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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)

# ANNOUNCEMENT

# AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement published by China Suntien Green Energy Corporation Limited (the "**Company**") on 28 January 2014 in relation to the completion of the placing of H shares of the Company. Reference is also made to the announcement of the Company dated 23 October 2013 in relation to the resolutions passed at the last class meetings and the extraordinary general meeting (the "**EGM**") of the Company held on 23 October 2013.

At the last class meetings and the EGM of the Company, the shareholders passed special resolutions to authorise the board of directors of the Company (the "**Board**"), and the Board will then delegate its authority to certain executive directors to, among others, make appropriate amendments to the articles of association of the Company (the "**Articles of Association**") in relation to registered capital and share structure according to the result of the issuance of placing shares. Since the Company completed the placing of 476,725,396 H Shares on 28 January 2014, the registered capital of the Company increased from RMB3,238,435,000 to RMB3,715,160,396. Accordingly, it has been resolved to amend the Articles of Association to reflect the increase in the registered capital of the Company with effect on the same day as follows:

#### Article 19

#### Which originally reads as:

"After the Company has been established and subject to the approval by the China Securities Regulatory Commission, the Company is allowed to issue 1,238,435,000 shares of foreign listed shares, including over-placing of 161,535,000 shares. At the same time of issuance of foreign listed shares, the state-owned shareholder of the Company has transferred not more than 123,844,000 state-owned shares to the National Social Security Fund Council in accordance with the relevant national requirement in relation to reduction of holding of state-owned shares.

After completion of of the issuance of the aforesaid foreign invested shares listed overseas, the Company's equity capital structure is: Hebei Construction & Investment Group Co., Ltd. holds 1,500,924,800 shares, accounting for 46.35% of all the ordinary shares, HECIC Water Investment Co., Ltd. holds 375,231,200 shares, accounting for 11.59% of all the ordinary shares, the National Social Security Fund Council holds 123,844,000 shares, accounting for 3.82% of all the ordinary shares."

#### is amended as follows:

"After the Company has been established and subject to the approval by the China Securities Regulatory Commission, the Company is allowed to issue 1,238,435,000 shares of foreign listed shares, including over-placing of 161,535,000 shares. At the same time of issuance of foreign listed shares, the state-owned shareholder of the Company has transferred not more than 123,844,000 state-owned shares to the National Social Security Fund Council in accordance with the relevant national requirement in relation to reduction of holding of state-owned shares.

After completion of the issuance of the aforesaid foreign invested shares listed overseas, the Company's equity capital structure was: Hebei Construction & Investment Group Co., Ltd. held 1,500,924,800 shares, accounting for 46.35% of all the ordinary shares; HECIC Water Investment Co., Ltd. held 375,231,200 shares, accounting for 11.59% of all the ordinary shares; the National Social Security Fund Council held 123,844,000 shares, accounting for 3.82% of all the ordinary shares; shareholders of H shares held 1,238,435,000 shares, accounting for 38.24% of all ordinary shares.

In January 2014, as approved by the China Securities Regulatory Commission, the Company issued an additional 476,725,396 foreign invested shares listed overseas to no more than 10 foreign investors by way of private placing. After completion of such issuance of shares, the Company's equity capital structure is: Hebei Construction & Investment Group Co., Ltd. holds 1,500,924,800 shares, accounting for 40.40% of all the ordinary shares; HECIC Water Investment Co., Ltd. holds 375,231,200 shares, accounting for 10.10% of all the ordinary shares; the National Social Security Fund Council holds 123,844,000 shares, accounting for 3.33% of all the ordinary shares; shareholders of H shares hold 1,715,160,396 shares, accounting for 46.17% of all ordinary shares."

#### Article 22

Which originally reads as: "After the completion of the issuance of the aforesaid Foreign Invested Shares Listed Overseas, the Company's registered capital is RMB3,238,435,000."

**is amended as follows:** "After completion of the issuance of the aforesaid foreign invested shares listed overseas by way of an initial public offering and a private placing, the Company's registered capital is RMB3,715,160,396."

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# **By order of the Board of** China Suntien Green Energy Corporation Limited

# **Zhao Hui** *Executive Director / Joint Company Secretary*

Shijiazhuang City, Hebei Province, the PRC, 11 February 2014

As at the date of this announcement, the non-executive Directors of the Company are Mr. Zhao Hui Ning, Mr. Xiao Gang and Mr. Ma Guo Qing; the executive Directors of the Company are Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui; 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