



**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)**

**PROXY FORM FOR USE AT THE FIRST EXTRAORDINARY GENERAL MEETING IN 2017**

The number of shares to which this proxy form relates <i>(Note 2)</i>	
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I/We *(Note 1)* \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ domestic shares/ \_\_\_\_\_

H shares *(Note 2)* in **China Suntien Green Energy Corporation Limited\*** (the “**Company**”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or \_\_\_\_\_

of \_\_\_\_\_ *(Note 3)*

as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the First Extraordinary General Meeting in 2017 of the Company to be held at the Conference Room, 5th Floor, Ambassador Hotel, Shijiazhuang City, Hebei Province, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on Friday, 10 November 2017 (or at any adjournment thereof) and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) think(s) fit.

	<b>RESOLUTIONS</b>	<b>For <i>(Note 4)</i></b>	<b>Against <i>(Note 4)</i></b>
1.	To consider the resolution on the plan for the proposed initial public offering and listing of the A Shares of the Company (the “ <b>A Share Offering</b> ”)		
	1.1 Class of shares to be issued		
	1.2 Number of shares to be issued		
	1.3 Nominal value of the shares to be issued		
	1.4 Target subscribers of the shares to be issued		
	1.5 Price of the shares to be issued		
	1.6 Proposed place of listing		
	1.7 Method of issue of shares		
	1.8 Transfer of state-owned shares		
	1.9 Use of proceeds		
	1.10 Conversion into a joint stock limited liability company with shares traded and listed domestically and overseas		
	1.11 Validity period of the resolution on the A Share Offering plan		
2.	To consider the resolution on the feasibility of the project to be financed with the proceeds of the A Share Offering		
3.	To consider the resolution on the proposed grant at the general meeting of the authorisation to the board of directors of the Company to handle all matters relating to the A Share Offering		
4.	To consider the resolution on the plan for distribution of accumulated profit of the Company prior to the A Share Offering		

	<b>RESOLUTIONS</b>	<b>For (Note 4)</b>	<b>Against (Note 4)</b>
5.	To consider the resolution on the Company's plan for distribution of dividends to shareholders for the three years following the A Share Offering		
6.	To consider the resolution on the proposal for A share price stabilisation for the three years following the A Share Offering		
7.	To consider the resolution on the undertakings made by the Company in respect of the A Share Offering		
8.	To consider the resolution on the analysis of the dilution impact of the A Share Offering on immediate returns and the remedial measures		
9.	To consider the resolution on the Articles of Association (Draft) (Effective upon the Listing of A Shares)		
10.	To consider the resolution on the report on the use of proceeds previously raised by the Company		
11.	To consider the resolution on the "Rules of Procedure of the General Meetings (Effective upon the Listing of A Shares)" of the Company		
12.	To consider the resolution on the "Rules of Procedure of the Board of Directors (Effective upon the Listing of A Shares)" of the Company		
13.	To consider the resolution on the "Rules of Procedure of the Board of Supervisors (Effective upon the Listing of A Shares)" of the Company		
14.	To consider the resolution on the "Rules for the Administration of Provision of Guarantees to External Parties of the Company (Effective upon the Listing of A Shares)"		
15.	To consider the resolution on the "Working Rules for Independent Directors (Effective upon the Listing of A Shares)" of the Company		
16.	To consider the resolution on the amendments to the Articles of Association		
17.	To consider the resolution on the election of Mr. Wang Chun Dong as a non-employee representative supervisor of the Company		

**Resolutions 1-4, 9, 11-13 and 16 are special resolutions and Resolutions 5-8, 10, 14, 15 and 17 are ordinary resolutions, among which, items under Resolution 1 will be voted upon individually.**

Date: \_\_\_\_\_

Signature(s) (Notes 5, 6 & 7) \_\_\_\_\_

*Notes:*

- Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please delete as appropriate and insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all the shares in the share capital of the Company registered in your name(s) (whether alone or jointly with others).
- If any proxy other than the chairman of the meeting is preferred, delete the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "AGAINST".** If the form returned is duly signed but lacks/is without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if there is no specific direction in respect of a particular proposed resolution, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under hand by an officer or attorney of the company or other person duly authorised. In the case of joint registered holders of shares, this proxy form may be signed by any one of the joint registered holders; but if more than one joint registered holders are present at the meeting, whether in person or by proxy, the joint registered holder whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
- In order to be valid, this proxy form together with any power of attorney of signatories or other authorization documents (if any), or notorially certified copies of such power of authority or authorization documents, must be deposited at (i) the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) or (ii) the Company's registered office and headquarters in the PRC (for holders of domestic shares), in both cases no later than 24 hours before the time of the meeting (i.e. 9:30 a.m. on Thursday, 9 November 2017) or any adjourned meeting.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you wish.

\* For identification purposes only