
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, the proxy form, the reply slip for the AGM and, if applicable, the 2018 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.

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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)

THE 2018 ANNUAL GENERAL MEETING

China Suntien Green Energy Corporation Limited will convene the 2018 Annual General Meeting (the "AGM") at 9:00 a.m. on Tuesday, 11 June 2019 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. The notice of AGM is set out on pages 30 to 34 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. on or before 9:00 a.m. on 10 June 2019 in respect of the AGM) 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 Tuesday, 21 May 2019.

* For identification purposes only

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	means the 2018 annual general meeting of the Company to be held at 9:00 a.m. on Tuesday, 11 June 2019 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
“Audit and Valuation Reference Date”	means 31 December 2018
“Board of Directors” or “Board”	means the board of directors of the Company
“Board of Supervisors” or “Supervisory Committee”	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
“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
“General Mandate”	the general mandate granted to the Board of Directors by the Shareholders to issue Domestic Shares and H Shares representing no more than 20% of the total number of Domestic Shares and H Shares of the Company, respectively, in issue at the date of the passing of the relevant resolution by the Shareholders
“Group”	means the Company and its subsidiaries
“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

DEFINITIONS

“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 16 April 2019, 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
“Supervisor”	means the supervisor of the Company

* *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

24 April 2019

To the Shareholders

Dear Sirs and Madams

THE 2018 ANNUAL GENERAL MEETING

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 Tuesday, 11 June 2019 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.

* For identification purposes only

LETTER FROM THE BOARD

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 30 to 34 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 2018
- (2) the Report of the Board of Supervisors for 2018
- (3) the final accounts for the year ended 31 December 2018
- (4) the audited financial statements and independent auditors' report for the year ended 31 December 2018
- (5) the profit distribution plan for 2018
- (6) the budget report for the year ending 31 December 2019
- (7) the re-appointment of the PRC auditors and international auditors and authorization of the Board to determine their respective remunerations
- (8) the election of the fourth session of the Board of Directors, including the election of Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang as the non-executive Directors of the Company; Mr. Mei Chun Xiao and Mr. Wang Hong Jun as the executive Directors of the Company; and Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao as the independent non-executive Directors of the Company
- (9) the election of the non-employee representative Supervisors of the fourth session of the Supervisory Committee, including the election of Mr. Wang Chun Dong as the external Supervisor of the Company; and Dr. Shao Jing Chun as the independent Supervisor of the Company
- (10) the remuneration package for the Directors and Supervisors of the fourth session of the Board of Directors and the Supervisory Committee
- (11) the resolution on the report on the use of proceeds previously raised by the Company

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

- (12) the amendments to the Articles of Association
- (13) the general mandate to issue shares

LETTER FROM THE BOARD

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.

III. BUSINESSES OF THE AGM

1. To consider and approve the Report of the Board of Directors for 2018

The full text of the Report of the Board of Directors for 2018 is set out in the section headed “Report of the Board of Directors” in the Company’s 2018 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 2018

The full text of the Report of the Board of Supervisors for 2018 is set out in the section headed “Report of the Board of Supervisors” in the Company’s 2018 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 2018

A summary of the report relating to the Company’s 2018 final accounts prepared under the International Financial Reporting Standards is as follows:

(1) Completion of production and operation of the Group

In 2018, the consolidated installed capacity of wind power of the Group was 3,858.15 MW in aggregate and the attributable installed capacity was 3,482.75 MW. In 2018, the gross wind power generation of the Group was 7,676 million kWh with 2,482 utilization hours. Sales volume of natural gas was 2,631 million cubic meters.

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

Based on the International Accounting Standard, as at the end of the year, the Company’s consolidated total assets amounted to RMB39,160 million and total liabilities amounted to RMB26,764 million. The net gearing ratio was 66% and net assets were RMB12,397 million. Consolidated total liabilities was RMB26,764 million, of which current liabilities were RMB8,602 million and non-current liabilities were RMB18,162 million. Total equity was RMB12,397 million, of which equity attributable to the owners of the Company was RMB10,036 million and non-controlling interests were RMB2,360 million. Comparing the indicators in the Consolidated Statement of Comprehensive Income with those of last year, the Company recorded operating revenue of RMB9,975 million, representing an increase of 41.3% from last year; profit before tax of

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RMB1,743 million, representing an increase of 44.8% from last year; and profit attributable to owners of the Company was RMB1,269 million, representing an increase of 35.0% from last year.

(3) *Dividend distribution*

A distribution of a final dividend of RMB0.125 per share (tax inclusive) (approximately RMB464 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 2018, HK\$1,231 million of the settled funds has been used in the Group's wind power and natural gas businesses, of which HK\$971 million was used in wind power projects and HK\$260 million in natural gas projects, representing approximately 78.70% of the net proceeds raised. Approximately HK\$212 million was used to replenish the working capital of the Company, representing approximately 13.55% of the net proceeds raised. The remaining net proceeds raised by the placing (including their accrued interest) in the amount of approximately HK\$121 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 2018

The audited financial statements and independent auditors' report for the year ended 31 December 2018 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 2018 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 2018

The Board of Directors proposed the distribution of a final dividend of RMB0.125 per share (tax inclusive) (approximately RMB464 million in total) to be paid to all Shareholders for the year ended 31 December 2018. Such dividends will be paid to holders of Domestic Shares in Renminbi and to holders of H Shares in Hong Kong

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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 Thursday, 20 June 2019.

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 Saturday, 15 June 2019 to Thursday, 20 June 2019 (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 Friday, 14 June 2019.

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 such authority.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation rules, as amended since 1 January 2008, and other relevant rules, where the Company distributes the proposed 2018 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

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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.

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 Thursday, 20 June 2019. 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 Friday, 14 June 2019, 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 2019

For 2019, the Company will have 35 key fixed assets under construction and investment projects with an estimated investment of RMB10,859 million, including an estimated investment of RMB6,212 million in the new energy segment and an estimated investment of RMB4,646 million in the natural gas segment.

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 2019 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their respective remunerations.

8. To consider and elect the fourth session of the Board of Directors of the Company

(1) Proposed election of the fourth session of the Board of Directors

Given that the term of the third session of the Board of Directors is about to expire, the Board of Directors has approved a resolution proposing to nominate Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang as non-executive directors of the fourth session of the Board of Directors of the Company; Mr. Mei Chun Xiao and Mr. Wang Hong Jun as executive directors of the fourth session of the Board of Directors of the Company; Mr. Xie Wei Xian,

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Mr. Wan Yim Keung, Daniel and Dr. Lin Tao as independent non-executive directors of the fourth session of the Board of Directors of the Company. The biographical details of the proposed Directors are set out in Appendix I to this circular. After the new session of the Board of Directors is elected and approved at the general meeting and the change of the Board of Directors is successfully completed, Ms. Sun Min, Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew will retire as Directors.

(2) Nomination policy and procedure for independent non-executive Directors

In reviewing the structure of the Board, the Board and its Committee will consider the Board is diversified from a number of aspects in accordance with the Nomination Policies of Directors, including but not limited to cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition. In the selection of candidates for independent non-executive Directors, the Company selects candidates from both inside and outside the Board through the referral of current Directors, third-party recommendations, and recommendations from Shareholders, and through interviews, background checks, brief representations, etc.. Candidates will be suitably screened out, and finally three candidates will be identified.

For the three candidates who are proposed to be elected as the independent non-executive Directors of the fourth session of the Board of Directors: Mr. Xie Wei Xian obtained a bachelor's degree in law from Peking University and is a senior engineer, and served as a director and senior executive in a number of technology and asset management companies with over 30 years of corporate management experience; Mr. Wan Yim Keung, Daniel obtained master's degrees in business administration from The Chinese University of Hong Kong and the University of Wales. Mr. Wan is a fellow member of each of the Association of Chartered Certified Accountants, the Hong Kong institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales, and served as a senior executive of a number of large financial companies and has actively participated in the public services of the Hong Kong government and industry associations. He has in-depth expertise on financial accounting and Hong Kong society and industrial policies; Dr. Lin Tao is a professor of the Department of Internet of Things Engineering of the School of Artificial Intelligence and Data Science, and tutor of master students in the Department of Computer Science and Technology, Control Theory and Control Engineering of Hebei University of Technology, and possesses academic skills in the forefront of technology such as artificial intelligence which can help the Company's production technology reforms and bring unique insights and contributions in the future.

Taking into account the background, specific knowledge and experience of the three proposed independent non-executive Directors, the Board of Directors believes that each of the proposed independent non-executive Directors possess

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the basic knowledge of the operation of the listed company and is familiar with the relevant laws, administrative regulations, rules and other regulatory documents, with more than five years of financial, management or other work experience necessary to perform the duties of independent non-executive Directors; can provide valuable insights for the Company's governance; and their experience and expertise can bring diversity and valuable contributions to the Board. Moreover, each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that each proposed independent non-executive Directors meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

9. To consider and elect the Non-Employee Representative Supervisors of the fourth session of the Supervisory Committee of the Company

Given that the term of the third session of the Supervisors Committee is about to expire, the Supervisory Committee approved a resolution proposing to nominate Mr. Wang Chun Dong as an external supervisor of the fourth session of the Supervisory Committee of the Company; Dr. Shao Jing Chun as an independent supervisor of the fourth session of the Supervisory Committee of the Company.

In addition, Mr. Qiao Guo Jie was elected as an employee representative supervisor of the fourth session of the Supervisory Committee at the employee representative meeting of the Company.

The biographical details of the proposed non-employee representative supervisors are set out in Appendix II to this circular.

After the non-employee representative Supervisor is elected and approved at the general meeting and the change in Board of Supervisors is successfully completed, Mr. Liu Jin Hai, Ms. Wang Xiu Ce, Mr. Xiao Yan Zhao and Mr. Liang Yong Chun will retire as Supervisors.

10. To consider and approve the remuneration package of the Directors and Supervisors of the fourth session of the Board of Directors and the Supervisory Committee

The remuneration of the Directors and Supervisors of the fourth session of the Board of Directors and the Supervisory Committee will be determined in accordance with the following:

- (1) independent non-executive Directors will receive their remuneration from the Company. The Company will pay each independent non-executive Director of the fourth session of the Board HKD100,000 or in Renminbi of the equivalent amount annually (which are tax inclusive and payable on a quarterly basis with the Company being responsible for withholding personal

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income tax). Travel expenses incurred for the purposes of attending Board meetings of the Company, shareholders' general meetings and relevant activities organised by the Board will be borne by the Company;

- (2) non-executive Directors without holding offices in the Company will not receive any remuneration from the Company;
- (3) executive Directors holding offices in the Company will receive their remuneration from the Company. The remuneration of each executive Director will be determined in accordance with the criteria of the Company's remuneration management in relation to the performance evaluation measures of operators, which includes basic salary, performance bonuses and other benefits. The basic salary is determined in accordance with the positions of the executive Directors in the Company and the performance bonus is determined with reference to the Company's business performance and other benefits included statutory pension, medical and housing fund;
- (4) independent Supervisors will receive their remuneration from the Company. The Company will pay each Supervisor HKD50,000 or in Renminbi of the equivalent amount annually (which are tax inclusive and payable on a quarterly basis with the Company being responsible for withholding personal income tax). Travel expenses incurred for the purposes of attending Board meetings of the Company, meetings of the Supervisory Committee, shareholders' general meetings and relevant activities organised by the Board and the Supervisory Committee will be borne by the Company; and
- (5) non-employee representative Supervisors (excluding the independent Supervisors) of the fourth session of the Supervisory Committee without holding offices in the Company will not receive any remuneration from the Company. The remuneration of an employee representative Supervisor holding offices in the Company will be determined in accordance with the criteria of the remuneration management measures of the Company, which includes basic salary, performance bonuses and other benefits. The basic salary is determined in accordance with the positions of the employee representative Supervisor in the Company and the performance bonus is determined with reference to the Company's business performance and other benefits include statutory pension, medical and housing fund.

11. To consider and approve the resolution on the report on the use of proceeds previously raised by the Company

The Company convened the first extraordinary general meeting in 2017 on 10 November 2017 for the consideration and passing of the resolution for the initial public offering of A Shares. The Company intended to issue no more than 134,750,000 A Shares which were planned to be listed on the Shanghai Stock Exchange (the "A Share Offering"). The second extraordinary general meeting in 2018 was convened on 18 September 2018, and upon the approval obtained at the extraordinary general meeting, the valid period for the A Share Offering plan would be extended for 12 months. On 2

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November 2018, the Company received a form of acceptance issued by the CSRC with respect to the Company's application for the A Share Offering. Currently, the works of the A Share Offering are being carried out in an orderly manner. For details of the A Share Offering of the Company, please refer to the announcements dated 14 August 2017, 1 September 2017, 25 September 2017, 2 August 2018, 2 November 2018, 17 February 2018 and 15 March 2019 and circulars of the Company dated 20 October 2017 and 23 August 2018.

After verification of the use of proceeds previously raised by the Company, the Company prepared the "Report on the Use of Proceeds Previously Raised". Ernst & Young Hua Ming LLP have verified the use of proceeds previously raised, as one of the application materials for the initial public offering of A Shares of the Company. The full text of which is set out in Appendix III to this circular.

12. To consider and approve the proposed amendments to the Articles of Association of the Company

The Board proposed to amend the Articles of Association of the Company. The amendments mainly include two aspects. First, according to the new provisions on the repurchase of shares under applicable laws such as the "Company Law of the People's Republic of China (revised in 2018)", the provisions on the share repurchase arrangements under the Articles of Association will be revised; second, in consideration of the large number of Directors and Supervisors currently, for the purpose of enhancing work efficiency and further improving the corporate governance system, an adjustment will be made to the number of members of the Board of Directors and the Supervisory Committee subject to the satisfaction of the requirements of the relevant laws and regulations, and the listing rules of H shares and future A shares and after taking into account the actual situation of the Company. Details of the amendments are as follows:

LETTER FROM THE BOARD

Existing version	Amended version
<p>Article 31 In the following circumstances, the Company can buy back shares of the Company pursuant to the statutory procedures and in accordance with laws, regulations, departmental regulations and these Articles:</p> <ol style="list-style-type: none"> (1) when canceling shares in order to reduce its capital; (2) when merging with other companies which hold the Company's shares; (3) to give shares to staff of the Company as a reward; (4) because a shareholder opposes the Company's merger or division during the shareholders' meeting, he requests the Company to buy back his shares; and (5) in other circumstances as stipulated in laws and statutory regulations. <p>Except for the above circumstances, the Company is not allowed to buy or sell its own shares.</p>	<p>Article 31 In the following circumstances, the Company can buy back shares of the Company pursuant to the statutory procedures and in accordance with laws, regulations, departmental regulations, <u>the rules governing the listing of securities on securities exchanges</u> and these Articles:</p> <ol style="list-style-type: none"> (1) when canceling shares in order to reduce its capital; (2) when merging with other companies which hold the Company's shares; (3) <u>to utilize shares in the employee share ownership plan or for share incentive;</u> (4) because a shareholder opposes the Company's merger or division during the shareholders' meeting, he requests the Company to buy back his shares; (5) <u>to utilise the shares for conversion of corporate bonds issued by the Company that are convertible into shares; and</u> (6) <u>where it is necessary for the Company to safeguard the value of the Company and the interests of its shareholders.</u> <p>Except for the above circumstances, the Company is not allowed to buy or sell its own shares.</p>

LETTER FROM THE BOARD

Existing version	Amended version
<p>Article 32 Subject to approval by the State department in charge, the following methods may be adopted to buy back shares:</p> <ol style="list-style-type: none"> (1) issue a buy back offer to all shareholders according to an equal percentage; (2) through means of open trading at the stock exchange; (3) through means of an agreement outside the stock exchange; or (4) through other means approved by related supervisory department. 	<p>Article 32 <u>Subject to the fulfillment of provision of laws, administrative regulations, departmental rules, the rules governing the listing of securities on securities exchanges and these Articles,</u> and upon approval by the State department in charge, the following methods may be adopted to buy back shares:</p> <ol style="list-style-type: none"> (1) issue a buy back offer to all shareholders according to an equal percentage; (2) through means of open trading at the stock exchange; (3) through means of an agreement outside the stock exchange; or (4) through other means approved by related supervisory department. <p><u>If the Company acquires its own shares under the circumstances described in items (3), (5) and (6) of Article 31 of these Articles, it shall conduct such buybacks through centralized public transaction.</u></p>
<p>Article 34 After purchasing shares as stipulated in items (1), (2) and (4) of Article 31, the Company shall cancel or transfer such shares within the period prescribed by laws and administrative regulations, and shall make an application to its original registration authority to modify the registration on its registered capital and have a relevant announcement published. If the Company repurchases its own shares in accordance with item (3) of Article 31, the shares so repurchased shall not exceed the maximum proportion prescribed by laws and administrative regulations, the capital used for the acquisition shall be deducted from the profits after tax of the Company, and shall be transferred to the employees within the time prescribed by laws and administrative regulations.</p> <p>The Company shall cancel that portion of shares due to repurchase of shares and shall make an application to its original registration authority to modify the registration on its registered capital. The aggregate par value of the cancelled shares shall be offset against the registered capital of the Company.</p>	<p>Article 34 <u>If the Company acquires its own shares under the circumstances described in (1) and (2) of Article 31 of these Articles, it shall obtain approval of the general meeting by way of resolution; if the Company acquires its own shares in (3), (5) and (6) of Article 31 of these Articles, it shall obtain approval by way of resolution at the Board meeting attended by more than two-thirds directors.</u></p> <p><u>After the Company acquires its own shares according to Article 31 of these Articles, it shall cancel the shares it has acquired within 10 days after the acquisition if such acquisition is made under the circumstances as described in (1) of Article 31; if the acquisition is made under the circumstances as described in (2) or (4) of Article 31, it shall transfer or cancel the shares it has acquired within 6 months after the acquisition. In case of the circumstances as stated in (3), (5) or (6) of Article 31, the total shares of the Company held by the Company shall not exceed 10% of its total shares in issue and the share it has acquired shall be transferred or cancelled within 3 years after the acquisition. However, if laws, administrative regulations, departmental regulations, and the rules governing the listing of securities on securities exchanges requires otherwise, such provisions shall apply.</u></p>

LETTER FROM THE BOARD

Existing version	Amended version
	The Company shall cancel that portion of shares due to repurchase of shares and shall make an application to its original registration authority to modify the registration on its registered capital. The aggregate par value of the cancelled shares shall be offset against the registered capital of the Company.
Article 105 The Company shall have a Board of Directors. The Board of Directors shall consist of 11 directors, of which four shall be independent non-executive directors. The Board of Directors shall have one Chairman and two Vice Chairmen.	Article 105 The Company shall have a Board of Directors. The Board of Directors shall consist of <u>nine</u> directors, of which <u>three</u> shall be independent non-executive directors. The Board of Directors shall have one Chairman and two Vice Chairmen.
Article 144 The supervisory committee shall comprise six (6) supervisors, of which two (2) are external supervisors, two (2) are staff representative supervisors and two (2) are independent supervisors. A supervisor's term of appointment is three (3) years. He/She can be reappointed for consecutive terms.	Article 144 The supervisory committee shall comprise <u>three (3)</u> supervisors, of which <u>one (1) is an external supervisor, one (1) is staff representative supervisor and one (1) is an independent supervisor.</u> A supervisor's term of appointment is three (3) years. He/She can be reappointed for consecutive terms.

Save for the proposed amendments, the contents of other chapters and articles of the Articles of Associate will remain unchanged. The proposed amendments to the Articles of Association are prepared in Chinese, the English version of which is only the translation. 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 amendments to the Articles of Association with respect to the share repurchase by the Company, the Company shall remain subject to the relevant requirements and restrictions of the Listing Rules for any share repurchase, including but not limited to the relevant provisions of Chapters 10 and 19A of the Listing Rules. In particular, pursuant to Rule 10.06(5) and Rule 19A.24 of the Listing Rules, the listing status of all H shares repurchased by the Company shall be automatically cancelled upon repurchase, and the Company must apply for listing of any further issues of H shares in the normal way, and the Company shall ensure that the documents of title of the repurchased H shares are cancelled and destroyed as soon as possible following the settlement of any such purchase. Besides, Rule 19A.25 of the Listing Rules further provides that the Company's share repurchase in the future shall be subject to (i) the approval by shareholders of the Company at the general meeting by way of special resolutions; (ii) the approval by holders of domestic shares at the domestic shares class meeting by way of special resolutions; and (iii) the approval by H shareholders at H shareholders class meeting by way of special resolutions. When the Company publishes the notice of meeting and circular, it will also despatch a letter of explanation to the shareholders, which contains all the information as required by Rule 10.06(1)(b) of the Listing Rules. Besides, when the Company carries out all shares repurchase in the future, it will also comply with the reporting obligations set out in Rule 10.06(4) of the Listing Rules. The Company will also ensure compliance with the public float requirement under the Listing Rules when conducting share repurchase.

LETTER FROM THE BOARD

13. General mandate to issue shares

The Board had been granted a general mandate at the annual general meeting of 2017 held on 8 June 2018 to issue new Shares. The authorization, if not exercised before the AGM to be held on 11 June 2019, 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 general mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and relevant laws and regulations of the PRC. The Board has no plans to issue new Shares pursuant to the general mandate.

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. on or before 9:00 a.m. on 10 June 2019 in respect of the AGM) 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 Tuesday, 21 May 2019.

LETTER FROM THE BOARD

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

The biographical details of the proposed Directors of the fourth session of the Board of Directors are as follows:

1. Non-Executive Directors

Dr. Cao Xin (曹欣), aged 47, joined the Group in June 2006, is a non-executive Director and the chairman of the Board of the Company. He obtained a doctorate in economics from Renmin University of China (中國人民大學) and is a chief senior economist. Currently, Dr. Cao also serves as a non-executive director of Datang International Power Generation Co., Ltd (stock code for H share: 991). He has been a deputy general manager of **HECIC** since January 2014. He successively served as the executive director, chairman and president of the Company; general manager of HECIC New-energy Co., Ltd; assistant to the general manager of HECIC; manager of the Public Utilities Department II of Hebei Construction & Investment Company.

Dr. Li Lian Ping (李連平), aged 56, served the Group from February 2010 to March 2013, resigned the directorship in March 2013 due to job transfer and rejoined the Group in June 2016. He is the chairman and secretary of the Party Committee of HECIC. He obtained a doctorate in materials processing engineering from the University of Science and Technology Beijing (北京科技大學) and is a chief senior engineer. Currently, Dr. Li serves as a director of Jointo Energy Investment Co., Ltd. Hebei* (“JEI”) (stock code for A share: 000600). He was a non-executive director and chairman of the Company from February 2010 to March 2013. Since September 2015, he has been the chairman and secretary of the Party Committee of HECIC and the chairman of Yanshan Development (Yanshan International Investment) Company Limited (燕山發展(燕山國際投資)有限公司). He successively served as the deputy secretary of the Party Committee, deputy officer (departmental level) of the State-owned Assets Supervision & Administration Commission of the People’s Government of Hebei Province, chairman and secretary of the Party committee of HECIC, chairman of Yanshan Development Company Limited, director, deputy general manager and a member of the standing committee of the Party committee of Hebei Iron & Steel Group Co.,Ltd. and general manager, deputy chairman and deputy secretary of the Party Committee of Handan Iron & Steel Group Co., Ltd.

Mr. Qin Gang (秦剛), aged 44, joined the Group in October 2014, is currently a non-executive director of the Company. He obtained a master’s degree in corporate management from Nankai University (南開大學) and is a senior economist. Currently, Mr. Qin serves as the vice chairman of JEI. He has been the assistant to the general manager and the general manager of the capital operation department of HECIC and the executive deputy general manager of Yanshan Development (Yanshan International Investment) Company Limited (燕山發展(燕山國際投資)有限公司) since April 2015. He successively served as the deputy departmental manager of the capital operation department of HECIC and deputy manager of the financial management department of Hebei Construction Investment Company (the predecessor of HECIC).

Mr. Wu Hui Jiang (吳會江), aged 39, joined the Group in June 2015, is currently a non-executive Director of the Company. He has a master's degree in political economy from Zhejiang University and is a senior economist. He has been the general manager of the investment development department of HECIC since June 2015. Prior to this, he was deputy general manager of the investment development department of HECIC, deputy general manager of CIC Huaxin Capital Co., Ltd. (建投華信資本有限公司), manager of the Investment development department of HECIC Water Investment Co., Ltd. and project manager of the public utilities department I of Hebei Construction Investment Company (the predecessor of HECIC).

The Company will enter into a service contract with each of Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang, and their respective term of office shall be effective from the date of the 2018 AGM and end on the expiry of the term of the fourth session of the Board of Directors. They are eligible for re-election upon expiry of their term according to the Articles of Association. As a non-executive director of the Company, Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang will not receive any director's fee or remuneration from the Company.

To the best of the knowledge of the Directors and save as disclosed above, Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and they do not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company and they do not hold any other positions in the Company or any of its subsidiaries. As at the Latest Practicable Date, they do not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to the appointment of Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang that needs to be disclosed pursuant to the requirements set out in Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

2. Executive Directors

Mr. Mei Chun Xiao (梅春曉), aged 50, joined the Group in August 2006, is currently an executive Director, president and deputy secretary of the Party Committee of the Company. He obtained a master's degree in electrical engineering from Beijing Jiaotong University (北京交通大學) and is a chief senior engineer. Mr. Mei successively served as the vice president of the Company, general manager, deputy general manager and chief engineer, and an assistant to the general manager of HECIC New-energy Co., Ltd. In addition, Mr. Mei Chun Xiao is currently serving in a number of subsidiaries and affiliated companies of the Group, including (a) acting as chairman of the companies below: HECIC New-energy Co., Ltd., Hebei Natural Gas Company Ltd., Hebei Fengning CIC New Energy Co., Ltd., Suntien Green Energy (Fengning) Co., Ltd., Suntien Green Energy (Hong Kong) Corporation Limited, Shenzhen Suntien Green Energy Investment Co., Ltd., Ruoqiang Suntien Green Energy Co., Ltd., Fuping Jixin Suntien Green Energy Co., Ltd., Hejing Suntien Green Energy Co., Ltd and Caofeidian Suntien Liquefied Natural Gas Co., Ltd.; (b) acting as

vice-chairman of the companies below: Chengde Dayuan New Energy Co., Ltd., Hebei Jinjianjia Natural Gas Co., Ltd. and Hebei Fengning Pumped Storage Co., Ltd.; (c) acting as director of the companies below: Suntien Green Energy Investment (Beijing) Co., Ltd. and Huihai Financial Leasing Co., Ltd.; and (d) acting as chairman and general manager of the company below: Hebei Gas Co., Ltd.

Mr. Wang Hong Jun (王紅軍), aged 54, joined the Group in March 2013, is an executive Director of the Company. He obtained a master's degree in business administration from Tianjin University (天津大學). Mr. Wang successively served as the director of the general office of HECIC, and director of the general manager office of Hebei Construction Investment Company (the predecessor of HECIC). In addition, Mr. Wang Hong Jun is currently serving in a number of subsidiaries and affiliated companies of the Group, including (a) acting as chairman of the companies below: Wulian County Suntien Wind Energy Co., Ltd., Ruian Xin Yun New Energy Co., Ltd., Junan Suntien Wind Energy Co., Ltd., Fuliang Zhongling Suntien Green Energy Co., Ltd., Suntien Green Energy Xuyi Co., Ltd. and Suntien Green Energy Lianyungang Co., Ltd.; and (b) acting as director of the companies below: Caofeidian Suntien Liquefied Natural Gas Co., Ltd., Hebei Fengning Pumped Storage Co., Ltd. and Hebei Gas Co., Ltd.

The Company will enter into a service contract with each of Mr. Mei Chun Xiao and Mr. Wang Hong Jun, and their respective term of office shall be effective from the date of the 2018 AGM and end on the expiry of the term of the fourth session of the Board of Directors. They are eligible for re-election upon expiry of their term according to the Articles of Association. As the executive Directors of the Company, Mr. Mei Chun Xiao and Mr. Wang Hong Jun will not receive any Director's fee from the Company, and their remuneration will be determined in accordance with the criteria of the Company's remuneration management in relation to the performance evaluation measures of operators, which includes basic salary, performance bonuses and other benefits. Basic salary will be determined in accordance with the positions of the executive Directors in the Company, performance bonus will be determined with reference to the Company's business performance and other benefits will include statutory pension, medical and housing fund. The annual remuneration of Mr. Mei Chun Xiao and Mr. Wang Hong Jun will be determined at the year end and disclosed in the Company's annual report of that year.

To the best of the knowledge of the Directors and save as disclosed above, Mr. Mei Chun Xiao and Mr. Wang Hong Jun did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and they do not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company and they do not hold any other positions in the Company or any of its subsidiaries. As at the Latest Practicable Date, they do not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Mei Chun Xiao and Mr. Wang Hong Jun that needs to be disclosed pursuant to the requirements set out in Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

3. Independent Non-executive Directors

Mr. Xie Wei Xian (謝維憲), aged 63, is the senior consultant of Beijing Zhongguancun Science City Construction Co., Ltd. He obtained a bachelor's degree in law from Peking University and is a senior engineer. Mr. Xie served as the director of Chongqing Guoxin Investment Holding Co., Ltd., president of Beijing Zhongguancun Science City Construction Co., Ltd., chairman of Chongqing Zhixin Asset Management Co., Ltd. (重慶置信資產管理有限公司), deputy general manager and general manager of Beijing Xinhua Industry & Commerce Corporation (北京新華實業總公司), general manager of Shenzhen Xinhua Industrial Co., Ltd. (深圳新華實業有限公司) and general manager of Beijing Daye Electronic Technology Co., Ltd. (北京市大業電子技術公司).

Mr. Wan Yim Keung, Daniel (尹焯強), aged 61, is the vice chairman and chief executive officer of Haifu International Finance Holding Group Limited, and obtained master's degrees in business administration from The Chinese University of Hong Kong and the University of Wales. Mr. Wan is a fellow member of each of the Association of Chartered Certified Accountants, the Hong Kong institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. At present, Mr. Wan is an executive director of Bonjour Holdings Limited (Stock code for H shares: 00653). Mr. Wan was the managing director and chief financial officer of Shui On Land Limited, the general manager of The Bank of East Asia, Ltd. and the Chief financial officer of the BEA Group, and the chief executive officer of First Pacific Bank Limited. Besides, Mr. Wan also served as a part-time member of the Central Policy Unit of Hong Kong, chairman of the Investment Committee of the Travel Industry Compensation Fund, member of the Advisory Board of CFO Asia Magazine, member of the Travel Industry Compensation Fund Management Board, member of the Board of Review (Inland Revenue), member of the Small and Medium Enterprises Committee, member of the Auditing Standards Committee of the Hong Kong Society of Accountants, member of the Accounting Standards Advisory Panel of the Hong Kong Society of Accountants, member of the Taxation Committee of the Taxation Institute of Hong Kong and newly appointed member of the Tax Liaison Committee.

Dr. Lin Tao (林濤), aged 49, is a professor of the Department of Internet of Things Engineering of the School of Artificial Intelligence and Data Science, and tutor of master students of the Department of Computer Science and Technology, Control Theory and Control Engineering of Hebei University of Technology, and obtained a doctoral degree in control theory and control engineering from Hebei University of Technology. Dr. Lin has been working at the the School of Artificial Intelligence and Data Science of Hebei University of Technology since July 1993. Dr. Lin studied at Tianjin University for a master's degree from September 1996 to October 1999, and at Hebei University of Technology for a doctoral degree from April 2003 to April 2007. From September 2010 to August 2013, he completed his post-doctoral research work at the post-doctoral research station of Hebei University of Technology.

The Company will enter into a service contract with each of Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao, and their respective term of office shall be effective from the date of the 2018 AGM and end on the expiry of the term of the fourth session of the Board of Directors. They are eligible for re-election upon expiry of their term

according to the Articles of Association. As independent non-executive Directors of the Company, each of Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao will receive annual director fees of HK\$100,000 or in RMB of the equivalent amount (which are tax inclusive and payable on a quarterly basis with the Company being responsible for withholding individual income tax). All travelling expenses incurred by the independent non-executive Directors for attending Board meetings of the Company, shareholders' general meetings and relevant activities organised by the Board shall be borne by the Company.

To the best of the knowledge of the Directors and save as disclosed above, Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and they do not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company and they do not hold any other positions in the Company or any of its subsidiaries. As at the Latest Practicable Date, they do not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao that needs to be disclosed pursuant to the requirements set out in Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

The biographical details of each proposed non-employee representative Supervisors of the fourth session of the Supervisory Committee are as follows:

Mr. Wang Chun Dong (王春東), aged 52, joined the Group in November 2017, is the chairman of the Board of Supervisors. He obtained a master's degree in business administration from the University of Illinois in the United States and is a senior political analyst. He has been a member of the standing committee of the Party Committee and the secretary of the discipline inspection committee of HECIC since October 2016. He successively served as a deputy secretary of the Party Committee, the secretary of the discipline inspection committee and the chairman of the board of supervisors of Tangsteel Company of Hebei Iron & Steel Group Co. Ltd., a deputy secretary of the discipline inspection committee and the director of the general office of the State-owned Assets Supervision and Administration Commission of the People's Government of Hebei Province (the "Hebei SASAC"), a member of the discipline inspection committee of the Hebei SASAC, a disciplinary inspector and ombudsman of the Office of the Ombudsman and the director of the general office of Hebei Provincial Supervision Department in the Hebei SASAC.

Dr. Shao Jing Chun (邵景春博士), aged 62, is the head, a professor and doctoral supervisor of the International Economic Law Department of Peking University. He obtained a doctoral degree in law from Peking University. At present, Dr. Shao also acts as an independent director of China Huarong Asset Management Co., Ltd. (Stock code for H shares: HK.2799). Besides, Dr. Shao concurrently serves as an advisor of All China Lawyers Association, a member of the Translation and Interpretation Division in the Commission of Legislative Affairs of the National People's Congress of the People's Republic of China, the vice president of the International Economic Law Research Group of the China Law Society and the vice president of the International Construction Law Association. Dr. Shao was the director of the WTO Law Research Center of Peking University, the director of the teaching and research section for international economic law of the Law School of Peking University, and an associate professor of the Faculty of Law of Peking University, post-doctoral researcher at the European University Institute in 1989, worked as a guest researcher at the European University Institute in 1990, and travelled, studied and practiced law in Europe from 1991 to 1994.

The Company will enter into a service contract with each of Mr. Wang Chun Dong and Dr. Shao Jing Chun, and their respective term of office shall be effective from the date of the announcement of the establishment of the fourth session of the Supervisory Committee, which is expected to be the date of the 2018 AGM, and end on the expiry of the term of the fourth session of the Supervisory Committee. They are eligible for re-election upon expiry of their term according to the Articles of Association.

As an external Supervisor, Mr. Wang Chun Dong is not entitled to receive any supervisor's remuneration. As an independent Supervisor of the Company, Dr. Shao Jing Chun will receive an annual supervisor's remuneration of HK\$50,000 or in RMB of the equivalent amount (which are tax inclusive and payable on a quarterly basis with the Company being responsible for withholding individual income tax).

**APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED
NON-EMPLOYEE REPRESENTATIVE SUPERVISORS**

To the best of the knowledge of the Directors and save as disclosed above, Mr. Wang Chun Dong and Dr. Shao Jing Chun did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and they do not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company and they do not hold any other positions in the Company or any of its subsidiaries. As at the Latest Practicable Date, they do not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to the appointments of Mr. Wang Chun Dong and Dr. Shao Jing Chun that needs to be disclosed pursuant to the requirements set out in Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

The Assurance Report on the Use of Proceeds Previously Raised

Ernst & Young Hua Ming (2019) Zhuan Zi No. 60809266_A01

To the Board of Directors of China Suntien Green Energy Corporate Limited,

We have been engaged by China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”) to provide assurance on the attached Report on the Use of Proceeds Previously Raised as of 31 December 2018. It is the responsibility of the Board of Directors of the Company to prepare the Report on the Use of Proceeds Previously Raised in accordance with the Rules Governing the Report on the Use of Proceeds from Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No.500) issued by the China Securities Regulatory Commission, and to ensure its truthfulness, accuracy and completeness as well as the absence of false statements, misleading representations or material omissions. Our responsibility is to express our assurance opinion on the Report on the Use of Proceeds Previously Raised based on the assurance work we have performed.

We have conducted our assurance work in accordance with the requirements as set out in Chinese CPAs’ Standard on Other Assurance Engagements No.3101 – Assurance Engagements other than Audits or Reviews of Historical Financial Information. This standard requires us to plan and conduct our assurance work in order to obtain a reasonable assurance on whether the Report on the Use of Proceeds Previously Raised as aforementioned is free from material misstatements. In the process of performing our assurance work, we have carried out various procedures, including inquiries, random inspections and examinations as well as other procedures we deemed necessary. We are of the opinion that our assurance work has provided a reasonable basis for our opinion.

In our opinion, the Company’s Report on the Use of Proceeds Previously Raised as mentioned above has been prepared in accordance with the Rules Governing the Report on the Use of Proceeds from Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No.500) issued by the China Securities Regulatory Commission, and has, in all material aspects, reflected the Company’s use of proceeds previously raised as of 31 December 2018.

This Report is provided solely for the application by the Company to the China Securities Regulatory Commission in connection with its initial public offering of A shares and should not be used for any other purpose without our prior written consent.

Ernst & Young Hua Ming LLP

CPA of China

Chen Jing

CPA of China

Zhang Wen Li

Beijing, China
12 March 2019

China Suntien Green Energy Corporation Limited***Report on the Use of Proceeds Previously Raised****1. About the previous fund raising**

Upon the approval by the China Securities Regulatory Commission via Zheng Jian Xu Ke [2014] No.100, China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”) has conducted a private placing of H shares outside the PRC. On 28 January 2014, the Company issued 476,725,396 H shares at the nominal value of RMB1 per share through the Hong Kong Stock Exchange; the offer price was HKD3.35 per share, and the money received due to subscriptions from shareholders amounted to HKD1,597,030,077.00 (equivalent to RMB1,255,585,046.54); the actual net amount of proceeds from the H share offering (after deducting the securities firm’s underwriting commission and other costs incurred as a result of the offering) was HKD1,564,044,356.00 (equivalent to RMB1,229,651,672.69).

Upon the verification by Lianda Yan Zi (2014) No.W004 Verification Report issued by the Hebei branch of Lianda Certified Public Accountants LLP, the actual proceeds drawn from the H share issuance by the Company (after deducting the securities firm’s underwriting commission), which amounted to HKD1,564,044,356.00, were deposited into the specific deposit account (account no.: 012-875-1-154149-1) of the Company at Bank of China (Hong Kong) Limited on 28 January 2014.

As of 31 December 2018, the total balance of the specific account for proceeds from the H share offering was HKD121,103,205.10 (equivalent to RMB106,110,628.18), in which the balance of the specific account outside the PRC was HKD4,650,183.41 (equivalent to RMB4,074,490.70), and the balance of the specific account inside the PRC was HKD116,453,021.69 (equivalent to RMB102,036,137.48).

2. Changes to the actual investment projects and the total investment amount in relation to proceeds from the previous fundraising

Net proceeds from the placing were intended to be used for the following purposes: (1) approximately 70% to be invested in wind power generation projects in the PRC; (2) approximately 20% to be used for developing the Company’s natural gas businesses in the PRC, including but not limited to natural gas pipelines, city gas projects, liquefied natural gas projects and compressed natural gas stations; (3) approximately 10% to be used for replenishing the Company’s working capital. As of 30 June 2018, the net proceeds from the placing of H shares of the Company in January 2014 amounted to RMB1,230 million, in which approximately RMB824 million was utilised by the Company in the investment in wind power generation projects in the PRC; approximately RMB208 million was utilised in the development of natural gas businesses of the Company in the PRC; and approximately RMB149 million was utilised to replenish the working capital of the Company.

* For identification purpose only

As of 31 December 2018, no changes were made in relation to the purpose of the proceeds from the previous fundraising of the Company.

3. Actual utilisation of proceeds from the previous fund raising

Pursuant to the plan for the use of proceeds from the placing of H shares as disclosed in the prospectus of the private placing of H shares, after deducting the issue cost, approximately 70% of the total net proceeds from H share issuance was used for the capital requirement for the wind power generation projects in the PRC; approximately 20% of the total net proceeds was used for the development of natural gas businesses in the PRC, including but not limited to the capital required for natural gas pipelines, city gas projects, liquefied natural gas projects and the projects on compressed natural gas filling stations; and approximately 10% of the total net proceeds was used to replenish the working capital.

As of 31 December 2018, the actual utilisation of proceeds from the previous fundraising is set out in “Checklist on the use of proceeds from previously raised proceeds” and “Checklist on the benefits realised from the projects invested with proceeds from the previous fund raising” as below.

Checklist on the use of proceeds from previously raised proceeds										
<i>Unit: RMB</i>										
Net proceeds (after deducting securities firm's underwriting commission and other costs as a result of the offering): 1,229,651,672.69			Cumulative total amount of proceeds used: 1,181,307,245.89			Interest income and exchange gain: 57,766,201.38				
Total amount of proceeds used for a changed purpose:			N/A			Total amount of proceeds used in each year:				
Percentage of the total amount of proceeds used for a changed purpose:			N/A			2014: 595,749,435.11 2015: 178,859,027.67 2016: 272,162,381.08 2017: 73,498,518.32 2018: 57,766,201.38				
Investment projects		Total amount of proceeds invested				Cumulative amount of proceeds invested as of 31 December 2018				Date for project being ready for
S/N	Promised investment projects	Actual investment projects	Promised investment amount before fund-raising	Promised investment amount after fund-raising	Actual investment amounts	Promised investment amount before fund-raising	Promised investment amount after fund-raising	Actual investment amount	Difference between the actual investment amount and the promised investment amount after fund-raising	
1	Wind power segment	Wind power segment	70% of the proceed	860,756,170.88	823,862,066.03	70% of the proceed	860,756,170.88	823,862,066.03	36,894,104.85	N/A
2	Natural gas segment	Natural gas segment	20% of the proceed	245,930,334.54	208,200,000.00	20% of the proceed	245,930,334.54	208,200,000.00	37,730,334.54	N/A
3	Replenishment of working capital (note)	Replenishment of working capital	10% of the proceeds	122,965,167.27	149,245,179.86	10% of the proceeds	122,965,167.27	149,245,179.86	(26,280,012.59)	N/A
Total				1,229,651,672.69	1,181,307,245.89		1,229,651,672.69	1,181,307,245.89	48,344,426.80	N/A

Note: The Company replenished its working capital with part of the interest income and exchange gains generated from the proceeds.

Checklist on the benefits realised from the projects invested with proceeds from the previous fund raising

Unit: RMB

S/N	Actual investment projects Project name	Cumulative production capacity utilisation of the investment projects as of 31 December 2018	Promised benefits	Actual benefits for 2014, 2015, 2016, 2017 and 2018					Cumulative benefits realised as of 31 December 2018	Whether the expected benefits are achieved
				2014	2015	2016	2017	2018		
1	Wind power segment	N/A	N/A	-	9,976,704.50	65,745,177.90	311,014,433.48	555,587,749.03	942,324,064.91	N/A
2	Natural gas segment	N/A	N/A	-	(8,807,313.98)	(28,783,078.71)	(19,418,415.91)	(17,024,765.08)	(74,033,573.68)	N/A
3	Replenishment of working capital (note)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

4. Comparisons between the actual utilisation of proceeds from the previous fundraising and the relevant contents disclosed in the regular reports of the Company

The comparisons between the actual utilisation of proceeds from the previous fundraising as aforementioned and the actual utilisation of proceeds from the previous fundraising as disclosed in the annual reports of 2014, 2015, 2016 and 2017 of the Company are set out as below:

Unit: RMB million

S/N	Actual investment projects	Actual amount of proceeds utilised as of the end of the reporting period				Investment amount with proceeds as disclosed in the annual reports of the Company				Differences			
		2014	2015	2016	2017	2014	2015	2016	2017	2014	2015	2016	2017
1	Wind power segment	343.30	126.99	230.96	69.40	343.30	126.99	230.96	69.40	-	-	-	-
2	Natural gas segment	208.20	-	-	-	208.20	-	-	-	-	-	-	-
3	Replenishment of working capital	44.25	51.87	41.20	4.10	44.25	51.87	41.20	4.10	-	-	-	-
	Total	595.75	178.86	272.16	73.50	595.75	178.86	272.16	73.50	-	-	-	-

No differences were found between the actual utilisation of proceeds from the previous fundraising and the relevant contents on the actual utilisation of proceeds from the previous fundraising as disclosed in the annual reports of 2014, 2015, 2016 and 2017 of the Company.

5. Conclusion

The Board of Directors is of the view that the Company has utilised the proceeds from the previous fundraising in accordance with the plan for the use of proceeds from the H share issuance as disclosed in the prospectus of the previous H share issuance. The Company has fulfilled its obligation of disclosure in relation to its investment and progress of proceeds from the previous fundraising in accordance with the Rules Governing the Report on the Use of Proceeds from Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No.500) issued by the China Securities Regulatory Commission.

The Directors of the Company undertake that this Report does not contain any false statements, misleading representations or material omissions, and jointly and severally accept legal liability for the truthfulness, accuracy and completeness hereof.

China Suntien Green Energy Corporation Limited

Board of Directors

12 March 2019

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 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2018 annual general meeting (the “AGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at 9:00 a.m. on Tuesday, 11 June 2019 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 2018.
2. To consider and approve the Report of the Board of Supervisors of the Company for 2018.
3. To consider and approve the final accounts of the Company for the year ended 31 December 2018.
4. To consider and approve the audited financial statements of the Company and the independent auditors’ report for the year ended 31 December 2018.
5. To consider and approve the profit distribution plan of the Company for 2018.
6. To consider and approve the budget report of the Company for the year ending 31 December 2019.
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 2019 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.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and elect the Directors of the fourth session of the Board of Directors of the Company, including:
 - (a) Dr. Cao Xin as a non-executive Director of the fourth session of the Board of Directors of the Company;
 - (b) Dr. Li Lian Ping as a non-executive Director of the fourth session of the Board of Directors of the Company;
 - (c) Mr. Qin Gang as a non-executive Director of the fourth session of the Board of Directors of the Company;
 - (d) Mr. Wu Hui Jiang as a non-executive Director of the fourth session of the Board of Directors of the Company;
 - (e) Mr. Mei Chun Xiao as an executive Director of the fourth session of the Board of Directors of the Company;
 - (f) Mr. Wang Hong Jun as an executive Director of the fourth session of the Board of Directors of the Company;
 - (g) Mr. Xie Wei Xian as an independent non-executive Director of the fourth session of the Board of Directors of the Company;
 - (h) Mr. Wan Yim Keung, Daniel as an independent non-executive Director of the fourth session of the Board of Directors of the Company; and
 - (i) Dr. Lin Tao as an independent non-executive Director of the fourth session of the Board of Directors of the Company.
9. To consider and elect the non-employee representative Supervisors of the fourth session of the Supervisory Committee of the Company, including:
 - (a) Mr. Wang Chun Dong as the external Supervisor of the fourth session of the Supervisory Committee; and
 - (b) Dr. Shao Jing Chun as the independent Supervisor of the fourth session of the Supervisory Committee.
10. To consider and approve the remuneration package for the Directors and Supervisors of the fourth session of the Board of Directors and the Supervisory Committee.
11. To consider and approve the resolution on the report on the use of proceeds previously raised by the Company.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

12. To consider and approve the amendments to the Articles of Association.
13. 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 the issued domestic shares and H shares of the Company, respectively, 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 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

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

1. the conclusion of the next annual general meeting of the Company; or
2. 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
3. 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
24 April 2019

Notes:

1. The Board recommends the distribution of a final dividend of RMB0.125 per share (tax inclusive) (approximately RMB464 million in total) for the year ended 31 December 2018 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 (i.e. on or before 9:00 a.m. on 10 June 2019 in respect of AGM) before the AGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M 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.

NOTICE OF ANNUAL GENERAL MEETING

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 Saturday, 11 May 2019 to Tuesday, 11 June 2019 (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 Friday, 10 May 2019. 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 Tuesday, 21 May 2019. The address of Computershare Hong Kong Investor Services Limited is 17M 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. 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.