
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying second proxy form 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 supplemental 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)

(1) PROPOSED UNIFIED USE OF THE CASBE
(2) TERMINATION OF APPOINTMENT OF
INTERNATIONAL AUDITOR
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) AMENDMENTS TO THE RULES OF PROCEDURE OF THE
GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF THE SECOND
EXTRAORDINARY GENERAL MEETING FOR 2020

This supplemental circular should be read in conjunction with the EGM circular and notice of the Company dated 10 October 2020. The Company will convene the EGM as originally scheduled, 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 supplemental notice containing the supplemental resolutions to be proposed at the EGM is set out on pages 10 to 11 of this supplemental circular.

The second proxy form for use at the EGM is enclosed with this supplemental circular. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the second 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 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.

* For identification purpose only

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DEFINITIONS

In this supplemental 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
“CASBE”	means the China Accounting Standards for Business Enterprises, the financial reporting standards and interpretations for business enterprises issued by the China Accounting Standards Committee of the Ministry of Finance
“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
“First Proxy Form”	means the proxy form despatched in conjunction with the EGM circular and notice of EGM on 10 October 2020
“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

DEFINITIONS

“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“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
“Ministry of Finance”	means the Ministry of Finance of China
“PRC” or “China”	means the People’s Republic of China, excluding, for the purpose of this supplemental circular only, Hong Kong, the Macau Special Administrative Region and Taiwan region
“Rules of Procedure of the General Meeting”	means the rules of procedure of the general meeting of the Company currently in effect
“Second Proxy Form”	mean the proxy form despatched in conjunction with this supplemental circular on 4 November 2020
“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
“Shareholders”	means holders of the Shares
“SSE”	means the Shanghai Stock Exchange

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
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

4 November 2020

To the Shareholders

Dear Sirs and Madams

(1) PROPOSED UNIFIED USE OF THE CASBE
(2) TERMINATION OF APPOINTMENT OF
INTERNATIONAL AUDITOR
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) AMENDMENTS TO THE RULES OF PROCEDURE OF THE
GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF THE SECOND
EXTRAORDINARY GENERAL MEETING FOR 2020

* *For identification purpose only*

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the circular and notice of the EGM dated 10 October 2020 of the Company, which contain the time and venue of the EGM to be convened, and the resolutions to be proposed at the EGM for consideration by the Shareholders.

The Company will convene the EGM as originally scheduled, 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. In addition to the resolutions set out in the notice of EGM, the supplemental resolutions put forward by Hebei Construction & Investment Group Co., Ltd., the controlling shareholder of the Company, to the EGM in accordance with law and in compliance with the Articles of Association, (as set out in the supplemental notice of EGM on pages 10 to 11 of this supplemental circular) will also be considered and, if thought fit, approved at the EGM. The purpose of this supplemental 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 supplemental 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.

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

- (a) the resolution on the proposed unified use of the CASBE by the Company;
- (b) the resolution on the termination of appointment of international auditor of the Company;
- (c) the resolution on the amendments to the Articles of Association of the Company;
and
- (d) the resolution on the amendments to the Rules of Procedure of the General Meeting of the Company.

III. BUSINESSES OF THE EGM

1. The resolution on the proposed unified use of the CASBE by the Company

Reference is made to the Company's announcement dated 24 June 2020 in relation to, the completion of the Company's initial public offering and listing of A Shares.

LETTER FROM THE BOARD

Since the listing of its H Shares on the Main Board of the Hong Kong Stock Exchange in October 2010, the Company has, prepared its financial statements in accordance with both of the CASBE and the International Financial Reporting Standards, by engaging domestic and overseas audit institutions to provide auditing services, respectively.

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” (有關接受在香港上市的內地註冊成立公司採用內地的會計及審計準則以及聘用內地會計師事務所的諮詢總結) published by the Hong Kong Stock Exchange in December 2010, and the “Pilot Work Plan for Accounting Firms Engaged in Audit Business for H Share Enterprises” (《會計師事務所從事H股企業審計業務試點工作方案》) jointly issued by the Ministry of Finance and the CSRC, since 15 December 2010, PRC-incorporated issuers listed in Hong Kong are allowed to prepare their financial statements in accordance with the CASBE, and PRC accounting firms approved by the Ministry of Finance and the CSRC are allowed to provide auditing and relevant services to such companies under the CASBE.

In order to further improve the efficiency and quality of the preparation of the Company’s financial reports, and reduce disclosure costs and audit expenses, the Company proposes the unified use of the CASBE for the preparation of financial statements for the year ending 31 December 2020 and subsequent accounting periods, and disclose the same in the PRC and Hong Kong markets.

As confirmed by the Company’s PRC legal adviser, in accordance with the applicable Chinese laws and regulations as well as the Articles of Association, the Company can adopt the CASBE to prepare financial statements and disclose relevant financial information.

The adoption and disclosure of financial statements prepared in accordance with the CASBE will not have any material adverse impact on the Company’s financial positions and operational results.

The resolution is subject to the Shareholders’ consideration and approval as an ordinary resolution at the EGM.

2. The resolution on the termination of appointment of international auditor of the Company

As approved by Shareholders at the 2019 Annual General Meeting of the Company held on 29 May 2020, the Company re-appointed Ernst & Young as the Company’s international auditor for 2020, for an original term ending on the conclusion of the next annual general meeting. In connection with the aforesaid resolution of unified use of the CASBE for the preparation of financial statements, and subject to the approval of the Shareholders, the Company proposes to terminate the appointment of Ernst & Young as the Company’s international auditor for the year 2020 (the “**Proposed Termination of Appointment**”).

LETTER FROM THE BOARD

The Company has communicated with Ernst & Young regarding the Proposed Termination of Appointment, Ernst & Young has confirmed in writing to the Company that there are no matters relating to the Proposed Termination of Appointment that need to be brought to the attention of the Shareholders or creditors of the Company. The Board also confirms that there is no arrangement relating to the Proposed Termination of Appointment that needs to be brought to the attention of the Shareholders or creditors of the Company.

Upon the consideration and approval at the 2020 First Extraordinary Meeting of the Company held on 13 October 2020, the Company has appointed Ernst & Young Hua Ming LLP as the Company's PRC auditor for 2020, which will audit the Company's financial statements for 2020 in accordance with the CASBE, and as well assume the duties of international auditor in accordance with the Listing Rules, including but not limited to the preliminary announcement of annual results and annual review of continuing connected transactions. Ernst & Young Hua Ming LLP has been approved by the Ministry of Finance and the CSRC, and is qualified to act as a reporting accountant for PRC-incorporated companies listed in Hong Kong.

The Company believes that the Proposed Termination of Appointment will not have any material adverse impact on the Company's final results and audits for the year ending 31 December 2020.

The resolution is subject to the Shareholders' consideration and approval as an ordinary resolution at the EGM.

3. The resolution on the amendments to the Articles of Association of the Company

Corresponding to the above-mentioned proposals on the unified use of the CASBE, while improving the provisions of the Articles of Association with regards to cumulative voting according to actual operational needs, the Company proposes to amend the Articles of Association as follows:

Current provision	Provision after amendments
Article 106 The list of candidates for directors and supervisors shall be proposed in the form of resolution to the shareholders' meeting for voting.	Article 106 The list of candidates for directors and supervisors shall be proposed in the form of resolution to the shareholders' meeting for voting.
When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system shall be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.	When a voting is made on the election of two or more directors or supervisors at a general meeting, the cumulative voting system shall be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.
...	...

LETTER FROM THE BOARD

Current provision	Provision after amendments
<p>Article 206 Financial statements of the Company shall be prepared in accordance with the PRC accounting standards and relevant regulations <u>and, in addition, shall also be prepared in accordance with the international accounting standards or the accounting standards of the country or region where the Company is listed. If there are significant discrepancies between the financial statements prepared according to two different accounting standards, such discrepancies shall be clearly indicated in the notes attached to the financial statements. When distributing profits after tax in a financial year, the lesser amount of profits after tax in the two financial statements shall be used as the standard amount.</u></p>	<p>Article 206 Financial statements of the Company shall be prepared in accordance with the PRC accounting standards <u>for business enterprises</u> and relevant regulation.</p>
<p>Article 207 When the Company announces or disclose interim results or financial information, it shall be prepared in accordance with the PRC accounting standards and relevant regulations <u>and, simultaneously, shall also be prepared in accordance with the international accounting standards or the accounting standards of the country or region where the Company is listed.</u></p>	<p>Article 207 When the Company announces or disclose interim results or financial information, it shall be prepared in accordance with the PRC accounting standards <u>for business enterprises</u> and relevant regulations.</p>

The resolution is subject to the Shareholders' consideration and approval as a special resolution at the EGM.

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4. The resolution on the proposed amendments to the Rules of Procedure of the General Meeting of the Company

In response to the proposed amendments to the Articles of Association, the Company proposes to amend the Rules of Procedure of General Meeting, with the details as follows:

Current provision	Provision after amendments
Article 57 The list of candidates for directors and supervisors shall be proposed in the form of resolution to the shareholders' meeting for voting.	Article 57 The list of candidates for directors and supervisors shall be proposed in the form of resolution to the shareholders' meeting for voting.
When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system shall be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.	When a voting is made on the election of two or more directors or supervisors at a general meeting, the cumulative voting system shall be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.
...	...

The resolution is subject to the Shareholders' consideration and approval as a special resolution at the EGM.

IV. EGM

The Second Proxy Form for use at the EGM is enclosed with this supplemental circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the Second Proxy Form in accordance with the instructions printed thereon. For holders of H Shares, the Second Proxy Form should be returned to Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) or, in respect of the holders of A Shares, returned to the Company's registered office and headquarters in the PRC (address: 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, the PRC) 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 Second 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.

Shareholders who intend to appoint a proxy to attend the EGM but have not returned the First Proxy Form, shall only return the Second Proxy Form while the First Proxy Form needs not to be returned.

Shareholders who have returned the First Proxy Form shall note that:

- (a) if the Second Proxy Form is yet to be returned 24 hours before the time designated for holding the EGM or any adjournment thereof, the duly completed and returned First Proxy Form will be deemed as a valid proxy form. In addition

LETTER FROM THE BOARD

to those resolutions contained in the notice of EGM and the First Proxy Form, the proxy/proxies appointed by the shareholder shall also be entitled to vote at its/his/her discretion or abstain from voting on any resolutions properly put forward at the EGM, including the supplemental resolutions set out in the supplemental notice;

- (b) if the Second Proxy Form has been returned 24 hours before the time designated for holding the EGM or any adjournment thereof, the First Proxy Form previously returned by the shareholder shall be revoked and superseded by the Second Proxy Form. The duly completed Second Proxy Form will be deemed as a valid proxy form.

Except for the supplemental resolutions set out in the supplemental notice of the EGM, other matters of the EGM remain unchanged.

For details of other resolutions proposed at the EGM for approval, qualifications for attending the EGM, registration procedures, suspension of Shares transfer and registration arrangements, and other matters, please refer to the circular and notice of EGM of the Company dated 10 October 2020.

The Company has separately announced details of the arrangements for the attendance by holders of A Shares of the EGM on the website of the SSE.

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 supplemental 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 supplemental resolutions proposed at the EGM.

Yours faithfully,
Cao Xin
Chairman

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2020

References are made to the circular (the “**EGM Circular**”) and notice (the “**EGM Notice**”) both dated 10 October 2020 of China Suntien Green Energy Corporation Limited (the “**Company**”), containing the time and venue of the second extraordinary general meeting for 2020 (the “**EGM**”) and the resolutions to be proposed at the EGM for shareholders' consideration.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held by the Company as originally scheduled, 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. In addition to the resolutions set out in the EGM Notice, the following supplemental resolutions put forward by Hebei Construction & Investment Group Co., Ltd., the controlling shareholder of the Company, to the EGM in accordance with law and in compliance with the Articles of Association of the Company, will be considered and, if thought fit, approved at the EGM:

SUPPLEMENTAL ORDINARY RESOLUTIONS

3. The resolution on the proposed unified use of the China Accounting Standards for Business Enterprises by the Company
4. The resolution on the termination of appointment of international auditor of the Company

SUPPLEMENTAL NOTICE OF EGM

SUPPLEMENTAL SPECIAL RESOLUTIONS

5. The resolution on the amendments to the Articles of Association of the Company
6. The resolution on the amendments to the Rules of Procedure of General Meeting 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, 4 November 2020

Notes:

1. Except for the supplemental resolutions set out in this supplemental notice of EGM, other matters of the EGM remain unchanged. For details of other resolutions proposed at the EGM for approval, qualifications for attending the EGM, registration procedures, suspension of Shares transfer and registration arrangements, and other matters, please refer to the EGM Circular and the EGM Notice.
2. The second proxy form for use at the EGM (the “**Second Proxy Form**”) is enclosed with this supplemental notice. Holders of H Shares should return the Second Proxy Form together with the power of attorney or other authority to Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, 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.
3. Shareholders who intend to appoint a proxy to attend the EGM but have not returned the proxy form sent together with the EGM Notice (the “**First Proxy Form**”) on 10 October 2020 shall only return the Second Proxy Form while the First Proxy Form needs not to be returned.
4. Shareholders who have returned the First Proxy Form shall note that:
 - (a) if the Second Proxy Form is yet to be returned 24 hours before the time designated for holding the EGM or any adjournment thereof, the duly completed and returned First Proxy Form will be deemed as a valid proxy form. In addition to those resolutions contained in the EGM Notice and the First Proxy Form, the proxy/proxies appointed by the shareholder shall also be entitled to vote at its/his/her discretion or abstain from voting on any resolutions properly put forward at the EGM, including the supplemental resolutions set out in the supplemental notice.
 - (b) if the Second Proxy Form has been returned 24 hours before the time designated for holding the EGM or any adjournment thereof, the First Proxy Form previously returned by the shareholder shall be revoked and superseded by the Second Proxy Form. The duly completed Second Proxy Form will be deemed as a valid proxy form.

As at the date of this supplemental 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.

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