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**China Suntien Green Energy Corporation Limited\***  
**新天綠色能源股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 00956)

**NOTICE OF 2010 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting for year 2010 (the “AGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at the Conference Room, 5/F, World Trade Plaza Hotel, Shijiazhuang City, Hebei Province, PRC at 9:00 a.m. on Friday, 3 June 2011 to consider and approve the following resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors (the “Board”) of the Company for year 2010.
2. To consider and approve the report of the supervisory board of the Company for year 2010.
3. To consider and approve the final accounts of the Company for the year ended 31 December 2010.
4. To consider and approve the audited financial statements and the auditor’s report of the Company for the year ended 31 December 2010.
5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2010. (*Note 1*).
6. To consider and approve the payment of the Second Special Dividend (the “Second Special Dividend”) to Hebei Construction & Investment Group Co., Ltd. (“HECIC”) and HECIC Water Investment Co., Ltd. (“HECIC Water”) in an aggregate amount of RMB41,977,700. (*Note 2*)

7. To consider and approve the budget report of the Company for the year ending 31 December 2011.
8. To consider and approve the re-appointment of Zhong Lei Certified Public Accountants Co., Ltd. (中磊會計師事務所有限公司) and Ernst & Young as the Company's PRC auditors and overseas auditors, respectively, for the year 2011 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the president of the Company to determine their remunerations.

### **SPECIAL RESOLUTIONS**

9. To consider and approve the granting of a general mandate to the Board to issue, allot and deal with additional domestic shares and H shares not exceeding 20% of each of the aggregate nominal values of the domestic shares and H shares of the Company respectively in issue, and to authorise the Board to make amendments to the articles of association as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to the 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 articles of association of the Company and 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 end of the Relevant Period;
- (c) each of the aggregate nominal values 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 aggregate nominal values of domestic shares and H shares of the Company respectively in issue at the date of passing this resolution;
- (d) the Board will only exercise the above power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and
- (e) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or other applicable laws to be held; or
- (iii) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

(B) the Board be authorised to make amendments to the articles of association 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**  
*Executive Director and Joint Company Secretary*  
**Zhao Hui**

Hong Kong, 18 April 2011

*Notes:*

1. The board recommends the distribution of a final dividend of RMB0.005 per share (tax included), RMB 16.20 million in total, which will be subject to the approval of shareholders at the AGM.
2. Pursuant to an ordinary resolution passed by the shareholders on 9 February 2010, the shareholders of the Company approved that the Second Special Dividend will be declared and paid to the promoters of the Company, HECIC and HECIC Water according to their respective shareholding interests in the Company for the net profit of the Group attributable to the owners of the Company earned for the period from 1 April 2010 up to the day immediately prior to the Listing. Based on the consolidated financial statements of the Group for the three-month period ended 31 March 2010 and for the ten-month period ended 31 October 2010 audited by Ernst & Young, the Group calculates the consolidated income statements of the Group for the seven-month period ended 31 October 2010. According to the results, the Second Special Dividend will be paid to HECIC and HECIC Water in an aggregate amount of approximately RMB41,978,000, which is determined based on (1) the net profit of the Group attributable to the owners of the Company as stated in the audited consolidated financial statements of the Company, prepared in accordance with PRC GAAP or IFRSs, whichever is lower, after deducting any appropriation to the statutory and discretionary reserve funds, if any, for the seven-month period ending 31 October 2010, minus (2) the net profit of the Group attributable to the owners of the Company for the period from the day of the Listing to 31 October 2010.

The profit of the Group attributable to the owners of the Company for the period from the day of the Listing to 31 October 2010 equals the amount, calculated on a pro-rata basis, of the net profit of the Group attributable to the owners of the Company, as stated in the audited consolidated financial statements of the Company, prepared in accordance with PRC GAAP or IFRSs, whichever is lower, after deducting any appropriation to the statutory and discretionary reserve funds, if any, for the seven-month period ended 31 October 2010.

The Company will finance the Second Special Dividend to HECIC and HECIC Water from its then available cash and cash equivalents on hand. The Company does not expect to incur any significant one-off capital commitment, revenue or expenses outside the ordinary course of business in the second and third quarters of 2011 and expects to have sufficient cash or cash equivalent generated internally to settle the Second Special Dividend. Payment of the Second Special Dividend is expected to take place before 30 June 2011. The Company will take all necessary steps and also fulfill all necessary legal and regulatory requirements prior to settlement of the Second Special Dividend.

The Board approved the Second Special Dividend on 28 March 2011. The declaration and distribution of the Second Special Dividend will be subject to the approval of shareholders at the AGM.

3. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of a poll. As such, each of the resolutions set out in the notice of AGM will be voted on by poll. Results of the poll voting will be published on the Company's website at [www.suntien.com](http://www.suntien.com) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
4. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead him/her. A proxy need not be a shareholder of the Company.
5. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney or authority, must be completed and deposited at the Company's Board Secretariat (for domestic-Shares Holders) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for H-Shares Holders), at least 24 hours 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, Wan Chai, 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.
6. The H Share Register of Members of the Bank will be closed, for the purpose of determining shareholders' entitlement to attend the AGM, from Thursday, 5 May 2011 to Friday, 3 June 2011 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday 4 May 2011. 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.
7. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.
8. Shareholders of the Company intending to attend the AGM in person or by their proxies should return the reply slip for attending the AGM by courier or by post to the Company's Board Secretariat (for holders of domestic Shares) or Computershare Hong Kong Investors Services Limited (for holders of H Shares) on or before Friday, 13 May 2011. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
9. The AGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
10. A shareholder or his proxy should produce proof of identity when attending the AGM.
11. Our registered office and headquarter in the PRC is 9 Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiangzhuang City, Hebei Province, PRC.

*As at the date of this notice, the non-executive directors of the Company are Dr. Li Lian Ping, Mr. Zhao Hui Ning and Mr. Xiao Gang; the executive directors of the Company are Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Zhao Hui and Mr. Sun Xin Tian; and the independent non-executive directors of the Company are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.*

\* for identification purpose only