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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)

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2015 annual general meeting (the “**AGM**”) of China Suntien Green Energy Corporation Limited (the “**Company**”) will be held at 9:00 a.m. on Monday, 13 June 2016 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 2015.
2. To consider and approve the Report of the Board of Supervisors of the Company for 2015.
3. To consider and approve the final accounts of the Company for the year ended 31 December 2015.
4. To consider and approve the audited financial statements of the Company and the independent auditors’ report for the year ended 31 December 2015.
5. To consider and approve the profit distribution plan of the Company for 2015.
6. To consider and approve the budget report of the Company for the year ending 31 December 2016.
7. To consider and approve the re-appointment of Reanda Certified Public Accountants (利安達會計師事務所) and Ernst & Young as the Company’s PRC auditors and international auditors, respectively, for 2016 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 respective remunerations.

8. To consider and elect the Directors of the third session of the Board of Directors of the Company, including:
- (a) Dr. Cao Xin as a non-executive Director of the third session of the Board of Directors of the Company;
 - (b) Dr. Li Lian Ping as a non-executive Director of the third session of the Board of Directors of the Company;
 - (c) Mr. Qin Gang as a non-executive Director of the third session of the Board of Directors of the Company;
 - (d) Ms. Sun Min as a non-executive Director of the third session of the Board of Directors of the Company;
 - (e) Mr. Wu Hui Jiang as a non-executive Director of the third session of the Board of Directors of the Company;
 - (f) Mr. Gao Qing Yu as an executive Director of the third session of the Board of Directors of the Company;
 - (g) Mr. Wang Hong Jun as an executive Director of the third session of the Board of Directors of the Company;
 - (h) Mr. Qin Hai Yan as an independent non-executive Director of the third session of the Board of Directors of the Company;
 - (i) Mr. Ding Jun as an independent non-executive Director of the third session of the Board of Directors of the Company;
 - (j) Mr. Wang Xiang Jun as an independent non-executive Director of the third session of the Board of Directors of the Company; and
 - (k) Mr. Yue Man Yiu Matthew as an independent non-executive Director of the third session of the Board of Directors of the Company.
9. To consider and elect the non-employee representative Supervisors of the third session of the Board of Supervisors of the Company, including:
- (a) Mr. Yang Hong Chi as the shareholders representative Supervisor of the third session of the Board of Supervisors;
 - (b) Mr. Liu Jin Hai as the shareholders representative Supervisor of the third session of the Board of Supervisors;

- (c) Mr. Xiao Yan Zhao as the Independent Supervisor of the third session of the Board of Supervisors; and
 - (d) Mr. Liang Yong Chun as the Independent Supervisor of the third session of the Board of Supervisors
10. To consider and approve the Directors and Supervisors remuneration package of the third session of the Board of Directors and the Board of Supervisors.
11. To approve, confirm and ratify the Laoting Capital Contribution Agreement entered into between the Company, Hebei Construction & Investment Group Co., Ltd. and Jointo Energy Investment Co., Ltd. on 24 March 2016 and the connected transactions contemplated thereunder; and to authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Laoting Capital Contribution Agreement.

SPECIAL RESOLUTIONS

12. 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 each of the total number of issued 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 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 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.

13. To consider and approve the amendment of paragraph four of Chapter 3 Article 19 of the Articles of Association to read 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 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.

In July 2015, as approved by the State-owned Assets Supervision and Administration Commission of the State Council, HECIC Water Investment Co., Ltd. transferred 375,231,200 domestic shares of the Company to its controlling shareholder Hebei Construction & Investment Group Co., Ltd. by administrative allocation at nil consideration. After completion of such transfer of shares, the Company's equity capital structure is: Hebei Construction & Investment Group Co., Ltd. holds 1,876,156,000 shares, accounting for 50.50% of all the ordinary shares; shareholders of H shares hold 1,839,004,396 shares, accounting for 49.50% of all ordinary shares."

By order of the Board of
China Suntien Green Energy Corporation Limited
Gao Qing Yu
Executive Director and President

Shijiazhuang City, Hebei Province, the PRC

25 April 2016

Notes:

1. The Board recommends the distribution of a final dividend of RMB0.015 per share (tax inclusive) (which equates to approximately RMB56 million in total) for the year ended 31 December 2015 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 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 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 Friday, 13 May 2016 to Monday, 13 June 2016 (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 Thursday, 12 May 2016. 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 Monday, 23 May 2016. 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.
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. 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. Liu Zheng, Mr. Qin Gang, Ms. Sun Min and Mr. Wu Hui Jiang; the executive Directors are Mr. Gao Qing Yu 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.

* *For identification purposes only*