

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



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)

**CONTINUING CONNECTED TRANSACTION AND MAJOR TRANSACTION
UNDER THE RENEWED FINANCIAL SERVICES FRAMEWORK AGREEMENT
WITH THE GROUP FINANCE COMPANY**

Reference is made to the announcement of the Company dated 11 November 2015 in relation to the Existing Financial Services Framework Agreement entered into between the Company and the Group Finance Company on the same date. The Existing Financial Services Framework Agreement will expire on 31 December 2018.

On 2 November 2018, the Company and the Group Finance Company entered into the Renewed Financial Services Framework Agreement, pursuant to which the Group will, on a voluntary and non-compulsory basis, continue to utilize the financial services provided by the Group Finance Company, including (i) the Deposit Service, (ii) the Loan Service, and (iii) the Other Financial Services.

HECIC is the controlling shareholder of the Company holding approximately 50.5% equity interest in the Company, and is therefore a connected person of the Company. The Group Finance Company is a non-wholly owned subsidiary of HECIC, and is also a connected person of the Company. Accordingly, the provision of financial services by the Group Finance Company to the Company pursuant to the Renewed Financial Services Framework Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of Listing Rules.

As one or more of the applicable percentage ratios of the Maximum Daily Balance of the Deposit Service exceed 5%, the Deposit Service (including the Maximum Daily Balance) is subject to the reporting, announcement, annual review and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. In addition, as one or more of the applicable percentage ratios of the Maximum Daily Balance of the Deposit Service exceed 25% but are less than 100%, the Deposit Service also constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and shareholders' approval requirements.

The Loan Service constitutes a financial assistance provided by a connected person for the benefit of the Group. As the Loan Service is carried out on normal commercial terms (or on terms which are better than those offered by third parties) and the Group will not grant any security over its assets for the Loan Service, the Loan Service is exempt from the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

In respect of the Other Financial Services, as all the applicable percentage ratios are less than 0.1%, the Other Financial Services are exempt from the reporting, announcement, annual review and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company has appointed Gram Capital as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Deposit Service (including the Maximum Daily Balance).

The Company will convene the EGM to seek approval from the Independent Shareholders in respect of the Deposit Service (including the Maximum Daily Balance). A circular containing, among other things, (i) details of the Renewed Financial Services Framework Agreement and the transactions contemplated thereunder; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, will be dispatched to the shareholders of the Company no more than 15 business days after the publication of this announcement in accordance with the Listing Rules.

Since 2013, the Company has entered into the relevant financial services framework agreements with the Group Finance Company to utilize the financial services provided by the Group Finance Company. On 11 November 2015, the Company published an announcement, which disclosed that the Company and the Group Finance Company entered into the Existing Financial Services Framework Agreement on the date of such announcement, which will expire on 31 December 2018.

On 2 November 2018, the Company and the Group Finance Company entered into the Renewed Financial Services Framework Agreement, pursuant to which the Group will, on a voluntary and non-compulsory basis, continue to utilize the financial services provided by the Group Finance Company, including (i) the Deposit Service, (ii) the Loan Service, and (iii) the Other Financial Services.

I. PRINCIPAL TERMS OF THE RENEWED FINANCIAL SERVICES FRAMEWORK AGREEMENT

1. Date

2 November 2018

2. Parties

The Company and the Group Finance Company

3. Summary of Financial Services

Under the Renewed Financial Services Framework Agreement, the Group Finance Company will provide the Group with financial services, including (i) the Deposit Service, (ii) the Loan Service, and (iii) the Other Financial Services.

Under the Renewed Financial Services Framework Agreement, the Group Finance Company has undertaken to the Company that whenever it provides financial services to the Group, the terms thereof shall not be less favorable than those offered by any commercial banks or other financial institutions for comparable services.

The Group will utilize the financial services of the Group Finance Company on a voluntary and non-compulsory basis and is not obliged to engage the Group Finance Company for any particular service.

The Group is not required to provide any asset pledge to the Group Finance Company for the Loan Service.

The Group Finance Company may, from time to time, enter into separate individual financial services agreements with the Group for the provision of specific financial services, provided that the principles as agreed in the Renewed Financial Services Framework Agreement will be observed.

4. Pricing Policy

The fees and charges payable by the Group to the Group Finance Company under the Renewed Financial Services Framework Agreement are determined on the following basis:

- (1) Deposit Service: the interest rates shall not be lower than (i) the lower limits of the interest rates promulgated by the PBOC from time to time for the same category of deposits; (ii) the interest rates offered to other members of HECIC by the Group Finance Company for the same category of deposits; and (iii) the interest rates individually obtained from commercial banks by the Group member using the Deposit Service for deposits for the same period, of the same stage and same category.

- (2) Loan Service: the interest rates shall not be higher than (i) the upper limits of the interest rates promulgated by the PBOC from time to time for the same category of loans; and (ii) the interest rates individually obtained from commercial banks by the Group member using the Loan Service for loans for the same period, of the same stage and same category.
- (3) Other Financial Services: the interest rates or service fees charged for the Other Financial Services shall (i) comply with the standard rates as promulgated by the PBOC or the CBIRC for comparable services from time to time (if applicable); and (ii) not be higher than the interests or service fees charged by commercial banks for comparable services to the Group member using such services.

5. Term

The Renewed Financial Services Framework Agreement will be for a period of three years and will take effect from 1 January 2019 and end on 31 December 2021.

The term of any separate individual financial services agreement between the Group and the Group Finance Company shall be in accordance with the Renewed Financial Services Framework Agreement and shall not exceed the term of the Renewed Financial Services Framework Agreement.

II. HISTORICAL AMOUNTS OF THE DEPOSIT SERVICE

In respect of the Deposit Service, the Maximum Daily Balance of the deposits placed with the Group Finance Company by the Group for the two years ended 31 December 2017 and the nine-month period ended 30 September 2018 were as follows:

Period	Maximum Daily Balance of the Deposit Service RMB (in million)	Actual Maximum Daily Balance of the Deposit Service RMB (in million)
Year ended 31 December 2016	3,170	2,358
Year ended 31 December 2017	3,350	1,614
Nine-month period ended 30 September 2018	3,570	1,764
	(applicable to the year ending 31 December 2018)	

The Company expects that the daily balance of the deposits placed by the Group during the remaining term of the Existing Financial Services Framework Agreement will not exceed the Maximum Daily Balance for the year ending 31 December 2018.

III. PROPOSED MAXIMUM DAILY BALANCE AND ITS BASIS OF DETERMINATION

For the purpose of the Deposit Service, the Company estimates that the Maximum Daily Balance of the deposits placed with the Group Finance Company by the Group for each of the three years ending 31 December 2021 are as follows:

Period	Maximum Daily Balance of the Deposit Service <i>RMB (in million)</i>
Year ending 31 December 2019	3,570
Year ending 31 December 2020	3,570
Year ending 31 December 2021	3,570

The Directors determined the above caps based on the following major factors:

- as part of the Group's fund management strategy to benefit from the enlarged scale economy by centralizing its funds with higher liquidity in certain selected financial institution with better interest rates, the Group plans to deposit most of its cash balance in the Group Finance Company, which has undertaken to the Group that its deposit interest rates shall not be lower than the interest rates obtained from commercial banks by the Group member using the Deposit Service for deposits for the same period, of the same stage and same category. Taking into account the consistent quality services that the Group Finance Company had provided to the Group in the past five years, the Company has adequate confidence in the Group Finance Company's capability and decided to deepen the cooperation with the Group Finance Company for the benefit of the Company and its Shareholders as a whole.
- according to the Group's current wind power business expansion plan, the Group plans to increase its wind power capacity between 2019 and 2021. Such an increase in capacity will generate positive cash flow for the Group, thereby increasing the monetary fund balance.
- the increase in the Group's projects under construction will lead to an additional demand for project construction loans which will cause the Group to increase its scale in debt financing as well as its cash balance.
- the receipt of trade receivables at the same time or within a short period of time will significantly increase the amount of cash in hand, which will result in the larger deposit of the Group.
- the accrued interest arising from the opening deposit balance (being the cash balance of the Company at the beginning of a financial year on a consolidated basis) during 2019 to 2021.

In the event that the Independent Shareholders do not grant approval for the Deposit Service at the EGM, the Group will not continue to utilize the Deposit Service provided by the Group Finance

Company upon expiry of the Existing Financial Services Framework Agreement, but the other services contemplated under the Renewed Financial Services Framework Agreement, including the Loan Service and the Other Financial Services, will continue to proceed.

IV. REASONS FOR AND BENEFITS OF ENTERING INTO THE RENEWED FINANCIAL SERVICES FRAMEWORK AGREEMENT

The Company entered into the Renewed Financial Services Framework Agreement with the Group Finance Company for the following reasons:

- While the Maximum Daily Balance of the Deposit Service is set, the Company can withdraw deposit from its accounts with the Group Finance Company and use services provided by other financial institutions according to the Company's business needs, which is not subject to any restrictions imposed by the Group Finance Company. Apart from the Group Finance Company, the Group has business cooperation with a number of financial institutions, which can provide timely financial services to the Group as and when needed.
- The interest rates of the Deposit Service and Loan Service and relevant handling fees of the Other Financial Services offered by the Group Finance Company to the Group are the same as or more favorable than (as the case may be) those interest rates or handling fees individually offered by any third party to the Group member using such services. As a result, the total interest income of the Company may increase.
- The PRC laws prohibit direct intercompany loans among group companies (including subsidiaries and associated companies) other than legitimate financial institutions. Loans must be provided through a legitimate financial institution or agency. The Group Finance Company, which is regulated by the PBOC and the CBIRC, is a non-banking financial institution authorized to provide various types of financial services, including deposit and loan services.
- The Group may utilize the Group Finance Company as a medium to allocate the funds between the members of the Group more effectively, which increases the degree of liquidity of the Group's funds and enhance the overall solvency of the Group.
- The Group will continue to use various services of the Group Finance Company, including the Deposit Service, the Loan Service and the Other Financial Services according to the Renewed Financial Services Framework Agreement. Such arrangement will enhance the bargaining power of the Group when negotiating the same or similar services with third party commercial banks, which may lower the financing costs of the Group.
- The Group Finance Company is limited to serving the needs and requests of the Member Companies and it is familiar with the Group's operation. Therefore, the Group Finance Company can provide its services on a prioritized and more efficient manner than commercial banks in the PRC, from which the Group is expected to benefit.

- As the Company holds a 10% equity interest in the Group Finance Company, it is expected that the Company may benefit from the profits generated by the Group Finance Company.

The Directors also believe that the risk profile of the Group Finance Company, as a provider of financial services to the Company, is not greater than those of independent commercial banks in the PRC. The Directors have considered the following factors when assessing relevant financial risks:

- The Group Finance Company is regulated by the PBOC and the CBIRC and it is required to comply with the relevant rules and operational requirements of the above regulatory authorities, including capital risks guidelines and requisite capital adequacy ratios.
- To the best of the Directors' knowledge, information and belief, the Group Finance Company has established a sound system of internal control and risk management in compliance with the regulatory requirements, and has also made requisite deposit reserves with the PBOC.
- The Group Finance Company has expanded its businesses rapidly since its establishment. As disclosed in section VI of this announcement below, the Group Finance Company is permitted to provide a wide range of services to the Member Companies. As at 30 September 2018, 205 Member Companies are customers of the Group Finance Company. As at 31 December 2017, the loans granted by the Group Finance Company to the Member Companies amounted to approximately RMB4,383.5 million, and the total corporate deposits taken from the Member Companies amounted to approximately RMB8,590 million. The fund stability of the Group Finance Company was enhanced as a result of its increased deposit volume, while its business capability is strengthened by its enhanced lending capability.
- To the best of the Directors' knowledge, information and belief, the Group Finance Company has not defaulted on any of its credit obligations or breached any material rule or operational requirement of the PBOC and the CBIRC, and has implemented stringent internal control and risk management measures.
- The Group Finance Company upholds the principle of prudent operation, and has promulgated fund settlement policies and mechanism to secure the safety of the funds of the Member Companies.
- There is no direct regulatory restrictions on the deposit volume of the Group Finance Company.
- The Group Finance Company has an accountable fund settlement and auditing system which covers all types of business with the Member Companies.
- The Group Finance Company has entered into cooperation agreements with a number of third party commercial banks in the PRC, which facilitates its ability to make timely transfer of cash to the Member Companies' designated bank accounts when withdrawing deposits or receiving loans by the Member Companies, or to any payees as instructed by the Member Companies' for other financial services.

- Under the relevant rules of the PBOC and the CBIRC, the clients of the Group Finance Company are restricted to the Member Companies. The Group Finance Company is hence exposed to a lower level of potential risk than the entities soliciting external clients.
- To ensure the capital liquidity, HECIC, the controlling shareholder of the Company and the Group Finance Company, has undertaken in the articles of association of the Group Finance Company that, HECIC will provide funding to the Group Finance Company to satisfy its capital needs in the event that the Group Finance Company experiences any urgent payment difficulties.

HECIC is a state-owned enterprise established and approved by the People's Government of Hebei Province, which is primarily engaged in the investment in and development of projects in the infrastructures and pillar industries in Hebei Province, including energy, transportation, water supply and commercial real estate. To the best of the Directors' knowledge, information and belief, as at 30 June 2018, HECIC has a net asset of approximately RMB69,582 million and cash and cash equivalent of approximately RMB7,659 million. The Directors believe that HECIC is able to provide funding to the Group Finance Company if the Group Finance Company encounters any urgent payment difficulties.

To the best of the Directors' knowledge, information and belief, the Group Finance Company has not encountered any payment difficulties since its incorporation, and HECIC has not provided any funding to satisfy the Group Finance Company's urgent capital needs as at the date of this announcement.

- Each Member Company will provide detailed monthly fund utilization plan to the Group Finance Company for its financial arrangements and settlements through the Group Finance Company in the forthcoming calendar month. The Group Finance Company will make fund allocations and settlement arrangements in accordance with the aforesaid plan so as to satisfy the funding needs of each Member Company.
- Under articles of association of the Group Finance Company, the board of directors of the Group Finance Company comprises seven directors, including (i) two directors nominated by HECIC, (ii) one director nominated by the Company, (iii) one director nominated by Jointo Energy Investment Co., Ltd. Hebei, a subsidiary of HECIC, (iv) one employee representative director elected by the employees of the Group Finance Company, and (v) two external directors appointed pursuant to the PRC regulatory requirements and not related to the HECIC Group or the Group. Ms. Fan Weihong (范維紅) is the director nominated by the Company to the board of directors of the Group Finance Company and participates in the decision making process for important business development strategies and other matters to be approved by the board of directors of the Group Finance Company in accordance with the articles of association of the Group Finance Company. In addition, a risk management committee under the board of directors of the Group Finance Company has been established to examine and approve loans extended to the Member Companies with a single loan amount over RMB80 million. The risk management committee comprises three members, who are nominated by the chairman of the board of directors, or one third of the directors, of the Group Finance Company, and elected by the board of directors of the Group Finance Company. Ms. Fan Weihong is a member of the risk management committee.

- Pursuant to the Renewed Financial Services Framework Agreement, if the Group is unable to collect any deposits and accrued interests placed with the Group Finance Company under the Renewed Financial Services Framework Agreement, the Group is entitled to offset the same with any unpaid loans and accrued interests payable to the Group Finance Company.
- Pursuant to the Renewed Financial Services Framework Agreement, the Group Finance Company shall promptly notify the Company when any matter that may affect its ordinary operation occurs, including material structural change, credit ratings, equity transaction or operational risk, and the Company is entitled to suspend or terminate the services provided by the Group Finance Company.
- Pursuant to the Renewed Financial Services Framework Agreement, the Group Finance Company shall (i) provide the Company with the copies of each regulatory report submitted to the CBIRC by the Group Finance Company; (ii) provide the Company with the financial statements of the Group Finance Company for the previous month on the tenth day of each month; and (iii) provide the Company with a monthly statement containing the balance of deposits placed with the Group Finance Company by the Group on the third day of each month.

To secure interests of the shareholders, the Company will apply the following internal control procedures and corporate governance measures for utilizing the financial services provided by the Group Finance Company:

- Before the Company or any of its subsidiaries places deposits with the Group Finance Company or enter into any agreement in relation to the Deposit Service, the Loan Service or the Other Financial Services with the Group Finance Company, the Company will obtain at least three quotes from independent financial institutions for similar deposit/loan services of the same duration or any other service of the same nature (as the case may be). The Company will compare such quotes against the offer from the Group Finance Company and decide whether to take up the offer of the Group Finance Company.
- All borrowings from the Group Finance Company will be conducted in accordance with the terms approved by the president of the Company or the Board, as appropriate and on a case-by-case basis.
- If there is any change in the fees for the financial services provided by the Group Finance Company, or there is any transaction between the Group and the Group Finance Company, the Group Finance Company will provide the Company with the pricing information in relation to the comparable services it provides to other member companies of HECIC, and the relevant audit departments will verify or examine the updated pricing information.

- The financial department of the Company will closely monitor the transactions under the Renewed Financial Services Framework Agreement, and review the above regulatory report, monthly financial statement and monthly balance statement provided by the Group Finance Company immediately after receiving the same. Any problems identified will be immediately reported to the management (including manager of the finance department, chief accountant and president) and the Board.
- The financial department of the Company will, on a quarterly basis, report to the independent non-executive Directors the following items:
 - (i) the relevant transactions under the Renewed Financial Services Framework Agreement of each quarter together with information on the comparable quotes obtained from the independent commercial banks; and
 - (ii) any changes in the credit ratings of the Group Finance Company in each quarter.
- The Company will appoint an external auditor to examine the internal controls, risk management, completeness and impartiality of the operational system of the Group Finance Company in respect of the transactions under the Renewed Financial Services Framework Agreement, and the auditor shall provide relevant risk management report to the Company on a yearly basis.
- The audit and regulatory department of the Company will review the appropriateness of the system of internal controls and report the results of the review to the management on a yearly basis.
- In the event of any changes in the credit ratings of the Group Finance Company during the term of the Renewed Financial Services Framework Agreement, such change shall be forthwith reported by the Group Finance Company to the Company.
- The Group Finance Company has undertaken to the Company that it will strictly comply with the risk monitoring indicators for finance companies issued by the CBIRC, and the major monitoring indicators such as gearing ratio, interbank borrowing ratio and liquidity ratio will also comply with the requirements of the CBIRC.

For the above reasons, the Directors (excluding the independent non-executive Directors) are of the view that the Renewed Financial Services Framework Agreement is entered into on an arm's length basis and on normal commercial terms, and the terms of the transactions under the Renewed Financial Services Framework Agreement and the Maximum Daily Balance of the Deposit Service are fair and reasonable and in the interests of the Company and its shareholders as a whole.

V. IMPLICATION UNDER THE LISTING RULES

HECIC is the controlling shareholder of the Company holding approximately 50.5% equity interest in the Company as at the date of this announcement, and is therefore a connected person of the Company. The Group Finance Company is a non-wholly owned subsidiary of HECIC, and is also a connected person of the Company. Accordingly, the provision of financial services by the Group Finance Company to the Company pursuant to the Renewed Financial Services Framework Agreement constitutes continuing connected transactions of the Company under Chapter 14A of Listing Rules.

As one or more of the applicable percentage ratios of the Maximum Daily Balance of the Deposit Service exceed 5%, the Deposit Service (including the Maximum Daily Balance) is subject to the reporting, announcement, annual review and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. In addition, as one or more of the applicable percentage ratios of the Maximum Daily Balance of the Deposit Service exceed 25% but are less than 100%, the Deposit Service also constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and shareholders' approval requirements.

The Loan Service constitutes a financial assistance provided by a connected person for the benefit of the Group. As the Loan Service is carried out on normal commercial terms (or on terms which are better than those offered by third parties) and the Group will not grant any security over its assets for the Loan Service, the Loan Service is exempt from the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

In respect of the Other Financial Services, as all the applicable percentage ratios are less than 0.1%, the Other Financial Services are exempt from the reporting, announcement, annual review and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang, Ms. Sun Min and Mr. Wu Huijiang hold positions in HECIC, the controlling shareholder of the Company, they are deemed to have material interests in the Renewed Financial Services Framework Agreement and the transactions contemplated thereunder. Accordingly, they have abstained from voting on the Board resolution in relation to the approval for the Renewed Financial Services Framework Agreement and the transactions contemplated thereunder. Save as disclosed above, none of the other Directors has or is deemed to have a material interest in the transactions under the Renewed Financial Services Framework Agreement.

The Company has appointed Gram Capital as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Deposit Service (including the Maximum Daily Balance).

The Company will convene the EGM to seek approval from the Independent Shareholders in respect of the Deposit Service (including the Maximum Daily Balance). A circular containing, among other things, (i) details of the Renewed Financial Services Framework Agreement and the transactions contemplated thereunder; (ii) the letter of recommendation from the Independent Board Committee

to the Independent Shareholders; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, will be dispatched to the shareholders of the Company no more than 15 business days after the publication of this announcement in accordance with the Listing Rules.

VI. GENERAL

1. Information of the Company

The Company is one of the leading clean energy companies in Northern China. Its scope of business includes: (i) investment in exploration and utilization projects of natural gas, coalbed methane and coal-based natural gas; (ii) investment in the development of new energy projects such as wind power and solar power; and (iii) development of new energy technology and technical services.

2. Information of the Group Finance Company

The Group Finance Company is a non-banking financial institution regulated by the PBOC and the CBIRC. Its scope of business includes: (i) arrangement of financial and financing advisory, credit authentication and relevant consulting and agency services for Member Companies; (ii) assistance in collection and payment of transaction money for Member Companies; (iii) approved insurance agency business; (iv) provision of guarantees for Member Companies; (v) entrusted loan among Member Companies; (vi) bills acceptance and discounting for Member Companies; (vii) money transfer and settlement and design of relevant settlement and clearance structure among Member Companies; (viii) acceptance of money deposit from Member Companies; (ix) arrangement of lending and finance lease for Member Companies; (x) interbank market transactions; (xi) provision of entrusted investment services among the Member Companies; (xii) underwriting corporate bonds issued by the Member Companies; and (xiii) investment in negotiable securities.

As at the date of this announcement, each of the Company, HECIC, HECIC Water Investment Co., Ltd., HECIC Communications Investment Co., Ltd. and Jointo Energy Investment Co., Ltd. Hebei holds a 10%, 60%, 10%, 10% and 10% equity interest in the Group Finance Company, respectively. HECIC Water Investment Co., Ltd., HECIC Communications Investment Co., Ltd. and Jointo Energy Investment Co., Ltd. Hebei are all subsidiaries of HECIC.

VII. DEFINITIONS

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

“associate(s)” has the meaning ascribed to it in the Listing Rules;

“Board” the board of Directors;

“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會);
“Company”	China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock company incorporated in the PRC with limited liability on 9 February 2010, whose H shares are listed on the Main Board of the Stock Exchange;
“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;
“Deposit Service”	the deposit service provided to the Group by the Group Finance Company pursuant to the Renewed Financial Services Framework Agreement, which constitutes a continuing connected transaction subject to the reporting, announcement, annual review and the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules, and a major transaction subject to the reporting, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EGM”	the third extraordinary general meeting for 2018 to be held by the Company at the Conference Room, 5th Floor, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC on Thursday, 27 December 2018 in relation to the matters referred to in this announcement;
“Existing Financial Services Framework Agreement”	the financial services framework agreement dated 11 November 2015 entered into between the Company and the Group Finance Company, which will expire on 31 December 2018;
“Group”	the Company and its subsidiaries;
“Group Finance Company”	HECIC Group Finance Company Limited (河北建投集團財務有限公司), a limited liability company established in the PRC, which is a non-banking financial institution under the supervision of the CBIRC and a non-wholly owned subsidiary of HECIC;
“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, and one of the promoters and the controlling shareholder of the Company;

“HECIC Group”	HECIC and its subsidiaries (excluding the Group);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which is traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange;
“Independent Board Committee”	the independent board committee of the Company, comprising all independent non-executive Directors, namely Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew, which is formed to advise the Independent Shareholders in respect of the terms of the Deposit Service and the Maximum Daily Balance;
“Independent Financial Adviser” or “Gram Capital”	Gram Capital Limited, a licensed corporation licensed to carry on Type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser to the Independent Board Committee and Independent Shareholders;
“Independent Shareholders”	shareholders of the Company other than HECIC and its associates;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Loan Service”	the loan and entrusted loan service provided to the Group by the Group Finance Company pursuant to the Renewed Financial Services Framework Agreement, which constitutes a continuing connected transaction exempt from the reporting, announcement, annual review and the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules;
“Maximum Daily Balance”	the daily balance of the Group’s aggregated deposits (including accrued interest thereon) with the Group Finance Company under the Deposit Service, calculated as at the close of business for each day;
“Member Company(ies)”	the companies and entities controlled by the HECIC Group and/or the Group, and the affiliates of the HECIC Group and/or the Group;
“Other Financial Services”	the other financial services provided to the Group by the Group Finance Company pursuant to the Renewed Financial Services Framework Agreement, including bill discounting and acceptance services, finance lease service and settlement service and other services approved by the CBIRC, which constitute continuing connected transactions and are exempt from reporting, announcement, annual review and the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules;

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC;
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Renewed Financial Services Framework Agreement”	the financial services framework agreement dated 2 November 2018 entered into between the Company and the Group Finance Company in respect of the Deposit Service, the Loan Service and the Other Financial Services;
“RMB”	Renminbi, the lawful currency of the PRC;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“subsidiaries”	has the meaning ascribed to it in the Listing Rules.

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

Shijiazhuang, Hebei Province, PRC, 2 November 2018

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