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)

ADJUSTMENTS TO BUSINESS DEVELOPMENT STRATEGIES AND NON-COMPETITION ARRANGEMENTS

The Board hereby announces that, with a responsible attitude towards the shareholders and after careful consideration by the Company, the Group will continue to focus on the wind power generation and natural gas related businesses in the future, concentrating its resources on the construction and operation of onshore and offshore wind farms, LNG berth and terminals, long-distance natural gas transmission pipelines and urban gas, gas-fired power plants, etc. To this end, the Company plans to gradually dispose of its existing photovoltaic business so as to focus its resources on expanding its principal businesses and further enhance the Group's strength and core competitiveness.

Pursuant to the Group's development strategies adjustments and the latest industry development, and to streamline the relevant instruments related to the non-competition arrangements between the Company and HECIC Group, the Company and HECIC entered into the New NCA on 30 October 2024, to more reasonably define the rights and obligations of both parties and to replace the Existing NCA and the Controlling Shareholder's Undertakings.

HECIC is the controlling shareholder of the Company holding 48.95% equity interest of the Company, and is therefore a connected person of the Company. Entering into the New NCA and the transaction contemplated thereunder constitute a connected transaction of the Group under Chapter 14A of the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will convene an extraordinary general meeting as soon as possible to seek approval from Independent Shareholders for the New NCA and the transaction contemplated thereunder. The Company has appointed Gram Capital as the Independent Financial Advisor to provide opinions to the Independent Board Committee and Independent Shareholders regarding the New NCA and the transaction contemplated thereunder.

According to the requirement under the Listing Rules, the Company expects to issue a meeting notice and circular to its shareholders within 15 business days after the publication of this announcement. The circular will include, among other things, (i) details of the New NCA and the transactions contemplated thereunder; (ii) the opinion letter from the Independent Financial Advisor to the Independent Board Committee and Independent Shareholders; and (iii) the recommendation letter from the Independent Board Committee to the Independent Shareholders.

I. ADJUSTMENTS TO BUSINESS DEVELOPMENT STRATEGIES AND PRINCIPAL BUSINESSES OF THE GROUP

The Board hereby announces that, with a responsible attitude towards the shareholders and after careful consideration by the Company, the Group will continue to focus on the wind power generation and natural gas related businesses in the future, concentrating its resources on the construction and operation of onshore and offshore wind farms, LNG berth and terminals, long-distance natural gas transmission pipelines and urban gas, gas-fired power plants, etc. To this end, the Company plans to gradually dispose of its existing photovoltaic business so as to focus its resources on expanding its principal businesses and further enhance the Group's strength and core competitiveness.

(I) Current Principal Businesses of the Group

The Group is currently principally engaged in the green energy business of wind power generation and sale of natural gas. For the two financial years ended 31 December 2022 and 2023 and the first six months of 2024 ended 30 June 2024, the revenue of the Group's businesses are as follows:

Unit: Renminbi 100 million (except percentage)

	2022		**2023**		**First six months of 2024**	
Items	**Amount**	**Percentage**	**Amount**	**Percentage**	**Amount**	**Percentage**
Revenue from natural gas sales	118.51	63.85%	137.86	67.97%	87.59	72.17%
Revenue from wind power generation	61.69	33.24%	60.65	29.91%	31.69	26.11%
Revenue from photovoltaic power generation	1.26	0.68%	1.16	0.57%	0.56	0.46%
Revenue from connection and construction of gas pipeline network	1.91	1.03%	1.20	0.59%	0.42	0.35%
Revenue from other businesses	2.24	1.20%	1.95	0.96%	1.11	0.91%
Total	185.61	100.00%	202.82	100.00%	121.37	100.00%

As at 30 June 2024, the Group had a wind power consolidated installed capacity and a photovoltaic consolidated installed capacity of 6,358.25 MW and 126.12 MW, respectively. For the two financial years ended 31 December 2022 and 2023 and the first six months of 2024 ended 30 June 2024, the amounts of wind power generation and photovoltaic power generation are set out in the table below:

Unit: 100 million kWh

Items	**2022**	**2023**	**First six months of 2024**
Wind power generation	140.31	140.81	74.44
Photovoltaic power generation	1.67	1.73	0.87

As at 30 June 2024, the Group cumulatively operated 9,803.86 km of pipelines, with one LNG terminal, five CNG primary filling stations, three CNG secondary filling stations, three LNG filling stations and one L-CNG joint filling station in operation. For the two financial years ended 31 December 2022 and 2023 and the first six months of 2024 ended 30 June 2024, the natural gas transmission volumes are set out in the table below:

Unit: 100 million cubic meters

Item	**2022**	**2023**	**First six months of 2024**
Natural gas transmission volume	45.01	51.14	33.93

(II) The Group's Main Future Development Directions

In terms of wind power, the Group will continue to adhere to the strategy of "based in Hebei and go nationwide", increase the intensity of wind power resource reserves and development, innovate in the cooperation model, seek the transformation of the reserve resources, and make use of its resources and project experience to develop cross-provincial cooperation. In 2023, the Group added a new onshore wind power construction quota of 2.09 million kW and a new approved capacity of onshore wind power projects of 1.44 million kW. At the same time, the Group leveraged its offshore wind power project, such as the Puti Island project in Laoting, Tangshan, which has already been put into operation, to seize the new development opportunities arising from the offshore wind power planning in Hebei Province approved by the government, and vigorously develop offshore wind power. Currently, the Group's wholly-owned 500,000 kW offshore wind power project in Shanhaiguan, Qinhuangdao has been approved. The preliminary work of offshore wind power demonstration projects prepared in advance with a capacity of approximately 2 million kW in province-controlled waters progressed smoothly.

During the first half of 2024, the approved capacity of wind power projects for the Group increased by 1,650 MW, laying a solid project foundation for the future development of the Company's wind power business.

In terms of natural gas, with the commissioning of the Tangshan LNG Terminal and Supporting Pipelines Projects upstream, the Group will endeavor to create an integrated operation model with gasification pipeline and liquid distribution services as the mainstay, supplemented by tank capacity leasing, government reserves, window period auctions and other services, thus extending the natural gas industry chain. In terms of the midstream industrial chain, the Group will continue to promote the interconnection of existing pipelines and new major trunk pipelines, such as the Tangshan LNG outbound pipelines, with national gas pipelines and pipelines in nearby provinces, and form a connected "province-wide network" as soon as possible. As for the downstream industrial chain, the Group will steadily promote business development in regional markets and expand urban gas projects within the pipeline coverage. The Group will also actively leverage its advanced management level and rich operating experience to promote the timely and steady merger & acquisition and consolidation of natural gas enterprises in relevant cities.

In addition, the Group proactively laid out a number of energy storage, gas-fired power plants and other demonstration projects. The Group obtained approval for the Qingxian 2*480 MW Gas-fired Power Plant Project in 2023, and added new approved capacity of 960,000 kW for a gas-fired power plant project in Funing, Qinghuangdao in the first half of 2024. In addition, the Huanghuatan 1.2 million kW Pumped Storage Power Station in Laiyuan, Baoding has successfully obtained the national planning approval.

(III) Adjustments to the Photovoltaic Business Development Strategy

In addition to focusing on the development of wind power and natural gas businesses, the Group actively tracks and expands its photovoltaic business. In 2011, the Group launched a 1-megawatt photovoltaic power project in Baoding, Hebei Province. Subsequently, it has gradually expanded to other provinces and regions. Particularly in provinces where there are no wind power projects, the Company has also gradually explored photovoltaic projects to facilitate its acquisition of wind power resources. However, due to various constraints such as the high costs and large land requirements of photovoltaic projects in the early stages of development, the development scale of the Company's photovoltaic business is much smaller than that of its wind power business.

As at 30 June 2024, the consolidated installed capacity of the Group's photovoltaic power generation business amounted to 172.12 MW, accounting for 2.64% of the Group's new energy consolidated installed capacity, comprising of 15 photovoltaic projects in operation, located in four provinces and autonomous region of Hebei, Xinjiang, Heilongjiang and Liaoning, with a consolidated installed capacity of 126.12 MW; and two photovoltaic projects with a total installed capacity of 12 MW that have been connected to the grid but have not yet commenced commercial operations; and one photovoltaic project with an installed capacity of 34 MW that has completed the assembly. As at 30 June 2024, the Group had photovoltaic projects under construction with a capacity of 266 MW, located in Hebei Province. Furthermore, two photovoltaic projects in total with a registered installed capacity of 130 MW were registered but yet to commence construction, located in Hebei Province and Shaanxi Province.

As at 30 June 2024, the total installed capacity of the Group's non-control equity investments in photovoltaic projects reached 170 MW, with all these projects located in Hebei Province.

As at 30 June 2024, the total asset value of the Group's photovoltaic projects amounted to approximately RMB922 million, accounting for 1.13% of the Group's total assets, and the revenue amounted to approximately RMB56 million, accounting for approximately 0.46% of the Group's total revenue.

As a result of various factors, the comparative advantage of the photovoltaic business in the new energy business is not obvious, among which:

1. *The Return on investment from photovoltaic projects is relatively lower than that from wind power projects*

On 7 June 2021, the National Development and Reform Commission issued the "Notice on Matters Concerning the New Energy On-grid Tariff Policy in 2021" (《關於2021年新能源上網電價政策有關事項的通知》), which stipulates that (i) starting from 1 August 2021, the central government will no longer subsidise newly registered centralised photovoltaic power stations, industrial and commercial distributed photovoltaic projects and newly approved onshore wind power projects, and will implement grid parity; (ii) the on-grid tariff for new projects in 2021 will be based on the local coal-fired base price, while new projects may voluntarily participate in market-based trading to determine on-grid tariffs; (iii) starting in 2021, the on-grid tariffs for newly approved (or registered) offshore wind power projects and photovoltaic thermal power projects will be set by the local provincial pricing authorities. Where conditions permit, these tariffs can be determined through competitive allocation. If the on-grid tariff exceeds the local benchmark price for coal-fired power, the portion below the benchmark price will be settled by the grid companies; and (iv) local governments are encouraged to introduce targeted support policies to promote the sustainable and healthy development of new energy industries such as photovoltaic power, onshore wind power, offshore wind power, and photovoltaic thermal power.

According to a series of national policies such as the "Basic Rules for Medium and Long-term Electricity Transactions" (《電力中長期交易基本規則》), the "Basic Rules for the Electricity Spot Market (Trial)"(《電力現貨市場基本規則(試行)》)and the "Notice of the National Development and Reform Commission on Further Accelerating the Construction of the Electricity Spot Market" (《國家發展改革委關於進一步加快電力現貨市場建設工作的通知》), new projects currently in operation shall participate in market-based electricity transactions. Apart from the portion of electricity guaranteed for purchase by grid companies, other electricity can be directly traded with power users.

Grid parity means the peak-to-peak tariff for grid electricity supply, i.e., when a photovoltaic/wind power station transmits electricity to the grid, the price is the same as that of thermal power and hydroelectricity, and is therefore called grid parity. Under such mechanism, photovoltaic/wind power stations sell their electricity to grid companies at the local desulfurised coal power price without national subsidies. Market-based trading refers to the trading of power as a commodity in the market according to the supply and demand relationship and pricing mechanism.

Before the implementation of grid parity for new energy, the construction costs and tariffs of photovoltaic projects were relatively higher as compared with those of wind power projects, especially when renewable energy subsidies account for a high proportion of tariffs for photovoltaic projects. Given that renewable energy subsidies are not distributed promptly, cash flow for photovoltaic projects is generally poorer compared to wind power projects, resulting in relatively lower investment returns for photovoltaic projects.

After the implementation of grid parity for new energy, photovoltaic projects remains at a disadvantage compared to wind power projects in terms of return on investment and earnings stability, etc. On one hand, the annual utilisation hours of photovoltaic projects lag behind those of wind power by about 1,000 hours per year in general. On the other hand, as electricity market transactions deepen, some regions experience zero or even negative electricity prices. Since photovoltaic power generation is more concentrated in specific times, this results in a gap in investment returns compared to wind power projects.

The grid parity mechanism makes the investment returns of wind power projects more transparent and predictable, increasing investor confidence. It will also help the Group reduce reliance on national financial subsidies, making wind power projects more market-driven and autonomous. This strengthens the market's role in regulating power development and construction, leading to more efficient allocation of electricity resources. Although the grid parity mechanism may result in lower returns for grid parity projects compared to subsidised projects, in the long term, it positively impacts the healthy and sustainable development of the wind power industry. Therefore, the Company believes that focusing on development of its wind power business will bring higher and more stable investment returns to the Group, aligning better with the long-term interests of the Company and its shareholders.

2. The photovoltaic business is subject to greater constraints from changes in national land policies

Photovoltaic power generation is a technology that uses the photovoltaic effect of the semiconductor interface to directly convert light energy into electrical energy. Due to the characteristics of photovoltaic projects, they generally occupy a large area of land. At present, the national policies on forest land and land supervision are strict. It has been seen in the market that some photovoltaic projects have been dismantled or partially dismantled due to changes in land supervision policies.

Since its establishment, the Company has primarily focused on the development of wind power and has gained considerable operational experience in the wind power sector. In view of the above constraints and taking into account the Group's strengths in its principal businesses, future development plans and strategies, the Company considers that it is more in line with the overall development objectives of the Group and the interests of the shareholders as a whole to divest the existing photovoltaic business and to focus its major efforts and resources on the Group's advantageous businesses.

The Company has already had preliminary contacts with some potential buyers, and the potential buyers are conducting preliminary evaluation. It is expected that a firm intention to sell some of the completed photovoltaic projects will be reached in the near future. For the Group's photovoltaic projects under construction, as the national policy explicitly disallows the transfer of shareholdings or change of shareholders in new energy projects before their completion and grid connection, the Company will actively seek potential buyers during the construction period, aiming to complete the sale as soon as possible within a certain period after completion.

II. NON-COMPETITION ARRANGEMENTS

On 19 September 2010, the Company entered into the Existing NCA with HECIC, the controlling shareholder of the Company, pursuant to which, HECIC and its subsidiaries undertook not to participate in any business which is directly or indirectly compete with the principal businesses of the Group. Pursuant to the regulatory requirements for A share listing of the Company, HECIC issued the Controlling Shareholder's Undertakings on 10 March 2020, in which HECIC (i) confirmed the inclusion of both centralised photovoltaic and distributed photovoltaic power generation businesses within the scope of the Company's principal businesses; (ii) reaffirmed that HECIC and its holding companies will not engage in any business within or outside the PRC which constitutes or may constitute competition with the Group's principal businesses; and (iii) restated the arrangements in relation to the grant of new business opportunities and pre-emptive right to the Company.

The Company and HECIC entered into the New NCA on 30 October 2024, which will replace the Existing NCA and the Controlling Shareholder's Undertakings upon approval by the Independent Shareholders, to align with the Group's development strategy adjustments and the latest industry development as disclosed above, and to streamline the relevant instruments related to the non-competition arrangements between the Company and HECIC Group by merging the key terms of the Controlling Shareholder's Undertakings into the non-competition agreement, and to more reasonably define the rights and obligations of both parties.

As agreed under the New NCA:

1. The scope of the non-competition shall be the principal businesses of the Group in any geographical area within or outside the PRC. The "principal businesses" are defined as the businesses in which the Group is principally engaged or intends to be engaged, including the clean energy-related businesses in relation to the wind power generation, nuclear power generation and the transmission and sale of natural gas.

2. HECIC has irrevocably undertaken that during the term of the New NCA, it will not, and will also procure its subsidiaries (other than the Group) not to, in any geographical area within or outside the PRC, alone or with others, in any form, directly or indirectly, be engaged in, assist or support a third party to be engaged in or participate in any competing businesses.

   However, the above restrictions do not apply in the following circumstances:

   (a) HECIC and its subsidiaries (other than the Group) for the purposes of investment, acquiring or holding interests of not more than 10% in aggregate in a listed company which competes or is likely to compete with the Group in the principal businesses; or

   (b) HECIC or its subsidiaries (other than the Group), by virtue of the debt restructuring of a third party, holding interests of not more than 10% in aggregate in such third party which competes or is likely to compete with the Group in the principal businesses.

3. HECIC has undertaken to grant options for new business opportunities to the Group:

   (a) During the term of the agreement, if HECIC or its subsidiaries become aware of any new business opportunity which competes or is likely to compete, directly or indirectly, with the principal businesses of the Company, they shall immediately notify the Company in writing, provide the Company with all information relating to the new business opportunities and use their best endeavors to procure that the new business opportunities are first offered to the Group on reasonable and fair terms and conditions.

   (b) HECIC has undertaken that it shall use its best efforts to procure HECIC's Investee Companies other than its subsidiaries to offer to the Group as agreed above any business opportunity which directly or indirectly competes, or is likely to compete, with the principal businesses of the Group.

   (c) In respect of any of the new business opportunities HECIC may obtain that compete, or are likely to compete, directly or indirectly with the principal businesses (notwithstanding the Company deciding not to take up a new business opportunity in the first place pursuant to (a) above), HECIC has granted the Company the option, pursuant to relevant laws and regulations, to purchase any equity interests, assets or other interests which form part of new businesses as described above. HECIC has further undertaken to procure its subsidiaries (other than the Group) to, at the Company's option, transfer any new business opportunities to the Company or to grant a right of operation of new businesses to the Company by means of entrusted management, leasing or contracting. The transfer price will be determined based on the evaluation by a qualified third party appraiser and according to the relevant laws.

   (d) The Company shall not exercise such option if a third party is entitled to a pre-emptive right pursuant to the relevant laws and articles of association. In this circumstance, HECIC and its subsidiaries shall use their best efforts to procure such third party to waive its pre-emptive right.

4. HECIC has undertaken to grant the right of first refusal to the Group:

   (a) If HECIC intends to transfer, sell, lease or license any new business opportunity which has been offered to, but has not been taken up by, the Company and has been retained by HECIC or any of its subsidiaries, which competes, or may lead to competition, directly or indirectly with the Group's principal businesses, the Group shall have the right of first refusal over these interests, which the Group may exercise any time as long as the New NCA remains effective.

   (b) HECIC or its subsidiaries shall notify the Company of its intended transfer, sale, lease or licence by written notice in advance. The selling notice shall attach the terms of the transfer, sale, lease or licence and any information that may be reasonably required by the Company to make a decision. The decision whether or not to accept the offer specified in the selling notice will be made by the independent non-executive Directors of the Company and a written reply shall be made to HECIC or its subsidiaries within 30 days after receiving the selling notice from HECIC or its subsidiaries. HECIC has undertaken that until it or any of its subsidiaries receives the reply from the Company, it shall not notify any third parties of the intention to transfer, sell, lease or license the business. If the Company decides not to exercise the right of first refusal or if the Company does not reply to HECIC or any of its subsidiaries within the agreed time period, HECIC or any of its subsidiaries will be entitled to transfer, sell, lease or license the business to a third party pursuant to the terms not better than those stipulated in the selling notice. HECIC has further undertaken to procure its subsidiaries and associates (other than the Group) to grant such right of first refusal to the Company.

   (c) HECIC has undertaken that it shall use its best efforts to procure HECIC's Investee Companies to provide the right of first refusal to the Group in accordance with the New NCA.

5. Divested Business

   (a) In order to further focus on its core principal businesses, to concentrate its resources on wind power and natural gas related businesses and to enhance its corporate strength and core competitiveness, the Group plans to dispose of or transfer the divested business, being the photovoltaic power generation business and assets wholly-owned or controlled by the Group as at the date of the New NCA, but excluding the Company's non-controlling investee companies, which are engaged in photovoltaic power generation, and their photovoltaic power generation businesses and assets.

   (b) In principle, the Company will endeavor to dispose of or transfer the divested business to independent third parties. However, if the Group fails to complete the disposal or transfer of all of the divested business by 31 December 2029 due to market conditions or reasons beyond the Company's control, HECIC undertakes that it shall acquire or procure its subsidiaries or HECIC's Investee Companies to acquire the remaining divested business, and the transfer price shall be based on the appraised value made by a third party professional appraiser jointly appointed by both parties after valuation, in accordance with the manner and procedures stipulated in the then applicable laws and regulations and the listing rules and relevant regulatory requirements of the place where the shares of the Company are listed, through negotiation between both parties.

(c) For the avoidance of doubt, the Company and its subsidiaries may continue to hold shareholding in the Company's non-controlling investee companies if it is necessary to continue to operate such non-controlling investee companies which are engaged in photovoltaic power generation and their related project assets for any reason which the Company considers reasonable.

6. The New NCA shall be concluded upon signing by both parties and shall become effective upon approval by the Board, the independent non-executive Directors and Independent Shareholders of the Company. At that time, the Existing NCA and the Controlling Shareholder's Undertakings shall be automatically invalidated.

7. The New NCA will remain in full force and be terminated upon the earlier of: (i) HECIC and its subsidiaries, directly or indirectly, holding less than 30% of the Company's total share capital; or (ii) the Company's H Shares no longer being listed on the Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited or other internationally recognised stock exchanges.

III. MAJOR ADJUSTMENTS TO THE EXISTING NCA UNDER THE NEW NCA

The New NCA is drafted based on the Existing NCA with adjustments to take into account the actual situation of both parties and the latest developments, which mainly include:

1. Adjustments and supplements to the agreement content based on the Company's business strategy adjustments

The Company has decided to further focus on its core principal businesses in the future and concentrate its resources on wind power generation and natural gas related businesses. Except for the necessary retained equity in certain non-controlling investee companies, the Company has no plan to independently invest in or develop photovoltaic power generation projects in the future. Therefore, the Company plans to dispose of or transfer the existing photovoltaic business. In order to establish a clearer business development positioning and to identify the Group's core businesses and capabilities to the market and investors, both parties have agreed to make the following adjustments to the New NCA:

a. Amend the definitions to remove photovoltaic power generation from the scope of "principal businesses."

b. Add the relevant provisions on the arrangement regarding the divested business, as detailed above.

2. **Adjustments to the agreement content based on changes in the actual circumstances of both parties**

Given that the Existing NCA was signed in 2010, almost 14 years have passed. There have been significant changes in the business development of the Group and HECIC as follows:

a. The Company held a small amount of waste-to-energy and biomass power generation business at the time of the listing of its H shares in 2010, but the sale and transfer of such businesses was already completed by 2015 and the Company does not have any plan to enter into the relevant industry sectors in the future.

b. At the time of the listing of its H shares, the Company and the HECIC Group jointly invested in Yanshan Guyuan with shareholding of 75% and 25%, respectively. Subsequent to the Company's acquisition of Yanshan Guyuan and the capital increase underwent by Yanshan Guyuan, the existing shareholding of the Company in Yanshan Guyuan is 94.43%, with HECIC holding only 5.57%. As the shareholding of HECIC is less than 10%, it falls into a situation where HECIC can make investment under the Existing NCA. Given that Yanshan Guyuan is a holding subsidiary of the Group, it does not raise concern of any competition.

c. The Company successfully completed its A-share IPO and listing in 2020, and HECIC, as its controlling shareholder, has also issued the Controlling Shareholder's Undertakings for the purpose of the A-share listing and offering and in compliance with the regulatory requirements, where HECIC unilaterally undertook to ensure compliance with the Controlling Shareholder's Undertakings by itself and all of its subsidiaries.

   In light of the above changes in circumstances, both parties have agreed to make the following adjustments to the arrangements under the New NCA:

   a. Delete the relevant provisions regarding the "retained businesses" (i.e. waste-to-energy and biomass power generation businesses and Yanshan Guyuan), and remove references to the "retained businesses" and HECIC's undertakings on the obligations of good stewardship from the provisions of the HECIC's undertakings, the new business opportunities and options, and the right of first refusal.

   b. Adjust the description and scope of "subsidiary(ies)" and related definitions to include JEI and its subsidiaries into the scope of subsidiaries of HECIC.

   c. Considering that the New NCA must be approved by the Board, the independent non-executive Directors and the Independent Shareholders of the Company before taking effect, add provisions regarding the conditions precedent for the effectiveness of the New NCA, as detailed above.

Save for the above adjustments, the principal terms of the two agreements are substantially the same. If the conditions for the effectiveness of the New NCA are not satisfied, the Company and HECIC will continue to perform according to the Existing NCA and the Controlling Shareholder's Undertakings.

IV. REASONS FOR AND BENEFITS OF ENTERING INTO THE NEW NCA

1. Adjustments to the business development strategies and the principal businesses

In line with the national goals of achieving carbon peak and carbon neutrality, the 2024 National Energy Work Conference explicitly proposed the "dual carbon" target, aiming for an additional 200 GW of wind and photovoltaic power installations. This initiative aims to significantly enhance the safe and reliable substitution of new energy sources and accelerate the transition to green and low-carbon energy. Onshore new energy bases, offshore wind power and decentralised wind power will release a huge increment. Pumped storage, new energy storage and gas-fired power plants will play a greater supporting role. The hydrogen energy industry will embrace significant development opportunities. The proportion of natural gas consumption will continue to increase. LNG terminals and underground gas storage depots will become important means of gas storage and peak shaving.

Since its establishment, the Company has invested most of its resources in the wind power generation and natural gas businesses. With the continuous growth in the business scale, the Company has maintained its position as a leading clean energy company in Northern China. The Company's principal businesses of new energy and natural gas are highly in line with the keynote of the national energy development and the national policy direction. In the future, the Company will continue to focus on wind power generation and natural gas related businesses, focus on the construction of a new energy system and the improvement of the natural gas industry chain, and increase efforts in the layout of projects in the areas of onshore wind power, offshore wind power and natural gas resource supply, infrastructure construction and downstream market expansion. With innovation and enhancement as support, the Company will actively lead the transformation and upgrading of the industry, driving the diversification and better synergistic development of the two main business segments of new energy and natural gas, thereby creating a green power provider and natural gas integrated service provider. In order to achieve this objective and bear the responsibility to the shareholders, the Company, after careful consideration, will no longer invest resources in the photovoltaic business in the future and plans to dispose of its existing photovoltaic power generation business and related assets.

2. Adjustment of National Energy Policy

In May 2022, the General Office of the State Council issued the "Notice on Forwarding the Implementation Plan for Promoting High-Quality Development of New Energy in the New Era by the National Development and Reform Commission and the National Energy Administration" (Guobanhan [2022] No. 39) (《轉發國家發展改革委、國家能源局<關於促進新時代新能源高質量發展實施方案>的通知》(國辦函 [2022] 39號)), which requires promoting the optimised combination of coal and new energy, and encourages coal power enterprises to engage in substantial joint ventures with new energy enterprises.

In September 2023, the Standing Committee of the Hebei Provincial People's Congress promulgated the "Hebei Province New Energy Development Promotion Regulations" (Announcement No. 13 of the Standing Committee of the 14th Hebei Provincial People's Congress) (《河北省新能源發展促進條例》(河北省第十四屆人民代表大會常務委員會公告第13號)), Article 28 of which stipulates: "traditional energy enterprises such as oil and gas, and coal are encouraged to legally and compliantly utilise their own mining rights, land, and other resources to strengthen the development and utilisation of new energy such as solar energy, wind energy, and geothermal energy, promote the integration of new energy and traditional energy, and advance the substitution of production energy use."

After strategically adjusting its principal business, the Company will concentrate resources, funds, and manpower on developing advantageous businesses such as wind power and natural gas. According to the latest policies and regulations mentioned above, the optimised combination and joint operation of traditional coal power and new energy is the future trend for the integration and development of traditional and new energy. Without affecting the interests of the Company, HECIC Group may carry out photovoltaic business. This move is essentially in active cooperation with the implementation of national and Hebei Province's high-quality development policies for new energy in the new era, helping HECIC Group better utilise the latest industrial policies. On one hand, it is beneficial for acquiring new photovoltaic business opportunities, which helps HECIC Group expand its business scale and further supports the long-term positive development of the Company; on the other hand, it is advantageous for the Company to gain new wind power business opportunities through cooperation with HECIC, thereby further enhancing the Company's strength and core competitiveness.

3. Joint development with HECIC Group

As at the end of 2023, the national electricity installed capacity amounted to 2.92 billion kW, among which the total renewable energy installed capacity reached 1.45 billion kW, including 420 million kW of hydropower, 56.91 million kW of nuclear power, 440 million kW of wind power and 610 million kW of photovoltaic power. The installed capacity of thermal power amounted to 1.39 billion kW, and for the first time, the installed capacity of non-fossil energy power generation exceeded that of thermal power generation. As of the end of 2023, Hebei Province had 31.41 million kW of installed wind power, 54.16 million kW of installed photovoltaic power and 49.73 million kW of installed thermal power. The Company had a wind power consolidated installed capacity of 6.29 million kW and an installed capacity under management of 6.55 million kW. Its installed capacity accounted for 1.38% of the national capacity, ranking the 12th nationwide and 2nd in Hebei Province. The Company's main competitors in the country and Hebei Province are those third-party state-owned power generation groups at central governmental level, provincial energy enterprises and private enterprises, which leverage their centralised enterprises, provincial state-owned enterprises, wind power manufacturing industry and other advantages, and consolidate on the whole group's strengths to continue to develop the wind power market. The Company is of the view that in the face of fierce competition in the new energy market, in addition to the Group's own continuous development to enhance its competitiveness and market share in the industry, it can also rely on the infrastructure and investment and financing platform of HECIC to fully leverage its synergies and help accelerate its development and stabilise its market position.

HECIC is a state-owned capital operation organisation and investment entity under the supervision and management of the Hebei SASAC, which is a financing operating platform, infrastructure construction platform and investment and financing platform for the Hebei Provincial Government to aggregate, finance and guide social and financial capital and support the economic development of Hebei Province. Over the years, HECIC has invested in the construction of a number of significant projects in Hebei Province, including power generation, railways, ports, highways, natural gas pipelines and water management, and has gradually formed a business segment focusing on energy, transportation, water supply, urbanisation and other infrastructure and strategic emerging industries, while HECIC is also involved in infrastructure construction, financial services, mineral development and other industrial investment areas. With the power of HECIC's state-owned investment platform, the Group can strengthen its collaboration with the thermal power, water supply, transportation and urbanisation sectors, fully leveraging the important support and facilitating role of infrastructure construction in local development, and adopt the mode of cooperation and development to jointly promote the development of the new energy sector and the rapid layout of the Group's industries.

HECIC has abundant project resources in various areas and strong financial capabilities. It has been continuously investing resources in developing energy projects, thereby consistently increasing its high-quality reserve resources. HECIC has provided various new business opportunities to the Group pursuant to the Existing NCA, and closely collaborates with it to actively expand its business landscape. In the future, if suitable opportunities arise, the Group can collaborate with HECIC Group to jointly develop comprehensive energy projects such as wind-photovoltaic hybrid, photovoltaic thermal power generation, or new energy storage, further enhancing its business scale and competitiveness.

4. Removal of contractual restrictions on HECIC to take over the divested business

The Group will gradually dispose of or transfer the divested business. Although the Company will endeavor to dispose of or transfer the business to a third party, the Company cannot exclude the possibility that HECIC Group may become a counterparty to the transaction. In addition, as agreed in the New NCA, if the Group fails to complete the disposal or transfer of all of the divested business by 31 December 2029 due to market conditions or reasons beyond the Company's control, HECIC undertakes to acquire or procure its subsidiaries or HECIC's Investee Companies to acquire the remaining divested business.

Under the Existing NCA, the photovoltaic power generation business is one of the principal businesses of the Company and HECIC is restricted from being engaged in the business of photovoltaic power development either directly or indirectly. The entering into of the New NCA will remove the contractual restrictions for HECIC to undertake the divested business, which is more in line with the commercial interests of the Company.

The Directors consider that although the New NCA is not entered into in the ordinary and usual course of business of the Group, the terms of the New NCA are fair and reasonable, in the interests of the Company and its shareholders as a whole and on normal commercial terms.

V. DELINEATION OF ENERGY BUSINESS WITH HECIC

After adjusting its business development strategies, the Company will focus its resources on fully developing its wind power generation and natural gas businesses. The energy segments of HECIC Group primarily include coal-fired power generation, biomass power generation and pumped-storage hydroelectricity. Subject to the signing and approval of the New NCA by the Shareholders, HECIC Group will further expand its photovoltaic power generation beyond its existing investment scale. In the actual business development, there are considerable differences of wind power from thermal power and various forms of clean energies. The Company is of the view that such energy businesses do not constitute peer competition for the following reasons:

(I) Differences between the wind power business and the coal-fired power generation business

After the Company was established, HECIC injected its wind power and natural gas assets and businesses into the Company. Meanwhile, the related coal-fired power enterprises were already controlled by JEI through holding or entrusted management before the Company's establishment. The Company is in possession of substantially all operating facilities and technology relating to its principal businesses. It has the independent right to make operational decisions and implement such decisions. It has independent access to customers and suppliers and is not dependent on HECIC with respect to customers and suppliers for its operations. The Company has sufficient capital, equipment and employees to operate its business independently from HECIC.

Wind power generation primarily uses natural wind energy, while coal-fired power generation primarily uses coal. The difference in raw materials leads to significant differences in site selection considerations, site area, equipment type, main technology, and personnel between wind farms and thermal power plants.

1. Equipment, Technology, and Personnel

Due to the different technology of wind and thermal power generation, the key equipment of wind power generation includes wind turbines, towers, blades, gearboxes, generators and control systems, etc., with a focus on professionals in electrical and wind turbine operation and maintenance. The coal-fired power business needs equipment of boilers, steam turbines, generators, and electrical supporting equipment, with a need for professionals in thermal power, boilers, and related management.

2. Project Planning and Site Selection

Wind power plants must be built in areas with relatively abundant wind resources, while coal-fired plant's site selection requires comprehensive consideration of raw material transportation and power output to reduce fuel procurement or power output costs.

3. Procurement and sales channels

In terms of the procurement and sales channels, wind power business utilises wind energy, a natural resource, for power generation, requiring no procurement. The main procurement involves wind turbine equipment and engineering construction, with suppliers primarily being wind turbine manufacturers and construction companies. For coal-fired power business, coal is the key raw materials supplied by coal sales companies. There is no overlapping on procurement channels and main suppliers between these two businesses.

4. Sales of electricity and major customers

In terms of sales of electricity and major customers, due to the unique nature of electricity products, the major customers of the Company and JEI (a subsidiary of HECIC of which coal-fired power generation is a key business segment) within Hebei Province are the State Grid Hebei Electric Power Co., Ltd. and the State Grid Jibei Electric Power Co., Ltd.

However, the on-grid electricity volume and tariffs are strictly regulated by the government, and power generation enterprises cannot decide on their own. In Hebei Province, the Hebei Provincial Development and Reform Commission allocates on-grid electricity volume based on supply and demand, power source structure, and other factors. As such, neither the Company nor HECIC Group can decide or influence the on-grid tariffs of their respective power generation stations.

In addition, according to the Renewable Energy Law, the Management Measures for Full Guaranteed Purchase of Renewable Energy Power Generation (《可再生能源發電全額保障性收購管理辦法》), and other relevant laws, regulations, and normative documents, the wind power industry is a key renewable energy industry supported by the state, with a current policy of full guaranteed purchase. Additionally, according to the Several Opinions of the Central Committee of the Communist Party of China and the State Council on Further Deepening the Reform of the Electric Power System (Zhongfa [2015] No. 9) (《中共中央、國務院關於進一步深化電力體制改革的若干意見》(中發[2015]9號)), the Notice of the National Development and Reform Commission and the National Energy Administration on Issuing Supporting Documents for the Reform of the Electric Power System (Fagai Jingtai [2015] No. 2752) (《國家發展改革委、國家能源局關於印發電力體制改革配套文件的通知》(發改經體[2015]2752號)), and the Notice of the National Development and Reform Commission on Issuing the Management Measures for Full Guaranteed Purchase of Renewable Energy Power Generation (Fagai Nengyuan [2016] No. 625) (《國家發展改革委關於印發可再生能源發電全額保障性收購管理辦法的通知》(發改能源[2016]625號)), the priority is given to energy conservation, emission reduction, and clean energy grid connection. Under the premise of ensuring power supply safety, priority is given to the grid connection of planned wind power, photovoltaic power, and other clean energy power generation, promoting full and maximum clean energy generation. Therefore, the dispatch order of wind power is prioritised over coal-fired power with the benefit of such priority guaranteed purchase policies.

(II) Differences between wind power and photovoltaic power generation business

1. Belonging to Different Sub-sectors with Significant Differences in Technology, Equipment, and Site Selection Between Wind Power and Photovoltaic Power Generation

Wind power generation relies on wind power to drive turbines, and the core technologies include the design, manufacturing and control technologies of wind turbines. Photovoltaic power generation uses solar cells to convert sunlight directly into electrical energy, and the core technologies include the manufacturing technology of solar cells, the integration technology of photovoltaic systems and inverter technology.

The main equipment of wind power generation includes wind turbines, towers, blades, gearboxes, generators and control systems, etc. The main equipment of photovoltaic power generation includes solar panels (modules), inverters, controllers, batteries (for off-grid systems) and power distribution systems.

Site selection for wind power generation typically considers factors such as wind speed, wind direction, topography, climatic conditions and environmental impacts, etc., whereas site selection for photovoltaic power generation mainly considers factors such as sunshine duration, intensity of solar radiation, land costs and conditions for grid connection.

2. Wind power and photovoltaic power generation do not constitute competition by law

Pursuant to the Electric Power Law of the People's Republic of China (as amended on 29 December 2018), electricity tariffs are subject to unified policies, unified pricing principles, and hierarchical management. Grid operation is subject to unified dispatch and hierarchical management, and no entity or individual may illegally interfere with grid dispatch. Therefore, the Company cannot influence the pricing principles and grid dispatch.

According to Article 14 of the Renewable Energy Law, grid companies shall sign grid connection agreements with renewable energy power generation enterprises that are constructed according to renewable energy development and utilisation plans, have legally obtained administrative permits or filed for record, and purchase all the on-grid electricity generated from grid-connected renewable energy projects within their coverage area that meet the grid-connection technical standards. The Measures for the Guaranteed Full Purchase of Renewable Electricity (《全額保障性收購可再生能源電量監管辦法》) stipulate that renewable energy power generation projects that meet development and utilisation plans, have legally obtained permits or filed for record, and meet the grid-connection technical standards shall be included in the scope of full guaranteed purchase. Grid companies shall organise relevant members of the power market to ensure the consumption of guaranteed purchase of electricity from renewable energy power generation projects.

According to the above provisions, wind power and photovoltaic power generation projects should have their guaranteed purchased electricity fully consumed. Even in some regions where there are restrictions on power generation due to insufficient power demand and limited grid transmission capacity, the on-grid electricity from photovoltaic power and wind power generation are adjusted separately by the local grid company according to a unified principle and by type of power, and power generation enterprises have no right to interfere. Therefore, wind power and photovoltaic power generation do not constitute a competitive relationship.

3. Wind power and photovoltaic power generation do not constitute competition under market-based electricity trading

With the deepening of market-based electricity trading, thermal power, hydropower, nuclear power, wind power, photovoltaic power and biomass power are all participating in market-based trading in accordance with the rules and requirements of the local power grid. Under the current market-based trading system rules, power generation companies quote prices based on their own costs. Since wind and photovoltaic power have zero variable costs, their marginal costs are also zero, these companies generally bid at zero price. According to the trading rules, the grid purchases in order from the lowest to the highest price until the demand for electricity in that period is met. The final transaction price is set at the highest bid price for all electricity in that time slot. Therefore, by participating in market trading with zero bids, wind and photovoltaic power generation companies can maximise electricity sales and achieve maximum profit at the highest transaction price. To ensure market stability and basic revenue for power generation, grid companies will dispatch differently based on the characteristics of the power generation side. Since photovoltaic power only generates during the day and has a large capacity at grid parity, it is prioritised in dispatch. Wind power can generate 24 hours a day, typically with higher wind speeds at night and early morning, creating a time difference with photovoltaic power generation. Therefore, in grid dispatch, wind and photovoltaic power do not compete with each other.

4. Partial overlap in customers, but no competitive relationship

There is a partial overlap in customers for wind and photovoltaic power, as both serve local grid companies. This is due to the unique nature of electricity products, which differ from other products. According to the Electricity Law of the PRC and other regulations, power supply enterprises provide electricity to users within their approved service areas. The division of service areas should consider factors such as grid structure and supply rationality. Only one power supply entity is established within a service area. Again, electricity dispatch is arranged by regional grid companies, and HECIC cannot influence the grid companies' electricity sales to end users.

Given the small scale of the Company's photovoltaic power generation business, it is not considered to have any material adverse impact on the Company's operations, despite HECIC's involvement in photovoltaic power generation.

(III) Differences between wind power and biomass power and pumped-storage hydroelectricity

While all of wind power, biomass power generation and pumped-storage hydroelectricity contribute to renewable energy, their differences in procurement, technology and facility requirements highlight the diverse strategies needed to harness and store energy effectively.

Biomass power generation operates on a business model that leverages organic materials to generate electricity and heat. It shares more similarities with thermal power generation, as both rely on the combustion of fuel to convert energy forms. Biomass facilities require a steady supply of organic materials, specialised combustion technology, and are often located near biomass sources to reduce transportation costs. Unlike wind power generation, which harnesses kinetic energy from the wind, biomass power generation involves significant differences in procurement, suppliers, equipment, technology, personnel, and site selection. Biomass power generation requires the procurement of organic materials such as wood, agricultural residues, or waste, often sourced from local suppliers or agricultural sector, and is therefore, typically located near sources of biomass to minimise transportation costs. Its key involves boilers, gasifiers, and combustion systems to convert organic materials into energy, with the technology focuses on efficient combustion and emissions control. Biomass power generation requires expertise in chemical engineering, combustion technology, and waste management, as well as personnel to handle and process the biomass feedstock. While it is considered more sustainable than fossil fuels, the combustion of biomass releases carbon dioxide and other pollutants into the atmosphere, although if managed sustainably, the carbon released can be offset by the carbon absorbed during the growth of the biomass, potentially making it carbon-neutral. Nonetheless, emissions from biomass combustion still impact air quality.

Pumped-storage hydroelectricity functions as both an energy generation and storage solution, capitalising on the gravitational potential energy of water. Its primary function is peak load regulation. It is currently the most mature and economically viable large-scale energy storage method. It uses water as a storage medium, pumping it to an upper reservoir during low electricity demand and releasing it to generate power during peak demand. This process transforms excess low-value energy into high-value energy during peak periods. This technology focuses on hydraulic engineering and energy storage. It requires specific geographical features, such as suitable elevation differences and water availability, often in mountainous regions. Unlike wind power, which is intermittent and variable, pumped-storage provides rapid and stable frequency and voltage regulation for the grid. Its ability to flexibly adjust and support the integration of variable renewable energy sources like wind and solar makes it an effective tool for alleviating grid balancing pressures. Pumped-storage hydroelectricity involves procuring turbines, pumps, and reservoir construction materials, often from specialised suppliers in the hydroelectric industry. It requires civil engineers, hydrologists, and specialists in hydraulic systems.

As with other power generation businesses, grid operation is subject to unified dispatch and hierarchical management, and no entity or individual may illegally interfere with grid dispatch. Therefore, neither the Group nor any other power generation entity can influence the pricing principles and grid dispatch. Consequently, wind power generation, biomass power generation, and pumped-storage hydroelectricity do not constitute a competitive relationship.

(IV) HECIC's Investment in natural gas pipeline after consultation with the Group

HECIC holds a 50% equity interest in National Pipeline Group Hebei Construction Investment Natural Gas Co., Ltd.*(國家網管集團河北建投天然氣有限公司). This company currently operates the Ordos-Anping-Cangzhou Gas Pipeline, which is a national-level natural gas transmission pipeline and a major energy initiative under China's 13th Five-Year Plan, designed to enhance the transportation and distribution of natural gas. The project features one main line and five branch lines, spanning a total length of 2,293 kilometers. It boasts an annual design capacity of 30 billion cubic meters and a maximum daily throughput of 90.9 million cubic meters. Starting in Shenmu, Shaanxi, the pipeline extends east to Cangzhou, Hebei, south to Puyang, Henan, and north to the Xiong'an New Area in Hebei, passing through Inner Mongolia, Shaanxi, Shanxi, Hebei, and Henan.

HECIC does not have the right to decide on the operation of the aforementioned equity project, as the investment is primarily for obtaining investment returns. The Group mainly engages in midstream distribution of natural gas and retail business to end customers within Hebei Province. Therefore, the Company believes that there is no substantial competition between them. Additionally, HECIC consulted the Company about this project opportunity in 2013. Considering the large investment scale and long cycle of the project, which did not align with the Group's development plan, the Company decided to forgo this project opportunity.

VI. MEASURES TO SAFEGUARD THE IMPLEMENTATION OF THE NEW NCA

To ensure and procure HECIC's compliance with the New NCA, HECIC has further undertaken to the Company in the agreement that:

(a) upon the request by the Company's independent non-executive Directors, HECIC will provide all necessary information for the independent non-executive Directors to review HECIC's compliance with and implementation of the New NCA annually;

(b) HECIC will provide the Company with all necessary information regarding its compliance with and implementation of the New NCA for disclosure by the Company in its annual report or other announcements the decisions made by the independent non-executive Directors; and

(c) HECIC will provide an annual confirmation statement to the Company for the purpose of the Company's disclosure on HECIC's compliance with the New NCA in the annual report.

In addition, the Company has implemented the following measures:

(a) the independent non-executive Directors shall review HECIC's performance of the New NCA at least once a year;

(b) the Company will disclose the results of the independent non-executive Directors' review on the compliance with and implementation of the New NCA and any decision made by the independent non-executive Directors regarding the new business opportunities and the exercise or non-exercise of the options or the right of first refusal pursuant to the New NCA in the annual reports or announcements of the Company in accordance with applicable laws, rules and regulations (including the Listing Rules); and

(c) any Directors and/or their respective associates who have a material interest in any matter relating to the compliance with and implementation of the New NCA discussed by the Board shall not vote on the resolution of the Board approving such matter and shall not be counted in the quorum for such vote.

VII. IMPLICATION UNDER THE LISTING RULES

HECIC is the controlling shareholder of the Company holding 48.95% equity interest of the Company, and is therefore a connected person of the Company. Entering into the New NCA and the transaction contemplated thereunder constitute a connected transaction of the Group under Chapter 14A of the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang, Mr. Wang Tao and Mr. Mei Chun Xiao abstained from voting on the resolutions of the Board approving the New NCA and the connected transaction contemplated thereunder. Save for the above, none of the Directors has a material interest in the transaction and, therefore, no other Director is required to abstain from voting on the relevant resolutions of the Board.

VIII. EXTRAORDINARY GENERAL MEETING

The Company will convene an extraordinary general meeting as soon as possible to seek approval from Independent Shareholders for the New NCA and the transaction contemplated thereunder. The Company has appointed Gram Capital as the Independent Financial Advisor to provide opinions to the Independent Board Committee and Independent Shareholders regarding the New NCA and the transaction contemplated thereunder.

According to the requirement under the Listing Rules, the Company expects to issue a meeting notice and circular to its shareholders within 15 business days after the publication of this announcement. The circular will include, among other things, (i) details of the New NCA and the transactions contemplated thereunder; (ii) the opinion letter from the Independent Financial Advisor to the Independent Board Committee and Independent Shareholders; and (iii) the recommendation letter from the Independent Board Committee to the Independent Shareholders.

IX. GENERAL INFORMATION

The Company

The Company is one of the leading clean energy companies in Northern China. Its scope of business includes: (i) investment in the exploration and utilisation projects of natural gas, liquefied natural gas, compressed natural gas, coalbed methane and coal-made natural gas, etc.; (ii) investment in the exploration of wind power and other new energy projects; and (iii) development of new energy technology and technical services.

HECIC

HECIC is a wholly state-owned enterprise established under the approval of the People's Government of Hebei Province and is under the direct supervision of the Hebei SASAC. It primarily engages in the investment and construction of fundamental industries, infrastructure, and key provincial industries, including energy, transportation, water services, and commercial real estate.

X. DEFINITIONS

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

"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"Chengde Dayuan"	Chengde Dayuan New-energy Co., Ltd.*(承德大元新能源有限公司), a joint venture held as to 49% by the Company and 51% by Fengning Manchu Autonomous Region Dayuan State-owned Holding Group Co., Ltd.*(豐寧滿族自治區大元國控集團有限公司), an independent third party ultimately and beneficially owned by the Finance Bureau of Fengning Manchu Autonomous County
"Company"	China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock company incorporated in the PRC with limited liability on 9 February 2010, the H Shares and A Shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited and the Main Board of the Shanghai Stock Exchange, respectively
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules

"Controlling Shareholder's Undertakings"	the Letter of Explanation and Undertakings on Non-Competition issued unilaterally by HECIC on 10 March 2020
"Director(s)"	the director(s) of the Company
"Existing NCA"	the Non-competition Agreement dated 19 September 2010 entered into between the Company and HECIC, the details of which are set out in "Relationship with HECIC – Non-Competition Agreement and Undertakings" of the prospectus dated 30 September 2010 of the Company being issued in connection with the Global Offering
"Group"	the Company and its subsidiaries
"Hebei SASAC"	the State-owned Assets Supervision and Administration Commission of the People's Government of Hebei Province
"HECIC"	Hebei Construction & Investment Group Co., Ltd.* (河北建設投資集團有限責任公司), a wholly state-owned company established in the PRC, being the controlling shareholder of the Company
"HECIC Group"	HECIC and its subsidiaries (other than the Group)
"HECIC's Investee Company(ies)"	(1) any entity (whether or not it has legal personality) in which HECIC (or its subsidiaries) holds or controls 30% or more of the non-controlling voting rights at shareholders' meeting, or (2) (if it is a partnership), any partnership in which HECIC (or its subsidiaries) is one of the partners, and the subsidiaries of such partnership
"Independent Board Committee"	an independent board committee established by the Company, comprising all of the independent non-executive Directors, namely Mr. Guo Ying Jun, Mr. Chan Yik Pun and Dr. Lin Tao, for the purpose of advising the Independent Shareholders in respect of the entering into of the New NCA and the connected transaction contemplated thereunder
"Independent Financial Adviser" or "Gram Capital"	Gram Capital Limited, a licensed corporation permitted to carry out type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the entering into of the New NCA and the connected transaction contemplated thereunder

"Independent Shareholders"	the shareholders of the Company other than HECIC and its associates
"JEI"	Jointo Energy Investment Co., Ltd. Hebei* (河北建投能源投資股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 000600), controlled by HECIC, and formerly known as Shijiazhuang International Building (Group) Co., Ltd. (石家莊國際大廈(集團)股份有限公司). It is a subsidiary of HECIC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"New NCA"	the Non-competition Agreement dated 30 October 2024 entered into between the Company and HECIC
"LNG"	liquefied natural gas
"PRC"	the People's Republic of China, for the purpose of this announcement, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan region
"Renewable Energy Law"	the Renewable Energy Law of the PRC (中國可再生能源法)
"RMB"	Renminbi, the lawful currency of the PRC
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"Yanshan Guyuan"	HECIC Yanshan (Guyuan) Wind Power Co., Ltd.* (建投燕山(沽源)風能有限公司), a company established in the PRC and a non-wholly-owned subsidiary of the Company

By order of the Board of
China Suntien Green Energy Corporation Limited
Tan Jian Xin
Executive Director and President

Shijiazhuang City, Hebei Province, the PRC, 30 October 2024

As at the date of this announcement, the non-executive Directors of the Company are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wang Tao; the executive Directors of the Company are Mr. Tan Jian Xin and Mr. Mei Chun Xiao; and the independent non-executive Directors of the Company are Mr. Guo Ying Jun, Mr. Chan Yik Pun and Dr. Lin Tao.

* *For identification purposes only*