 December 2017, unregistered holders of H shares of the Company shall lodge relevant share transfer documents 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 registration not later than 4:30 p.m. on Wednesday, 13 June 2018.

The expected dividend payment date is Wednesday, 18 July 2018 and the dividend will be paid to the H shareholders whose names appear on the register of H Shares of the Company on Tuesday, 19 June 2018, subject to the approval by the shareholders on the final dividend payment arrangement. Details of the dividend payment will be announced after the AGM in due course.

7. 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.
8. 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 Friday, 18 May 2018. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
9. 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.
10. A shareholder or his proxy should produce proof of identity when attending the AGM.
11. The Company's registered office and headquarters in the PRC is 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, the PRC.

As at the date of this notice, the non-executive Directors are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang, Ms. Sun Min and Mr. Wu Hui Jiang; the executive Directors are Mr. Mei Chun Xiao and Mr. Wang Hong Jun; and the independent non-executive Directors are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.