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 and the accompanying proxy form and reply slip for the EGM to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company.



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)

ELECTION OF INDEPENDENT DIRECTOR PROPOSED OFFERING OF RENEWABLE GREEN CORPORATE BONDS AND NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020

China Suntien Green Energy Corporation Limited will convene the EGM at 2:00 p.m. on Wednesday, 25 November 2020 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. A notice convening the EGM is set out on pages 12 to 13 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form enclosed with the notice of EGM 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 A 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 EGM (i.e. on or before 2:00 p.m. on Tuesday, 24 November 2020 in respect of the EGM) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip enclosed with the notice of EGM 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 A Shares) on or before Thursday, 5 November 2020.

^{*} For identification purpose only

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DEFINITIONS

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

"Articles of Association" means the articles of association of the Company

currently in effect

"A Share(s)" means ordinary share(s) in the share capital of the

Company, with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi, listed on the Main Board of the SSE and traded in

Renminbi

"Board of Directors" or "Board" means the board of Directors of the Company

"Bonds" means renewable green corporate bonds of up to and

including RMB3 billion planned to be publicly offered

and registered in the PRC by 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

"CSRC" means the China Securities Regulatory Commission

"Directors" means directors of the Company

"EGM" means the second extraordinary general meeting of the

Company for 2020 to be convened at the Conference Room, 5th Floor, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 2:00 p.m. on Wednesday, 25 November 2020, for the matters

described in this circular

"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/are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong

Kong dollars

"Hong Kong" means the Hong Kong Special Administrative Region

of the People's Republic of China

"Hong Kong Stock Exchange" means The Stock Exchange of Hong Kong Limited

"INEDs" means independent non-executive directors of the

Company

DEFINITIONS "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 "PRC" or "China" means the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region and Taiwan region "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 A Shares and H Shares

"SSE" means the Shanghai Stock Exchange



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

Mr. Wu Hui Jiang

Executive Directors:

Mr. Mei Chun Xiao (President)

Mr. Wang Hong Jun

Independent Non-executive Directors:

Mr. Xie Wei Xian

Mr. Wan Yim Keung, Daniel

Dr. Lin Tao

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

10 October 2020

To the Shareholders

Dear Sirs and Madams

ELECTION OF INDEPENDENT DIRECTOR PROPOSED OFFERING OF RENEWABLE GREEN CORPORATE BONDS AND NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020

^{*} For identification purpose only

I. INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. BUSINESSES TO BE CONSIDERED AT THE EGM

The businesses to be considered at the EGM are described in more details in the notice of EGM, which was dispatched to the Shareholders on 10 October 2020.

Resolutions to be proposed at the EGM for the Shareholders' consideration include the following:

- a) the resolution on the public offering and registration by the Company of RMB3 billion renewable green corporate bonds; and
- b) the resolution on the election of Mr. Guo Ying Jun as an INED of the fourth session of the Board of Directors of the Company.

III. BUSINESSES OF THE EGM

1. The resolution on the public offering and registration by the Company of RMB3 billion renewable green corporate bonds

Reference is made to the announcement of the Company dated 9 October 2020 in relation to the proposed offering of the Bonds by the Company.

The Company plans to make an offering of the Bond in order to satisfy its capital needs.

(1) THE OFFERING PLAN

Details of the plan for the Bonds offering are as follows:

(1) Issuer

China Suntien Green Energy Corporation Limited.

(2) Size of offering

The total registered amount of the Bonds will be up to and including RMB3 billion.

(3) Method of offering and target subscribers

In accordance with the relevant requirements such as the Company Law of the PRC, the Securities Law of the PRC, and the Administrative Measures for the Issuance and Trading of Corporate Bonds, the Bonds will be issued in one or several tranches within the term of registration. The public offering of the Bonds is targeted at professional investors.

(4) Par value and offer price

The renewable corporate bonds under the offering shall have a par value of RMB100 each, which will be issued at par.

(5) Term of the Bonds

The Bonds shall have a basic term of not more than 5 years, which will be finally determined according to market conditions and investors' intention. The issuer shall be entitled to exercise a renewal option in respect of the Bonds at the end of each specified term. When the issuer exercises the renewal option, the Bonds will be renewed for an additional term. In the event that no renewal option is exercised, the Bonds will become payable in full when due.

(6) Use of proceeds

The proceeds from the offering of the Bonds are intended, after deduction of the offering expenses, to be used for project investment, replenishment of working capital, repayment of interest-bearing debts, equity investment and any other purposes permitted by applicable laws and regulations. The proceeds from the offering of the Bonds may be used for the replenishment of working capital during their idle period pursuant to the requirements of competent authorities.

(7) Coupon rate and determination method

The annual coupon rate of the Bonds and its payment method shall be determined by the Company in accordance with the legal requirements, market conditions, as well as the applicable requirements for corporate bonds.

(8) Trading and exchange markets

It is proposed that the Bonds shall be listed and traded on the SSE or other domestic stock exchanges recognised by the competent authorities.

(9) Method of underwriting

The lead underwriter will organise an underwriting syndicate to underwrite the Bonds by way of standby underwriting.

(10) Terms for deferring interest payment of the Bonds

Save for the occurrence of any mandatory interest payment events, on every interest payment date of the Bonds, the Company may, at its sole discretion, defer the interest payment for the current period, and all the interests and yields deferred under this provision to the next interest payment date, and there is no limit on the number of times of deferring interest payment; such deferral in interest payment shall not constitute a default of the Company to pay interest in full as agreed. Interest shall be accrued on each deferred interest payment for the deferral period at the coupon rate prevailing at the current period.

(11) Mandatory interest payment of the Bonds and restrictions on interest deferral

In the event that any of the following events occurred in the 12 months prior to the interest payment date, the Company shall not defer the interest payment for the current period, and all the interests and yields deferred:

- 1. distribution of dividends to holders of ordinary shares
- 2. reduction of registered capital

Where the Company has any deferred interest payment, it shall not do any of the following acts until all the interests and yields deferred are fully settled:

- 1. distribution of dividends to holders of ordinary shares
- 2. reduction of registered capital

except for the redemption and cancellation of shares as a result of a stock incentive scheme or the redemption and cancellation of ordinary shares through the issue of preference shares.

(12) Ranking of claims

Upon bankruptcy or liquidation of the Company, the repayment of the Bonds will be subordinated to that of the ordinary bonds issued by the Company and other liabilities.

(13) Validity period of the resolution

Following the approval of the resolution concerning the offering of the Bonds at the general meeting, such resolution shall be effective and continue to be valid within the term of registration of the Bonds.

(2) AUTHORISATION

It is proposed to the EGM to give authorisation to the Board, which will delegate the president, with full power to handle all matters in relation to the registration, offering and listing of the Bonds, in accordance with the requirements of relevant laws and regulations as well as the opinions and recommendations of regulatory authorities, under the framework and principles of the plan for the registration and offering of the Bonds as approved by the EGM and based on the principle of maximizing the Company's interests, including but not limited to:

- (1) formulating the specific plan for the registration and offering of the Bonds, and amending and adjusting the terms of offering based on the specific conditions of the Company and the market to the extent permitted by laws and regulations, including but not limited to all matters relating to the terms of offering such as whether to offer the Bonds in tranches, the arrangement relating to the quantity, amount and period of the Bonds for each tranche, the terms of offering, offer price, target subscribers, coupon rate or its determination method, timing of offering, time and method of principal and interest payments, whether to set out sale back or redemption terms, details of the use of proceeds, safeguard measures for debt repayment, measures to mitigate repayment risks, matters relating to guarantee, listing, issuance, registration and custody of the Bonds, specific subscription method, and specific placement arrangement;
- (2) engaging professionals, signing, executing, amending and completing all agreements and documents relating to the registration, offering and listing of the Bonds, and any matters relating to reporting, listing application and information disclosure;
- (3) formulating the rules for the management of information disclosure of corporate bonds;

- (4) participating in all negotiations with respect to the registration, offering and listing of the Bonds on behalf of the Company, executing all relevant agreements and other necessary documents, and making appropriate information disclosure;
- (5) in case there is any change in the policies of regulatory authorities in respect of the registration and offering of the Bonds or any change in market conditions, authorising the Board or the president to make relevant adjustments to any matters relating to the specific plan for the registration and offering of the Bonds based on the opinions of regulatory authorities, or to determine whether to continue to proceed with all or part of the work with regard to the offering of the Bonds in light of the actual circumstances, except for any matters required by relevant laws, regulations and the Articles of Association of the Company to be re-approved by the Shareholders at a general meeting;
- (6) deciding/handling all other specific matters in relation to the registration and offering of the Bonds; and
- (7) such authorisation shall be valid from the date of approval at the EGM to the date on which the registration of the Bonds expires or the above authorised matters are completed, whichever is earlier.

According to the laws of the PRC and the Articles of Association, the offering is subject to the approval of the Shareholders by way of a special resolution and the approval from the relevant PRC regulatory authorities, such as the CSRC. The offering of the Bonds may or may not proceed. Shareholders and investors are reminded to exercise caution when dealing in the shares of the Company.

2. The resolution on the election of Mr. Guo Ying Jun as an INED of the fourth session of the Board of Directors of the Company

Reference is made to the announcement of the Company dated 9 October 2020 with respect to the change of an INED. Mr. Xie Wei Xian has, due to changes in work arrangement, recently tendered a written notice of resignation to the Board, applying for the resignation of an INED. The resignation of Mr. Xie Wei Xian shall become effective upon the formal appointment of a new INED by the Company to fill his vacancy. As such, the Board passed a resolution at the Board meeting held on 9 October 2020 to nominate Mr. Guo Ying Jun as an INED of the fourth session of the Board.

The biographical details of Mr. Guo Ying Jun are set out below:

Mr. Guo Ying Jun, aged 47, is currently the dean of the School of Electrical Engineering, Hebei University of Science and Technology (河北科技大學), and the person in charge of the Hebei Engineering Laboratory for Hydrogen Production with Wind/ Photovoltaic Power and its Comprehensive Utilization. Mr. Guo, who obtained a master's degree in Control Theory and Control Engineering from Beijing Institute of Technology (北

京理工大學), is an associate professor. From July 1996 to August 2001, Mr. Guo worked in the Mechatronics Engineering Technology Center of Hebei University of Science and Technology. From September 2001 to March 2004, Mr. Guo studied for a master's degree in Control Theory and Control Engineering at Beijing Institute of Technology. Mr. Guo has been working in the School of Electrical Engineering at Hebei University of Science and Technology since April 2004, and has been a PhD student of Control Theory and Control Engineering at Hebei University of Technology since September 2016. Mr. Guo was a visiting scholar at the University of Manchester in the United Kingdom from 13 August 2011 to 12 September 2011.

Subject to the approval by the Shareholders of the Company of his appointment, the Company will enter into a service contract with Mr. Guo and his term of office shall be effective from the date of the EGM and end on the expiry of the term of the fourth session of the Board. Mr. Guo is eligible for re-election upon expiry of his term according to the Articles of Association. As an INED of the Company, Mr. Guo will receive a Director's fee of HK\$100,000 or RMB equivalent per annum (tax inclusive, and individual income tax shall paid quarterly and be withheld and paid by the Company). The Company shall be responsible for the travelling and accommodation expenses of INEDs for attending Board meetings, general meetings and relevant activities organized by the Board.

To the best of knowledge of the Directors of the Company and save as disclosed above, Mr. Guo 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; nor does he have any relationship with any Director, supervisor, senior management or substantial or controlling shareholder of the Company or hold other position in the Company or any of its subsidiaries. As at 9 October 2020, Mr. Guo does not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information in relation to the appointment of Mr. Guo 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.

Nomination Policies and Procedures

According to the director nomination policy, the Board and its Nomination Committee will take into account the diversity of Board members from multiple aspects when reviewing the structure of the Board, including but not limited to the cultural and educational backgrounds, professional experience, skills and knowledge of the members. The appointment of Board members will be based on meritocracy and candidates will be considered based on the 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 composition. When identifying a candidate for the INED, the Company will first select potential candidates within and beyond the social network of the members of the Board by means of referrals by existing Directors, recommendations by third parties as well as

suggestions by the Shareholders of the Company. Then, the suitability of these potential candidates shall be reviewed by the Company through interview, background investigation, brief introduction statement before the final decision for the INED is made.

The Nomination Committee believes that Mr. Guo has been engaging in academic research and technology development in the field of electrical engineering, hydrogen production with wind/photovoltaic power and its comprehensive utilization, which can supplement the expertise and knowledge of the Board in the field of electrical engineering, wind/photovoltaic power businesses, and bring valuable insights and contribution to the future innovations in production technology of the Company. As such, the Nomination Committee nominated Mr. Guo to the Board for his election by the Shareholders at the EGM.

The Board believes that Mr. Guo possesses the expertise and knowledge in the field of electrical engineering, wind/photovoltaic power businesses, which can bring valuable insights and contribution to the future innovations in production technology of the Company. Mr. Guo has confirmed his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board also considers that Mr. Guo 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.

The resolution on the election of Mr. Guo Ying Jun as an INED is subject to the Shareholders' consideration and approval as an ordinary resolution.

IV. EGM

The proxy form and the reply slip of the EGM are enclosed.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the 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 A 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 EGM (i.e. on or before 2:00 p.m. on Tuesday, 24 November 2020 in respect of the EGM) 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 EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM 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 A Shares) on or before Thursday, 5 November 2020.

The Company will separately announce details of the arrangements for the attendance by holders of A Shares of the EGM on the website of the SSE in due course.

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 EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM. Results of the poll voting will be uploaded to 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 EGM.

VI. RECOMMENDATIONS

The Board considers that all the resolutions proposed at the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of those resolutions proposed at the EGM.

Yours faithfully, **Cao Xin** *Chairman*

NOTICE OF EGM



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 THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting for 2020 (the "**EGM**") of China Suntien Green Energy Corporation Limited (the "**Company**") will be held at 2:00 p.m. on Wednesday, 25 November 2020 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC, for the consideration and approval of the following matters:

SPECIAL RESOLUTION

1. The resolution on the public offering and registration by the Company of RMB3 billion renewable green corporate bonds

ORDINARY RESOLUTION

2. The resolution on the election of Mr. Guo Ying Jun as an independent director of the fourth session of the board of directors of the Company

By order of the Board of
China Suntien Green Energy Corporation Limited*
Mei Chun Xiao

Executive Director/President

Shijiazhuang City, Hebei Province, the PRC, 10 October 2020

Notes:

1. 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 EGM, from Monday, 26 October 2020 to Wednesday, 25 November 2020 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the EGM, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 23 October 2020. Holders of H shares of the Company who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.

The Company will announce the details and materials for holders of A shares attending the EGM on the website of the Shanghai Stock Exchange in due course.

NOTICE OF EGM

- 2. 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. Accordingly, each of the resolutions set out in the notice of EGM 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 EGM.
- Any shareholder entitled to attend and vote at the EGM 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 A shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), at least 24 hours before the EGM (i.e. on or before 2:00 p.m. on Tuesday, 24 November 2020 in respect of the EGM) 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 EGM or any adjourned meeting thereof should he/she so wish.
- 5. 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.
- 6. Shareholders of the Company intending to attend the EGM in person or by their proxies should return the reply slip for attending the EGM by courier or by post to the Company's registered office and headquarters in the PRC (for holders of A shares) or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares) on or before Thursday, 5 November 2020. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- The EGM 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.
- 8. A shareholder or his/her proxy should produce proof of identity when attending the EGM.
- 9. 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.
- 10. References to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the non-executive Directors of the Company are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang; the executive Directors of the Company are Mr. Mei Chun Xiao and Mr. Wang Hong Jun; and the independent non-executive Directors of the Company are Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao.